



**Uniting Church in Australia**  
**ASSEMBLY**  
Assembly Standing Committee

August 2021

**DOCUMENT/S**

Type of Paper (Information/Decision)	Decision
Title	Appointment of new Board Members for UnitingWorld.
Assembly or ASC Minute	
Consultation	The UnitingWorld board has followed a structured recruitment process, including advertising, interviewing and reference checking.
Purpose	To recruit new members for the UnitingWorld Board
Rationale & Findings Summary	<p><b>Current Board members remaining in office, and their original appointment date.</b></p> <p>Colleen Geyer (Ex Officio) Sureka Goringe (Ex Officio) Lin Hatfied Dodds (2019 Chair (2021)) Warren Tapp (2019) Ashleigh Johnson (2019) James Batley (2014) Renee OShanassy (2019) John Manning (2016)</p> <p><b>New Nominations for the Board</b></p> <p>Andrew Johnson Jone Lotu Roger Bednall</p> <p>The UnitingWorld Board has followed a structured recruitment process to identify new candidates to replace Board members who retired at the end of the triennium (July 2021).</p> <p>We are putting forward 3 nominations towards filling vacant seats. All of them are UCA members.</p> <p>We sought expressions of interest by word-of-mouth via senior leadership of various Synods; via UnitingWorld website and social media, and various UCA Synod communications. We placed significant emphasis on seeking cultural/ethnic diversity by reaching out to all the of UCA National Conference leadership, and to the UAICC to seek nominations.</p>

	<p>We formed a nominating committee with the Chairs of the Board, the International Programs Committee, the UnitingWorld Finance Audit and Risk committee and the National Director.</p> <p>All interested parties had a preliminary telephone conversation with the Chair. If that went well; they were requested to submit a CV and a completed Skills matrix and nominate at least two referees. The Nominating Committee reviewed documents and conducted video-interviews with 4 potential new recruits, using a standard format of questions. They identified 3 candidates as being suitable for Board membership. The selected candidates had successful referee checks conducted by the Chair.</p> <p>The candidates were invited to attend the June Board meeting as observers, so they could meet the other Board members and get a feel for the work of the Board.</p> <p>All three nominees have the full support of the UnitingWorld board for appointment as Board member by the ASC.</p>
Attachments	<ol style="list-style-type: none"> <li>1. Andrew Johnson Expression of Interest Form</li> <li>2. Jone Lotu Expression of Interest Form</li> <li>3. Roger Bednall Expression of Interest Form</li> <li>4. UnitingWorld Mandate</li> <li>5. UnitingWorld Constitution</li> </ol>
Recommendations	That the ASC appoint Andrew Johnson, Jone Lotu and Roger Bednall to the Board of UnitingWorld
Submitted by	<p>Dr Sureka Goringe, National Director</p> <p>Ms Lin Hatfield Dodds, Chair, UnitingWorld Board</p>

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# Constitution

UnitingWorld  
ABN 47 817 183 926

An unincorporated association

**10 November 2019**

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## Preamble

UnitingWorld is an agency of the Assembly of the Uniting Church in Australia.

The Uniting Church in Australia affirms the importance of every human being and a concern for the welfare of the whole human race.

The Uniting Church pledges to seek the correction of injustices wherever they occur. It is committed to working for the eradication of poverty and racism within our society and beyond. It affirms the rights of all people to equal educational opportunities, adequate health care, freedom of speech, employment or dignity in unemployment if work is not available. It opposes all forms of discrimination which infringe basic rights and freedoms. It is concerned with the basic human rights of future generations.

The Uniting Church in Australia lives and works within the faith and unity of the global church, and seeks to give expression to that unity.

The Uniting Church understands that the work of addressing injustice, poverty and violence is best done in relationship with those who are directly affected; that lasting solutions of real impact arise when action is locally owned and led; and that communities are best placed to identify solutions to their own needs. Therefore, the Uniting Church is committed to working collaboratively with local partners through relationships of trust, respect and mutuality.

Based on these Christian convictions, the Uniting Church has given UnitingWorld a mandate to address the causes and consequences of poverty, injustice and violence through missional collaboration with churches overseas.

