

## **Constitution UnitingCare Queensland**

Effective from 4 June 2024

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## Preamble

The church is bought into being by the Holy Spirit which was active in and through the life and ministry of Jesus of Nazareth. It is commissioned by its risen Lord to bear witness in word and action to the promised Reign of God- the reconciliation of all things and the renewal of creation.

This reign was expressed in the life and witness of Jesus, who said, “I have come that they may have life, and life in all its fullness” (John 10:10).

The Basis of Union states that the Uniting Church “acknowledges with thanksgiving that the one Spirit has endowed the members of Christ’s Church with a diversity of gifts, and that there is no gift without its corresponding service: all ministries have a part in the ministry of Christ” (Paragraph 13)

UnitingCare Queensland has grown out of many expressions of the Church’s witness and service. The Blue Nursing Service, later BlueCare, ministry with families and children, people with disabilities, marginalized people, and ministry to the sick and dying, have been bought under its oversight.

UnitingCare Queensland has developed those expressions in new and different ways.

The Church believes that all people are made in the image of God, and UnitingCare Queensland will continue the Church’s advocacy of their God-given dignity. It will call for justice, equity in access to social services, and fairness of opportunity, particularly for those who are in need of a stronger voice in Australian society.

The Uniting Church in Australia’s Covenant with the Uniting Aboriginal and Islander Christian Congress is expressed in UnitingCare Queensland’s commitment to ministry in partnership with the First Peoples.

The Church offers its thanks to God for those women and men who pioneered new community service activities and authorises UnitingCare Queensland through this constitution to develop and grow new forms of community service that bear witness to the gospel.

## 1. Establishment, purpose and powers

### Establishment

1.1 The Uniting Church in Australia, Queensland Synod establishes **UnitingCare Queensland** as an expression of its life and witness.

### Purpose

1.2 The purpose of UnitingCare Queensland arises out of the stated purpose of Jesus Christ “to have life in all its fullness” (John 10:10). Its role is to be an agent of God’s healing power to the whole person, and not just for an individual ailment or disability, thereby enabling each individual to play his or her important role in God’s plan for the human family. Thus, UnitingCare Queensland is formed for the

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purposes of the provision of health and care services to the community because it believes that the work of healing, growth, renewal and reconciliation is in furtherance of the mission of the Church and

her commitment to Christ's mission in the World. This is expressed through the following purposes:

- (a) to be a public benevolent institution;
- (b) to be a charitable institution advancing social and public welfare by providing benevolent relief for the benefit of Vulnerable Persons, and without limiting the generality of these purposes, this may include providing:
  - (i) care and support to the elderly or others who have health related needs;
  - (ii) care and support for people with a disability;
  - (iii) care, support and protection for children and young people and their families;
  - (iv) primary, secondary and tertiary health care services and palliative care to people suffering as a result of illness;
  - (v) community services responsive to the needs of people who are in distress as a result of poverty, breakdown in relationships, domestic violence, trauma, mental health, addictive behaviours, homelessness or natural disasters;
  - (vi) assets held by, or for the (b)beneficial use of, UnitingCare Queensland for use by of UnitingCare Qld Limited, in the furtherance of the public benevolent purposes of UnitingCare Qld Limited;'
- (c) doing all such other things as are incidental or conducive to the operation of UnitingCare Queensland and otherwise for the attainment of all or any of the above purposes of UnitingCare Queensland, including but not limited to:
  - (i) promoting reconciliation, mutual respect and tolerance between Australians by working in partnership with Aboriginal and Torres Strait Islander peoples to develop and deliver services that reflect the beliefs, values and needs of Aboriginal and Torres Strait Islander peoples;
  - (ii) providing care to people irrespective of ethnicity, social status or religious beliefs and cooperating with governmental and other bodies to render the most effective service and support possible;
  - (iii) providing education and training of health and community service professionals and workers in conjunction with appropriate educational institutions;
  - (iv) researching, developing, promoting, advocating for and/or encouraging opportunities and activities that provide better living conditions and health care for Vulnerable Persons thereby

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- assisting them to achieve a better quality and enjoyment of life;  
and
  - (v) building relationships with other bodies of the Church to enhance mutual encouragement in the proclamation of the gospel through the works of UnitingCare Queensland.

## **Powers**

1.3 The powers of UnitingCare Queensland are all the powers as are lawful and required by UnitingCare Queensland to give effect to the purposes set out in clause 1.2 subject only to the limitations contained in the UnitingCare Queensland By-laws.

## **Service Group Constitutions**

1.4 UnitingCare Queensland acknowledges that with the adoption of this Constitution, the then existing constitutions of the following bodies are revoked and are obsolete from such date as is nominated by the UnitingCare Queensland board:

- (a) BlueCare;
- (b) UnitingCare Community (formerly Lifeline Community Care); (c) UnitingCare Health.

1.5 It is acknowledged that the activities and assets of those bodies referred to in clause 1.44, to the extent recognised as distinct institutions conducted by the Church under charity and taxation law, continue to be conducted and used by UnitingCare Queensland as a continuing, but single consolidated institution, conducted by the Church under this constitution. Any amended or ceased recognition of some or all of those bodies as distinct institutions conducted by the Church under charity and taxation law, does not alter the continuation of those activities and the use of those assets by an institution of the Church for public benevolent purposes under the revoked constitutions and under this constitution.

## **2. Nature of UnitingCare Queensland**

### **Establishment by Synod**

2.1 UnitingCare Queensland is an institution established by the Synod pursuant to regulation 3.7.4.7 of the Uniting Church in Australia Regulations for the delivery of the purposes referred to in clause 1.22.

### **No profits for members**

2.2 Subject to clause 2.3, all of the assets and income from time to time held by the Property Trust for the beneficial use of the institution that is UnitingCare Queensland must be applied solely in the furtherance of the purposes of UnitingCare Queensland and no portion may be distributed directly or indirectly to any member of the Church.

2.3 Nothing in clause 2.2 prevents the payment, in good faith, of an amount, calculated on arms-length terms to any person, in respect of:

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- (a) bona fide remuneration payable to the person as an employee of UnitingCare Queensland for services actually rendered to UnitingCare Queensland; or
  - (b) goods or services actually supplied to UnitingCare Queensland in the ordinary and usual course of that person's business;
  - (c) interest (at a rate not exceeding interest at the rate for the time being charged by the Church's bankers for overdrawn accounts) on money borrowed from the person;
  - (d) rent for premises demised or let by the person to UnitingCare Queensland; or
  - (e) payment to a person in his or her capacity as a board member, under clause 9.

### **Winding up**

2.4 Subject to clauses 17.1, upon the winding up or dissolution of UnitingCare Queensland, any remaining property after satisfaction of all debts and liabilities must not be paid to or distributed amongst the members, but must be given or transferred to a body of the Church or to some other charitable institution :

- (a) which has charitable purposes similar to the purposes of UnitingCare Queensland and is endorsed as a charitable institution under Division 50 of the ITAA; and
- (b) whose constituent documents prohibit the distribution of its income and property among members of the Church on terms substantially to the effect of clause 2.2; and
- (c) to which gifts and contributions are deductible under division 30 of the ITAA, as determined by the Synod at or before the time of winding up or dissolution of UnitingCare Queensland and, in default of any such determination, by the Assembly.

## **3. UnitingCare Queensland board roles, functions, powers and responsibilities**

### **UnitingCare Queensland board role**

3.1 The governance of UnitingCare Queensland is vested by the UnitingCare Queensland By-laws in the UnitingCare Queensland board and is subject to the provisions of the UnitingCare Queensland By-laws and this constitution.

3.2 All of the powers of UnitingCare Queensland referred to in clause 1.3 are vested in the UnitingCare Queensland board subject to the limitations on those powers which are set out in the UnitingCare Queensland By-laws.

3.3 For the avoidance of doubt, the UnitingCare Queensland board may by resolution delegate any of its powers to any person or persons on such terms as it determines in its sole and absolute discretion, and may reasonably rely on the delegate subject to clause 7.

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3.4 The UnitingCare Queensland board is accountable to Synod for the discharge of its responsibilities to Synod in accordance with the UnitingCare Queensland By-laws.

#### **4. UnitingCare Queensland board composition and appointment**

##### **Number of board members**

4.1 The UnitingCare Queensland board shall consist of at least 8 and not more than 12 persons or not more than 13 persons where the CEO is a member of the board being:-

- (a) the person occupying the office of General Secretary of Synod; and
- (b) the person occupying the office of Moderator; and
- (c) if determined by the Synod, upon the recommendation of the Board, the CEO; and
- (d) other persons appointed by Synod in accordance with this constitution.

4.2 If the number of members of the UnitingCare Queensland board is reduced below 8, the continuing members of the board may act despite any vacancy on the Board but the continuing Board must advise the Synod forthwith and request the appointment of additional members to the UnitingCare Queensland board.

4.3 Synod may increase the number of UnitingCare Queensland board members and may determine in what rotation the board members appointed as the result of any such alteration are to go out of office.