These convictions are the motivation for UnitingWorld to undertake aid programs across the Pacific, Asia and Africa with the purpose of delivering sustainable livelihoods, resilient communities and leaders who value equality. This involves challenging systems that perpetuate poverty and enabling marginalised communities to live healthy and well-resourced lives. Through each of its programs, a foundational directive of UnitingWorld remains the facilitation of equal access to education, health, capital, peace and human rights for all.

UnitingWorld will fulfil its purpose of relieving the poverty, distress, sickness, disadvantage due to disability, destitution, suffering, misfortune or disempowerment of individuals and communities, with a focus on those in need living overseas.

The governance of UnitingWorld rests with the UnitingWorld board, with board members appointed by the Assembly Standing Committee. The board is ultimately accountable to the Assembly – a triennial gathering of representative members of the Uniting Church in Australia. In all respects UnitingWorld aims to uphold the ethos of the Uniting Church and follow best practice operations, including as outlined in the Australian Charities and Not-for-Profits Commission's External Conduct Standards.

This preamble is included for guidance purposes only and does not form part of this constitution.

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## Part A – Preliminary matters

### 1 Defined terms and interpretation

The Dictionary and Interpretation provisions in Schedule 1:

- (a) define some of the terms used in this constitution; and
- (b) set out the rules of interpretation which apply to this constitution.

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## 2 Name and nature of organisation

- (a) The name of the organisation is UnitingWorld or, if another name is determined by a resolution of the Assembly Standing Committee, that name.
- (b) The organisation is a charitable unincorporated association.

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## Part B – Purpose and not-for-profit status

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### 3 Purpose and activities of the organisation

#### 3.1 Purpose

Motivated by service of God through serving those in need, the purpose of the organisation is to relieve the poverty, distress, sickness, disadvantage due to disability, destitution, suffering, misfortune or disempowerment of individuals and communities in need, with a focus on those living overseas (**Charitable Purpose**).

#### 3.2 Activities

The activities of the organisation must be conducted in the furtherance of its Charitable Purpose and may include:

- (a) developing, implementing, supporting and managing programs aimed to alleviate poverty and achieve sustainable development overseas;
- (b) providing programs aimed at improving access to services such as quality education, health care and clean water;
- (c) promoting peace, justice and gender equality to enable safety and fullness of life for the most vulnerable;
- (d) providing humanitarian aid during emergencies and natural disasters;
- (e) collaborating with other organisations aligned with the Charitable Purpose;
- (f) developing and implementing training and leadership capacity development for other organisations to enhance their ability to directly assist those in need;
- (g) cultivating relationships with organisations that are indigenous to the individuals and communities the company aims to assist and aligned to the Charitable Purpose, to strengthen the company's understanding of the local context; and
- (h) any other activities ancillary to or necessary for the fulfilment of the Charitable Purpose.

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### 4 Not-for-profit

The assets and income of the organisation must be applied solely in furtherance of the Charitable Purpose.

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## Part C – Board

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### 5 Board members

#### 5.1 Number of board members

- (a) Subject to rule 5.1(b), the Assembly Standing Committee will strive to ensure the minimum number of board members is eight and the maximum number of board members is 12.
- (b) The Assembly Standing Committee may change the minimum and maximum number of board members from time to time.

#### 5.2 Becoming a board member

Subject to rule 5.3, a person may become a board member in the following ways:

- (a) by nature of their position within the Uniting Church in Australia, being the individuals holding the positions of:
  - (i) National Director; and
  - (ii) General Secretary,from time to time (**Ex-Officio Board Member**); and
- (b) appointment by the Assembly Standing Committee (**Appointed Board Member**).

#### 5.3 Composition of the board

Subject to rule 5.1:

- (a) two board member positions are reserved for and may only be filled by Ex-Officio Board Members; and
- (b) the remaining board member positions are reserved for, and may only be filled by, Appointed Board Members.