##### **Eligibility**

4.4 The eligibility requirements for appointment to the UnitingCare Queensland board are that a person appointed to the UnitingCare Queensland board must: (a) be at least 18 years of age;

- (b) not be a person of unsound mind or is not a person whose person or estate is liable to be dealt with in any way under any law relating to mental health;
- (c) not be a person who has been convicted of an indictable offence against a law of Australia or a foreign country;
- (d) not be a person who is disqualified from managing a corporation within the meaning of part 2D.6 of the *Corporations Act 2001* (Cth) (Corporations Act);
- (e) not be a person who is, or at any time within the preceding 12 months has been, disqualified by the Commissioner of the Australian Charities and Not-for-profits Commission from being the responsible person of a registered entity within the meaning of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) (ACNC Act); and
- (f) meet any other requirements prescribed from time to time by Synod in a By-law or a board and committee nomination policy.

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## **UnitingCare Queensland board appointments**

- 4.5 The members of the UnitingCare Board (other than the Moderator and the General Secretary who are members ex-officio) are appointed by Synod. Appointments to the UnitingCare Queensland board shall be made in accordance with all applicable By-laws and policies relating to the appointment of board members to institutions established by the Synod.
- 4.6 The UnitingCare Queensland board shall make recommendations to the Synod in relation to all appointments to the UnitingCare Queensland board in accordance with the applicable policies referred to in the previous clause, having regard to achieving a balance within the UnitingCare Queensland board in terms of:
- (a) ensuring an appropriate balance of such skills, experience and competencies amongst the UnitingCare Queensland board members as is determined by the UnitingCare Queensland board to be as desirable for the governance of UnitingCare Queensland
  - (b) ensuring that a majority are members of the Uniting Church or another Christian church; and
  - (c) ensuring diversity amongst the UnitingCare Queensland board members having regard to the work of UnitingCare Queensland and its range of stakeholders.

## **Transition of current board**

4.7 Upon adoption of this UnitingCare Queensland constitution, the persons who were members of the UnitingCare Queensland board immediately prior to its adoption shall continue in office until the expiry of the term of 3 years for which they were appointed prior to the adoption of this constitution, and thereafter shall be eligible for re-appointment subject to clause 4.8 and 4.9.

## **Term of office**

- 4.8 Each member of the UnitingCare Queensland board, other than the General Secretary, Moderator and CEO, will serve for a term of up to 3 years commencing from the date of appointment by Synod, but is eligible for reappointment as a board member if not then disqualified by this constitution or the law from being re-appointed.
- 4.9 A person, other than the General Secretary, Moderator and CEO, shall not be eligible for re-appointment to the UnitingCare Queensland board after the expiry of 3 consecutive terms of office (or, if circumstances warrant, with the express approval of Synod for an extension in relation to that person, 4 consecutive terms of office) until a period of at least 3 years has passed since the expiry of their last term of office.
- 4.10 The General Secretary, Moderator or CEO shall remain a Board member until the office of a UCQ board member is vacated pursuant to clause 4.17.
- 4.11 For the avoidance of doubt in relation to a person who was already a member of the UnitingCare Queensland board upon adoption of this UnitingCare Queensland



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constitution all of their prior terms of office shall be counted in determining eligibility of such person under clause 4.9 for reappointment.

### **Resignation from office**

4.12 A UnitingCare Queensland board member may resign from office by giving written notice to the Synod and to the Chair of the UnitingCare Queensland board.

4.13 A UnitingCare Queensland board member's resignation takes effect on the date specified in the notice (provided that date is not retrospective to the giving of the notice) or if no date is specified, at the date the notice is given to the Synod.

### **Removal from office**

4.14 (a) The Synod may remove any UnitingCare Queensland board member, other than the General Secretary, Moderator or CEO, from office provided that at the meeting at which it is proposed to remove the person, that person is given the opportunity to present his or her case, orally and/or in writing.

(b) Pending the resolution of the removal from office process, the Moderator may suspend the board member from their duties if they consider it in the best interests of the Church.

4.15 The Synod may at the meeting at which it removes a board member, appoint a person to take the place of that board member on the UnitingCare Queensland board.

4.16 The term of appointment of a board member appointed under clause 4.15 continues until the person who was removed from office would have been required to retire pursuant to this Constitution if he or she had not been removed.

### **Vacation of office**

4.17 The office of a UnitingCare Queensland board member becomes vacant if the person:

- (a) becomes prohibited from being a member of the UnitingCare Queensland board by reason of the ACNC Act, Corporations Act, or otherwise at law;
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (d) dies.