#### 5.4 Qualifications and requirements of board members

- (a) To be eligible to be a board member a person must:
  - (i) be 18 years of age or older;
  - (ii) not be ineligible to be a board member under the ACNC Act;
  - (iii) have knowledge about and be committed to the Charitable Purpose;
  - (iv) provide the organisation with a signed consent to act as a board member;
  - (v) in the case of an Ex-Officio Board Member, hold the position of National Director or General Secretary, as the case may be;
  - (vi) except in the case of an Ex-Officio Board Member, not be an employee of the Assembly; and



- (vii) meet any other criteria relating to the composition of the board and skills and qualifications of board members as may be determined by the Assembly Standing Committee from time to time.
- (b) In considering the appointment of Appointed Board Members, the Assembly Standing Committee will strive to ensure that:
  - (i) at least three quarters of the board members are members of the Uniting Church in Australia; and
  - (ii) no more than half of the board members are currently employed by or receive a stipend from the Uniting Church in Australia.

## **5.5 Board members' term of office and term limits**

- (a) The term of office of an Appointed Board Member commences on the date of the Assembly Standing Committee meeting at which the appointment is made and ends at the board meeting held immediately after the date that is up to three years from the date of appointment.
- (b) An Ex-Officio Board Member will hold office for so long as that person holds the role of National Director or General Secretary, as the case may be.
- (c) Each board member is to remain as a board member until that person's term of office expires or until that person resigns or is otherwise removed as a board member in accordance with the law and this constitution.
- (d) Subject to rule 5.5(e), a person who holds, or has held, the position of board member for nine or more years must retire at the conclusion of their ninth year of office but is eligible for reappointment once a period of three years has expired since that person last held office as a board member.
- (e) The Assembly Standing Committee may determine that a board member hold office for a further term of not more than 12 months, after which that person must retire and will not be eligible for reappointment unless a period of three years has expired since that person last held office as a board member.
- (a) The Assembly or Assembly Standing Committee may by resolution remove and replace one or more board members at any time which, for the avoidance of doubt, includes the removal and replacement of all board members at the same time.

## **5.6 Ceasing to be a board member**

- (a) In addition to the circumstances prescribed by law (including the ACNC Act), the office of any board member becomes vacant if the board member:
  - (i) dies;
  - (ii) ceases to satisfy the eligibility criteria as set out in rule 5.4(a)(v) or 5.4(a)(vi) (as the case may be);
  - (iii) is, due to physical or mental impairment, unable to properly perform the duties of a board member, as determined by a suitably qualified professional acting reasonably;
  - (iv) is convicted of an indictable offence;

- (v) is or becomes a registrable person for the purposes of the *Child Protection (Offenders Registration) Act 2000* (NSW) or similar law in any other jurisdiction (whether within Australia or internationally); or
  - (vi) fails to attend three or more consecutive board meetings in any 12 month period without leave of absence approved by the board.
- (b) Nothing in rule 5.6(a) prevents a board member from vacating office by providing a written notice of resignation to the organisation addressed to the Chairperson. Unless the notice provides otherwise, the resignation takes effect from the date the notice is received.

## **5.7 Payments to board members**

- (a) Whether one or more of the board members are to be paid in their capacity as a board member (and if so on what terms) will be determined by the Assembly Standing Committee in accordance with such guidelines and policies on this matter as may be in force from time to time.
- (b) No payment of any kind can be made by the organisation to a board member (other than payment received in accordance with rule 5.7(a)) unless that payment is approved by:
  - (i) the board; or
  - (ii) such other person or persons to whom the board may have delegated such authority in a way consistent with rule 5.17 or rule 5.18.

## **5.8 Interested board members**

- (a) Each board member must disclose all personal interests and other matters that could, or do, give rise to a conflict of interest in relation to a matter or decision being considered by the board.
- (b) The board must maintain a register in which is recorded the name and particulars of any interest disclosed by a board member in accordance with rule 5.8(a).
- (c) Where a board member has a material personal interest in a matter to be considered at a meeting, that board member may be counted in determining whether or not a quorum is present at the meeting but must not be present while the matter is being considered at the meeting or vote on the matter, unless the board members who do not have a material personal interest pass a resolution which permits that board member to do so.
- (d) Subject to rule 5.8(e), a board member who is in any way interested in a contract, arrangement or other matter (other than by having a material personal interest which is to be dealt with in accordance with rule 5.8(c)) may, despite that interest:
  - (i) be counted in determining whether or not a quorum is present at any meeting of the board considering that contract or arrangement;
  - (ii) sign or countersign any document relating to that contract, arrangement or matter (provided the Assembly Standing Committee has delegated authority for such signing or countersigning); and
  - (iii) remain present in the meeting and vote in relation to that contract, arrangement matter or any matter arising out of those things.

- (e) Rule 5.8(d) does not apply if, and to the extent that, it would be contrary to law.

## **5.9 Powers and duties of the board**

- (a) The board is responsible for the governance, business and affairs of the organisation and may exercise all the powers of the organisation which are delegated to the board by the Assembly Standing Committee.
- (b) In exercising their powers and duties under rule 5.9(a), the board must:
  - (i) ensure that the organisation's activities are conducted in accordance with the practices, vision and strategic priorities of the Uniting Church in Australia; and
  - (ii) be supportive of the mission and values of the Uniting Church in Australia.
- (c) The board members must comply with their duties as board members under legislation and common law. For as long as the organisation is registered as a charity with the Australian Charities and Not-for-profits Commission or its successor, the organisation must also ensure the board members comply with the requirements described in Governance Standard 5 of the regulations made under the ACNC Act which are to ensure the board members:
  - (i) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a board member;
  - (ii) act in good faith in the best interests of the organisation and to further the Charitable Purpose;
  - (iii) do not misuse their position as a board member;
  - (iv) do not misuse information that they gain in their role as a board member;
  - (v) disclose any perceived or material conflicts of interest;
  - (vi) ensure that the financial affairs of the organisation are managed responsibly; and
  - (vii) do not allow the organisation to operate while insolvent.

## **5.10 Board meetings**

- (a) The board may hold meetings (including by technological means) for the conduct of business and regulate them as it thinks fit.
- (b) The board should meet as often as required for the proper discharge of its duties and in any event no less than four times per year.

## **5.11 Convening of meetings of the board**

A meeting of the board may be convened by the Chairperson, any three of the board members or the Assembly Standing Committee.

## **5.12 Notice of board meetings**

- (a) Notice of a board meeting must be given to each current board member, other than a board member on leave of absence approved by the board.
- (b) A notice of a board meeting must:
  - (i) be given in a way permitted by rule 13;
  - (ii) specify the time and place of and, if relevant, the form of technology for, the meeting;
  - (iii) state the nature of the business to be transacted at the meeting; and
  - (iv) be provided with sufficient time for the board members to properly consider the subject matter contained within the notice and any accompanying materials.
- (c) A resolution passed at a board meeting is valid even in circumstances where a board member did not receive notice of the meeting, provided:
  - (i) the notice was not received because of accident or error;
  - (ii) before or after the meeting, that board member notifies the organisation of their decision on the resolution; or
  - (iii) the board member attended the meeting.

### **5.13 Quorum for board meetings**

- (a) No business may be transacted at a board meeting unless there is a quorum of board members at the time the business is dealt with.
- (b) A quorum consists of a majority of current board members.
- (c) For the avoidance of doubt, a board member is present at a meeting if participating by technological means such as by telephone.
- (d) If, within 30 minutes after the time appointed for the meeting, a quorum is not present, then, without prejudice to the right of those present to discuss but not to vote on any matter, the meeting will be dissolved or stand adjourned to such time, date and place as those present at the meeting decide and as notified to all board members in accordance with rule 5.12(a).

### **5.14 Chairperson and Deputy Chairperson**

- (a) The Assembly will appoint a board member who is not an Ex-Officio Board Member to the office of chairperson of the board (**Chairperson**) for a term of three years.
- (b) Where the Chairperson appointed in accordance with rule 5.14(a) resigns or otherwise ceases to hold the position of Chairperson (including due to that person ceasing to be a board member in accordance with rules 5.5 or 5.6), the Assembly Standing Committee may appoint another person to the office of Chairperson for the period up to the next meeting of the Assembly, at which point the person so appointed must stand down as Chairperson and the provisions of rule 5.14(a) will apply.