The vacancy may also occur if:

- (e) the Synod resolves pursuant to clause 4.14 that the person be removed as a UnitingCare Queensland board member;
- (f) the person in the case of a CEO appointed to the UnitingCare Queensland board pursuant to clause 4.1, ceases to hold the position as the chief executive officer;
- (g) the person in the case of a General Secretary or Moderator ceases to hold their relevant office ; or

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- (h) the person is absent for 3 consecutive board meetings without approval from the UnitingCare Queensland board.

## **5. Chair and Deputy Chair**

- 5.1 The Synod must in consultation with the UnitingCare Queensland board appoint a member of the UnitingCare Queensland board as the chair of the board.
- 5.2 A person appointed by the Synod as UnitingCare Queensland chair holds that office until:
  - (a) the expiration of that person's then current term of office as UnitingCare Queensland board member;
  - (b) the person ceases to be a UnitingCare Queensland board member in accordance with this constitution;
  - (c) the person resigns from the office of UnitingCare Queensland chair by written notice to the Synod and the Board; or
  - (d) Synod removes the person from the office of UnitingCare Queensland chair.
- 5.3 The UnitingCare Queensland board may from time to time by ordinary resolution elect from amongst their own number a deputy chair and may by ordinary resolution remove a person as deputy chair at any time.
- 5.4 The UnitingCare Queensland chair shall preside as chairperson at every UnitingCare Queensland board meeting or in absence of the UnitingCare Queensland chair, the deputy chair (if any) shall preside at any such meeting.
- 5.5 The UnitingCare Queensland board members present at a meeting of the UnitingCare Queensland board must elect one of their number present to chair the meeting if any of the following apply:
  - (a) the UnitingCare Queensland chair is not present within 15 minutes after the time appointed for the holding of the meeting and there is also no deputy chair present; or
  - (b) the UnitingCare Queensland chair is not willing to act for any reason and there is no deputy chair present.

## **6. Duties of UnitingCare Queensland board members**

- 6.1 The members of the UnitingCare Queensland board are subject to and must comply with duties owed at law, including but not limited to the duties prescribed by the ACNC Governance Standards.
- 6.2 All UnitingCare Queensland board members must exercise their powers and discharge their duties with the degree of care and diligence that a reasonable person would exercise if they were a member of the board.
- 6.3 A board member or Officer who makes a business decision (to take or not to take action in respect of a matter relevant to UnitingCare Queensland's business) is taken to have met the requirements of clause 6.1 if they:
  - (a) make the judgment in good faith for a proper purpose; and

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- (b) do not have a material personal interest (as that is defined in the Corporations Act) in the subject matter of the judgment; and
  - (c) inform themselves about the subject matter of the judgment to the extent they reasonably believe to be appropriate; and
  - (d) rationally believe that the judgment is in the best interests of UnitingCare Queensland.

6.4 A UnitingCare Queensland board member or Officer must exercise his/her powers and discharge his/her duties:

- (a) in good faith in the best interests of UnitingCare Queensland and in accordance with the purposes of UnitingCare Queensland; and (b) for a proper purpose.

6.5 A UnitingCare Queensland board member or Officer is taken to act in good faith in the best interests of UnitingCare Queensland if that person acts in good faith in the best interests of the Church.

## **7. Reliance on Delegates and Information Provided by Others**

7.1 If:

- (a) a UnitingCare Queensland board member relies on a delegate or on information, or professional or expert advice, given or prepared by:
    - (i) an employee of the Synod or UnitingCare Queensland who is believed on reasonable ground to be reliable and competent in relation to the matters concerned; or
    - (ii) a professional adviser or expert in relation to matters that the UnitingCare Queensland board believes on reasonable grounds to be within the person's professional or expert competence; or
    - (iii) another board member or Officer in relation to matters within the board member's or Officer's authority; or
    - (iv) a committee of the UnitingCare Queensland board on which the board member did not serve in relation to matters within the committee's authority; and (b) the reliance was made:
      - (i) in good faith; and
      - (ii) after making an independent assessment of the information or advice having regard to the board member's knowledge of UnitingCare Queensland and the complexity of its structure and operation, and
  - (c) the reasonableness of the UnitingCare Queensland board member's reliance on the delegate or the information or advice arises in proceedings brought to determine whether a UnitingCare Queensland board member has performed a duty under these By-laws or an equivalent general law duty,
- the UnitingCare Queensland board member's reliance on the delegate or the information or advice is taken to be reasonable unless the contrary is proved.

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## **8. Use of position and information**

8.1 A board member or Officer of UnitingCare Queensland must not improperly use his/her position to:

- (a) gain an advantage for themselves or someone else; or (b) cause a detriment to UnitingCare Queensland.

8.2 A person who obtains information because he/she is, or has been, a board member or Officer must not improperly use the information:

- (a) to gain an advantage for themselves or someone else; or
- (b) to cause a detriment to UnitingCare Queensland;
- (c) in contravention of legal obligations, including but not limited to obligations under the *Privacy Act 1988 (Commonwealth)*

## **9. Remuneration of board members**

9.1 UnitingCare Queensland board members are entitled to remuneration in accordance with relevant Synod By-laws and policies as determined from time to time.

9.2 In addition to the remuneration referred to in clause 9.1, UnitingCare Queensland board members are entitled to be paid all reasonable travelling, accommodation, and other expenses properly incurred by them in attending and returning from meetings of the UnitingCare Queensland board or otherwise in the execution of their duties as UnitingCare Queensland board members, provided that such expenses have first been approved by the UnitingCare Queensland board pursuant to all applicable By-laws and policies relating to remuneration of board members established by the Synod.

## **10. Board meetings**

### **Convening of board meetings**

10.1 Subject to this constitution and the UnitingCare Queensland By-laws, the UnitingCare Queensland board may meet for the dispatch of business and regulate its meetings as it thinks fit.

10.2 The UnitingCare Queensland board must meet at least 6 times in each financial year.

10.3 Any 3 board members may request the convening of a board meeting at any time on reasonable notice.

### **Notice of board meetings**

10.4 Notice of each UnitingCare Queensland board meeting must be given to each board member at least 72 hours before the meeting or otherwise as determined by the UnitingCare Queensland board, except all board members may waive in writing the required period of notice for a particular meeting.

Notice of UnitingCare Queensland board meeting may be given to a board member by ordinary pre-paid express post, delivery, facsimile transmission or e-mail to any other address, facsimile number or e-mail address given by the board member to the

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Board Secretary for that purpose (unless and until the board member informs the Board Secretary that he or she may not be contacted at that address, facsimile number or e-mail address).

### **Mode of board meetings**

10.5 A UnitingCare Queensland board meeting may be held using any technology consented to by all Board members if all UnitingCare Queensland board members are able to be heard and understood throughout the meeting. The consent may be a standing one. A board member may only withdraw his or her consent within a reasonable time before the meeting.

### **Quorum at board meetings**

10.6 A quorum for the purposes of a UnitingCare Queensland board meeting is half the number of board members then on the UnitingCare Queensland board, rounded up, if not a whole number, to the nearest whole number. The quorum must be present at all times during the meeting.

10.7 If a quorum is not present within 30 minutes from the time appointed for a UnitingCare Queensland board meeting or a longer period allowed by the chairperson:

- (a) the meeting must be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the chairperson may determine; and
- (b) if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting lapses.

### **Voting at board meetings**

10.8 Questions arising at a UnitingCare Queensland board meeting must be decided in the way determined by the board members, but in the event of disagreement, by a majority vote of board members present and voting. If the votes are equal, the question is decided in the negative.

10.9 The chairperson does not have a second or casting vote at UnitingCare Queensland board meetings.

### **Resolution in writing**

10.10 A resolution supported by all UnitingCare Queensland board members in writing and signed by them is as valid and effectual as if it had been passed by ordinary resolution at a duly convened board meeting.

10.11 A resolution in writing may consist of several documents in like form, each signed by 1 or more board members and if so signed it takes effect on the latest date on which a board member signs 1 of the documents.

10.12 For the purpose of clause 10.11, a resolution bearing an electronic copy of a signature is deemed to be signed.

### **Validity of acts**

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10.13 All acts done by the UnitingCare Queensland board or a Committee or by a person acting as a board member are valid even if it is later discovered that there is a defect in the appointment of a person as a board member or a member of the committee or that they or any of them were disqualified or were not entitled to vote.

### **Conflicts of Interest**

10.14 The Synod must approve and the UnitingCare Queensland board must agree in writing on its policy for the regulation of conflicts of interest. The policy as a minimum shall include:-

- (a) A board member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the board meeting to the other members.
- (b) The disclosure of a conflict of interest by a member must be recorded in the minutes of the meeting.
- (c) Each member who has a material personal interest in a matter that is being considered at a board meeting must not, except as provided under clause 10.14(d):
  - (i) be present at the meeting while the matter is being discussed, or
  - (ii) vote on the matter.
- (d) A board member may still be present and vote if:
  - (i) their interest arises because they are a member of the board, and the other members have the same interest;
  - (ii) their interest relates to an insurance contract that insures, or would insure, the member against liabilities that the director incurs as a member of the board;
  - (iii) their interest relates to a payment by the board under any indemnity from the Church, or any contract relating to an indemnity that is allowed under the ACNC Act;
  - (iv) the members who do not have a material personal interest in the matter pass a resolution that:
    - a. identifies the member, the nature and extent of the member's interest in the matter and how it relates to the affairs of UnitingCare Queensland, and
    - b. says that those members are satisfied that the interest should not stop the member from voting or being present.
- (e) A board member, their family members or entities/enterprises that the board member has a financial or other actual interest in may only be engaged to provide goods or services to or on behalf of UnitingCare Queensland if:
  - (i) that board member is for bona fide reasons considered by UnitingCare Queensland board, agreed to be a suitable person to provide, such goods or services;