- (c) The board may appoint a board member who is not an Ex-officio Board Member to the office of deputy chairperson of the board (**Deputy Chairperson**) and, subject to rule 5.5, determine the period for which each board member is to hold such office.
- (d) The Assembly Standing Committee may remove a board member from the office of Chairperson and Deputy Chairperson at any time.
- (e) A person may only fill the office of Chairperson or Deputy Chairperson for as long as that person is a board member.
- (f) Subject to rule 5.14(g), the Chairperson must preside as chair at each board meeting.
- (g) If at a meeting of the board:
  - (i) there is no Chairperson;
  - (ii) the Chairperson is absent from the meeting (or part of the meeting); or
  - (iii) the Chairperson is present but is prevented from acting or not willing to act as chair of the meeting or of part of the meeting,

the Deputy Chairperson (if there is one) must preside as chair of that meeting or part of it until such time as the Chairperson joins the meeting or can resume the role of chair (as applicable).

- (h) Subject to rules 5.14(f) and 5.14(g), if at a meeting of the board:
  - (i) there is no Chairperson and no Deputy Chairperson;
  - (ii) the Chairperson and Deputy Chairperson are absent from the meeting (or part of the meeting); or
  - (iii) the Chairperson and Deputy Chairperson are present but are prevented from acting or not willing to act as chair of the meeting or of part of the meeting,

the board members present may elect one of themselves who is not an Ex-Officio Board Member to be chair of the meeting or part of the meeting until such time as the Chairperson or Deputy Chairperson joins the meeting or can resume the role of chair (as applicable).

## 5.15 Decisions of the board

- (a) A board meeting at which a quorum is present is competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the board under the law, the delegations of the Assembly Standing Committee and this constitution.
- (b) Questions arising at a board meeting and any other matter to be determined by the board under this constitution are (unless a higher number or threshold is required under the law or this constitution) to be decided in accordance with the Uniting Church in Australia's Manual for Meetings, as updated from time to time. A decision of a kind made in accordance with this rule is for all purposes a determination of the board.

### **5.16 Decisions without meetings**

The board may pass resolutions outside of a board meeting in any manner (including through the use of technology) provided:

- (a) all board members other than a board member on an approved leave of absence are sent a copy of the resolutions and are given a reasonable time to respond considering the urgency and nature of the matters under consideration;
- (b) any such resolution is passed in accordance with the Uniting Church in Australia's Manual for Meetings, as updated from time to time, (unless a higher threshold is required by law or this constitution); and
- (c) such manner complies with:
  - (i) the law; and
  - (ii) any policies and procedures relating to the passing of board resolutions as determined by the Assembly Standing Committee from time to time.

### **5.17 Committees**

- (a) The board may resolve to:
  - (i) establish one or more committees consisting of such persons as they determine which, for the avoidance of doubt, may include persons that are not board members;
  - (ii) delegate to each committee such of the powers conferred on the board as required for the effective and efficient running and administration of the committee;
  - (iii) revoke any or all of the powers delegated to each committee and vary the nature and scope of the powers delegated; and
  - (iv) change the makeup of a committee at any time or dissolve it all together.
- (b) A committee must be conducted, and exercise the powers delegated to it, in accordance with any directions of the board which, for the avoidance of doubt, may be contained within policies, terms of reference, guidelines or protocols.
- (c) The board may continue to exercise all of the powers conferred on it despite any delegation made under this rule.
- (d) For the avoidance of doubt, the board may not delegate to a committee any power that has not itself been conferred on the board by the Assembly Standing Committee.

### **5.18 Delegation to individuals**

- (a) The board may resolve to delegate any of the powers conferred on it to such individual or individuals as it so determines including:
  - (i) to one or more board members; or
  - (ii) to one or more employees.