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- (ii) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the board member's rates and service levels;
    - (iii) the goods or services are provided on arms-length terms;
    - (iv) the provision of the goods and services is disclosed clearly and expressly to the Synod in UnitingCare Queensland's annual report; and
    - (v) the UnitingCare Queensland board agrees, by ordinary resolution excluding the interested board member, to the provision of the goods or services by the board member.
  - (f) If there are not enough board members to form a quorum as a result of 1 or more board members having a material personal interest which disqualifies them from voting, then 1 or more of the board members (including those who have the disqualifying interest in the matter) may request the Synod to deal with the matter.

## **11. Committees**

11.1 The UnitingCare Queensland board may appoint one or more committees consisting of such board members, or others as the UnitingCare Queensland board thinks fit. Such members of the committees who are not board members shall consist of members who, in the opinion of the Board, best represent the mix of skills and experience required to undertake the responsibilities of the Committee which are not available through the board members.

11.2 The UnitingCare Queensland board may appoint any Board member of a Committee as chairperson of that Committee.

11.3 In the exercise of any powers delegated to it, a Committee must:

- (a) conform to the directions of the UnitingCare Queensland board;
- (b) report to the UnitingCare Queensland board; and
- (c) otherwise conduct its meetings and proceedings in accordance with the provisions of this Constitution, as far as practicable, as if they were meetings and proceedings of the UnitingCare Queensland board.

11.4 The UnitingCare Queensland board may delegate any of its powers, except this power to delegate, to a Committee.

## **12. Board Secretary**

12.1 The UnitingCare Queensland board must appoint (on the terms and conditions it sees fit) and terminate the appointment of the Board Secretary of UnitingCare Queensland. The Board Secretary must be at least 18 years of age and hold qualifications and experience appropriate to acting as a Board Secretary.

12.2 The Board Secretary is responsible for carrying out all acts and deeds required by this constitution and is accountable to the UnitingCare Queensland board and the CEO.

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### **13. Minutes and records**

13.1 UnitingCare Queensland board must:

- (a) make and keep minutes and records in accordance generally accepted governance practice; and
- (b) allow a delegate of the Synod to inspect the UnitingCare Queensland board's minutes upon written request.

### **14. Chief Executive Officer**

14.1 Subject to the UnitingCare Queensland By-laws, the UnitingCare Queensland board must appoint a person to the position of chief executive officer of UnitingCare Queensland (**CEO**) for the period and on the terms and conditions (including as to remuneration) as the UnitingCare Queensland board sees fit.

14.2 The UnitingCare Queensland board may, upon terms and conditions and with any restrictions it sees fit delegate to and, confer upon the CEO any of the powers that the UnitingCare Queensland board can exercise.

14.3 Subject to the UnitingCare Queensland By-laws, the UnitingCare Queensland board may at any time revoke or vary an appointment of, or any of the powers delegated to or conferred upon, the CEO.

14.4 The CEO may be appointed to the UCQ board by the Synod upon the recommendation of the UCQ Board subject to clause 4.17.

### **15. Execution of documents**

15.1 UnitingCare Queensland may execute any document in any manner permitted by law and authorised by the Property Trust.

### **16. Accounts, audit and records**

#### **Financial year**

16.1 The financial year of UnitingCare Queensland commences on the 1<sup>st</sup> day of July and ends on the 30<sup>th</sup> day of June in the following calendar year.

#### **Banking of monies**

16.2 All monies of UnitingCare Queensland must be banked at such bank approved by the Synod as the UnitingCare Queensland Board may from time to time direct.

#### **Accounts, records and reports**

16.3 The UnitingCare Queensland board must cause proper accounting and other records to be kept in accordance with best practice and any other requirements required by the Synod.

16.4 The UnitingCare Queensland board must comply with the requirements of the Synod in respect of reporting and providing accounts.



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16.5 The UnitingCare Queensland board shall satisfy itself of the safe custody by the Synod of the books, records, documents, instruments of title and securities of UnitingCare Queensland.

### **Audit**

16.6 The UnitingCare Queensland board, subject to the agreement of the Synod, must appoint a registered company auditor to UnitingCare Queensland as if the requirements of the Corporations Act applied to UnitingCare Queensland, and will provide a copy of the audit report to the Synod in accordance with the UnitingCare Queensland By-laws.

16.7 By resolution the Synod may remove UnitingCare Queensland's appointed auditor subject to prior provision of a notice of intention being given to UnitingCare Queensland and their appointed auditor.

### **Rights of inspection**

16.8 The Synod may determine whether and to what extent, and at what times and places and under what conditions, the accounting records and other documents of UnitingCare Queensland or any of them should be open to inspection and to whom (if anyone) they should be made available.

## **17. Deductible Gift Recipient Requirements**

17.1 Despite clause 2.4, if UnitingCare Queensland ceases to be a deductible gift recipient within the meaning of section 30-227 of ITAA or any reason, including revocation of endorsement under subdivision 30-BA of the ITAA (whether or not UnitingCare Queensland is wound up), any surplus Gift Funds after satisfaction of all debts and liabilities must be given or transferred to some other charitable institution or body of the Church (in either case):

- (a) which has charitable purposes similar to the purposes of UnitingCare Queensland; and
- (b) whose constituent documents prohibit the distribution of its income and property among members of the Church on terms substantially to the effect of clause 2.2; and
- (c) to which gifts and contributions are deductible under division 30 of ITAA, as determined by the Synod and, in default of any such determination, by the Assembly.

17.2 In this clause, the following definitions apply:

**Contributions** and **Fund raising events** have the same meanings as in Division 30 of ITAA.

**Gift Funds** means a fund that is maintained for the principal purpose:

- (a) to which gifts of money or property for the principal purpose of UnitingCare Queensland are made;
- (b) to which contributions made in relation to a fund raising event held for the principle purpose are made; and

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- (c) to which money received by UnitingCare Queensland because of such gifts and contributions is to be credited.

## **18. Interpretation**

18.1 In this Constitution, unless the context requires otherwise:

- (a) any implicit or explicit reference to a duty, power, authority or function of Synod shall, unless the context demands otherwise, be interpreted to include reference to the duty, power, authority or function of Synod Standing Committee between meetings of Synod in Session.
- (b) a reference to any legislation includes any regulation or instrument made under it and where amended, re-enacted or replaced means that amended, re-enacted or replacement legislation and a reference to a specific provision of such legislation is a reference to the equivalent provision in any later amended, re-enacted or replacement legislation;
- (c) a reference to this Constitution, where amended, means this Constitution as so amended;
- (d) a reference to a clause, sub-clause or schedule is a reference to a clause, sub-clause or schedule of this Constitution; (e) a word which denotes:
  - (i) the singular denotes the plural and vice versa;
  - (ii) any gender denotes the other genders; and
  - (iii) a person denotes an individual and a body corporate;
- (f) where a word or phrase is given a defined meaning any other part of speech or other grammatical form in respect of that word or phrase has a corresponding meaning;
- (g) an expression used but not defined in this Constitution has the same meaning as given in the UnitingCare Queensland By-laws;
- (h) writing includes any mode of representing or reproducing words in a visible form; and
- (i) a reference to 'dollars' or '\$' means Australian dollars.

18.2 Headings and any table of contents must be ignored in the interpretation of this Constitution.

18.3 This Constitution shall be read subject to the Church Laws, which shall prevail to the extent there is any inconsistency between them.

## **Calculation of time**

18.4 In this Constitution, unless the context requires otherwise:

- (a) a reference to a time of day means that time of day in Queensland;
- (b) a reference to a business day means a day during which banks are open for general banking business in Queensland;
- (c) for the purposes of determining the length of a period (but not its commencement) a reference to:
  - (i) a day means a period of time commencing at midnight and ending 24 hours later; and

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- (ii) a month means a calendar month which is a period commencing at the beginning of a day of 1 of the 12 months of the year and ending immediately before the beginning of the corresponding day of the next month or, if there is no such corresponding day, ending at the expiration of that next month;
  - (d) where a period of time is specified and is to be calculated before or after a given day, act or event it must be calculated without counting that day or the day of that act or event; and
  - (e) a provision of this Constitution, except that specifying the time for deposit of proxies with UnitingCare Queensland, which has the effect of requiring anything to be done on or by a date which is not a business day must be interpreted as if it required it to be done on or by the next business day.

18.5 This UnitingCare Queensland Constitution shall be read subject to the UnitingCare Queensland By-laws and the UnitingCare Queensland By-laws shall prevail to the extent there is any inconsistency between them.