- (b) The board may delegate the powers conferred on it for such time as it determines and may revoke or vary any power so delegated.
- (c) An individual to whom any powers have been delegated must exercise the powers delegated in accordance with any directions of the board.
- (d) The board may continue to exercise all of its powers despite any delegation.
- (e) A delegation under this rule need not be to a specified individual but may be to any individual from time to time holding, occupying or performing the duties of a specified office or position.
- (f) For the avoidance of doubt, the board may not delegate to an individual any power that has not itself been conferred on the board by the Assembly Standing Committee.

#### **5.19 Validity of acts**

An act done by a board member or by a meeting of the board or a committee attended by a board member is not invalid just because:

- (a) of a defect in the appointment of the board member;
- (b) the person is disqualified from being a board member or has vacated office; or
- (c) the person is not entitled to vote,

if that circumstance was not known by the person or the board or committee, as the case may be, when the act was done.

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## **6 National Director**

- (a) The Assembly Standing Committee may appoint a person to the position of National Director.
- (b) The appointment of a National Director may be for the period, at the remuneration and on the conditions the Assembly Standing Committee thinks fit.
- (c) The Assembly Standing Committee may:
  - (i) confer on a National Director the powers, discretions and duties as they think fit;
  - (ii) withdraw, suspend or vary any of the powers, discretions and duties conferred on a National Director; and
  - (iii) authorise a National Director to delegate all or any of the powers, discretions and duties conferred on the National Director.

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## Part D – Winding up and loss of endorsement

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### 7 Winding up

- (a) Before the organisation is wound up, it must first wind up each of the deductible gift recipient endorsed funds it operates (if any), in accordance with each fund's winding up requirements.
- (b) If upon the winding up or dissolution of the organisation there remains after satisfaction of all of its debts and liabilities, any property or moneys whatsoever (**Surplus Assets**), such Surplus Assets must only be given or distributed to one or more Eligible Recipients.
- (c) The decision as to which Eligible Recipient is (or which Eligible Recipients are) to be given the Surplus Assets under rule 7(b) is to be determined:
  - (i) by a resolution of the Assembly Standing Committee at or before the winding up or dissolution of the organisation; or
  - (ii) if no such resolution is passed, by the Supreme Court.

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### 8 Loss of deductible gift recipient endorsement

- (a) If the organisation is endorsed as a deductible gift recipient as a whole and this endorsement is revoked, then the organisation must ensure that the following assets remaining after the payment of all liabilities are distributed to one or more Eligible Recipients:
  - (i) deductible gifts of money or property received for the Charitable Purpose;
  - (ii) deductible contributions made in relation to an eligible fundraising event held to raise funds for the Charitable Purpose; and
  - (iii) money received by the organisation because of such deductible gifts and contributions.
- (b) The decision as to which funds, authorities or institutions are to receive the funds distributed in accordance with rule 8(a) is to be determined by a resolution of the Assembly Standing Committee.

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## Part E – Administrative matters

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### 9 Record keeping and reporting

#### 9.1 Record keeping

- (a) The organisation must keep all financial and other records required by law.
- (b) The organisation must make and keep written financial records that:
  - (i) correctly record and explain the organisation's transactions and financial position and performance; and



- (ii) enable true and fair financial statements to be prepared and audited.
- (c) The organisation must keep written records that correctly record its operations and be able to produce these records if required by law.
- (d) The organisation must retain its records for at least seven years, or as otherwise required by the ACNC Act or any other laws that may apply (for example, taxation law).
- (e) The board must take reasonable steps to ensure that the organisation's records are kept safe.
- (f) The board must ensure that the following minutes are recorded, approved and kept:
  - (i) meetings and resolutions of the board (including those made without meetings under rule 5.16); and
  - (ii) meetings and resolutions of committees.

## **9.2 Reporting**

The board will report to the Assembly every three years, and the Assembly Standing Committee as and when is required by that committee.

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## **10 Contracts**

As an unincorporated association, the organisation cannot enter into contracts in its own name but only in accordance with the policies of the Uniting Church in Australia and the Assembly as primarily set out in the Assembly Delegations Policy, as updated from time to time.

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## **11 Financial year**

The financial year of the organisation is from 1 July to 30 June, unless the board resolves to change the financial year.