## 19. Definitions

19.1 In this Constitution, unless the context requires otherwise:

- (a) **ACNC Act** means the *Australian Charities and Not-for-profit Commission Act 2012*;
- (b) **ACNC Governance Standards** means the governance standards prescribed by Division 45 of the *Australian Charities and Not-for-profit Commission Regulation 2013*;
- (c) **ACNC Registered Entity** means an entity which is registered with the Australian Charities and Not-for-profit Commission pursuant to the ACNC Act;
- (d) **Assembly** means the assembly of the Church referred to in clause 15(e) of the Basis of Union;
- (e) **Basis of Union** means the document of that name, adopted in 1971 and updated in 1992, by which the Uniting Church in Australia was established;
- (f) **Board member** means a person appointed in accordance with this Constitution to perform the duties of a board member of UnitingCare Queensland;
- (g) **Board Secretary** means the person that the UnitingCare Queensland Board may appoint to carry out the role of secretary to the UnitingCare Queensland Board under clause 12; (h) **Body** means:
  - (i) a 'Body' as defined in clause 3 of the Uniting Church in Australia Constitution;
  - (ii) a parish mission under Regulation 3.9.1 of the Uniting Church in Australia Regulations;
  - (iii) faith communities under Regulation 3.9.2 of the Uniting Church in Australia Regulations;

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- (iv) a church council in small congregations under Regulation 3.9.3 of the Uniting Church in Australia Regulations; and
  - (v) any other body established under clause 69 of the Uniting Church in Australia Constitution, which includes but is no way limited to commissions, charitable trusts, or other trust, within the Synod.
  - (i) **CEO or Chief Executive Officer** means the chief executive officer of UnitingCare Queensland, appointed under clause 14.1;
  - (j) **church** means the one holy catholic and apostolic church;
  - (k) **Church** means the Uniting Church in Australia, Queensland Synod unless the context demands otherwise;
  - (l) **Church Laws** means the *Uniting Church in Australia Act (QLD) 1977*, the Constitution of the Uniting Church in Australia authorised by that Act, the Basis of Union, Uniting Church in Australia Regulations and the Synod By-laws (including the UnitingCare Queensland By-laws);
  - (m) **Commissioner** means the Commissioner of the *Australian Charities and Not-for-profit Commission* as established by the ACNC Act;
  - (n) **ITAA** means the *Income Tax Assessment Act 1997*;
  - (o) **General Secretary** means the person appointed by the Synod to the office of secretary of the Queensland Synod under clause 35 of the Uniting Church in Australia Constitution;
  - (p) **Moderator** means the person elected by the Synod to the office of moderator in accordance with the Uniting Church in Australia Regulations;
  - (q) **Officer** means a person who has a role in the day-to-day management or affairs of UnitingCare Queensland;
  - (r) **Property Trust** means the body called 'The Uniting Church in Australia Property Trust (Q.)' established by the *Uniting Church in Australia Act (QLD) 1977*;
  - (s) **Synod By-laws** means the By-laws adopted by the Synod from time to time in accordance with the Basis of Union and the Uniting Church in Australia Regulations;
  - (t) **Synod** means the Queensland Synod of Uniting Church in Australia; and
  - (u) **Synod Standing Committee** means the committee established pursuant to clause 36 of the Uniting Church in Australia Constitution, the Uniting Church in Australia Regulations and the Synod By-laws;
  - (v) **UnitingCare Queensland** means UnitingCare Queensland, an institution designated by the Synod to pursue the purposes set out in this constitution;
  - (w) **UnitingCare Queensland board** means the board of UnitingCare Queensland;

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- (x) **UnitingCare Queensland By-laws** means chapter Q3.1 the Synod By-laws including amendments to it, or substitutions for it, from time to time relating to the establishment and operation of UnitingCare Queensland as an institution;
  - (y) **UnitingCare Queensland chair** means the chair of the UnitingCare Queensland Board, appointed from time to time under clause 5.1;
  - (z) **UnitingCare Queensland constitution** means this constitution;
  - (aa) **Uniting Church in Australia Regulations** means any regulations made by the Assembly pursuant to section 62 of the Uniting Church in Australia Act (QLD) 1977;
  - (bb) **Vulnerable Persons** means:
    - (i) persons affected by physical, intellectual or mental disability;
    - (ii) elderly persons requiring care and support services both in and out of the home;
    - (iii) persons experiencing social disadvantage or discrimination including indigenous persons and other minority groups;
    - (iv) children at significant risk of entering or being cared for by a statutory child protection system;
    - (v) individuals and families who are in distress; and (vi) persons suffering as a result of serious illness.

Adopted by the Queensland Synod Standing Committee on 5 May 2016 (Resolution Number 16.090)