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## **12 Indemnity and insurance**

- (a) To the extent possible and permitted by law, board members (both current and past) are entitled to be indemnified out of the assets held for the organisation for all debts or liabilities incurred personally by a board member when acting on behalf of the organisation, provided the board member was:
  - (i) authorised by the organisation to take that action, and
  - (ii) acting in good faith (fairly and honestly) and in the best interests of the organisation.
- (b) This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a board member. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

- (c) To the extent permitted by law, and if the board or Assembly Standing Committee considers it appropriate, the organisation may pay or agree to pay a premium for a contract insuring a person who is or has been a board member against any liability incurred by that person as a board member.
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## 13 Notices

### 13.1 Giving of notices

Any notice, document or other communication required or permitted to be given under this constitution or law may be given in any manner (including through the use of technology) provided such manner complies with:

- (a) the law; and
- (b) any policies and procedures relating to the giving and receiving of notices, documents and other communications as determined by the board from time to time.

### 13.2 Timing of services

- (a) Where a notice is served personally, service of the notice is taken to be effected when delivered.
  - (b) Where a notice is sent by post, service of the notice is taken to be effected if a prepaid envelope containing the notice is properly addressed and placed in the post:
    - (i) in the case of a notice of a general meeting, on the day after the date of its posting; or
    - (ii) in any other case, at the time at which the letter would be delivered in the ordinary course of post.
  - (c) Where a notice is sent by electronic means, including email, service of the notice is taken to be effected:
    - (i) when the sender receives an automated message confirming delivery; or
    - (ii) 30 minutes after the time sent (as recorded on the device from which the sender sent the email) unless the sender receives an automated message that the notice has not been delivered,whichever happens first.
  - (d) If the delivery or receipt of a notice is on a day which is not a Business Day or is after 5.00pm on a Business Day, it is deemed to be received at 9.00am on the following Business Day.
- 

## 14 General

- (a) These rules may be changed, added to, or replaced by the Assembly Standing Committee. This includes a change to the organisation's name.
- (b) These rules are intended to be binding on the board and enforceable by courts in New South Wales.

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## Schedule 1      Dictionary

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### 1      Dictionary

In this constitution:

**ACNC Act** means the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

**Appointed Board Members** has the meaning given at rule 5.2(b).

**Assembly** means the National Assembly of the Uniting Church in Australia which meets every three years.

**Assembly Standing Committee** means the Standing Committee appointed by the Assembly.

**Business Day** means a day on which banks are open for business excluding Saturdays, Sundays and public holidays in Sydney.

**Chairperson** has the meaning given at rule 5.14(a).

**Charitable Purpose** has the meaning given at rule 3.1.

**Deputy Chairperson** has the meaning given at rule 5.14(a).

**Eligible Recipient** means an organisation that:

- (a) has charitable objects or purposes similar to the Charitable Purpose;
- (b) has a governing document which requires its income and property to be applied in promoting its objects and agrees to use any distribution provided to it by the organisation to further such objects or purposes;
- (c) is registered as a charity with the Australian Charities and Not-for-profits Commission;
- (d) by law or its constituent rules, is prohibited from distributing, and does not distribute, its income and property amongst its members (either while it is operating or upon winding up) to an extent at least as great as is imposed upon the organisation; and
- (e) if the organisation is endorsed as a deductible gift recipient for the purpose of any Australian federal tax law, is similarly endorsed as a deductible gift recipient.

**Ex-Officio Board Member** has the meaning given at rule 5.2(a).

**General Secretary** means the General Secretary of the Assembly.

**National Director** means the National Director of the organisation.

**Surplus Assets** has the meaning given at rule 7(b).

**Uniting Church in Australia** means the Christian denomination formed on 22 June 1977 following the joining together of congregations of the Congregational Union in Australia, the Methodist Church of Australasia and the Presbyterian Church of Australia.

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## 2 Interpretation

### 2.1 General

- (a) In this constitution the words 'constitution', 'board', 'board member' and the like are, and should be interpreted to be, references to the constitution, board, board member and the like (as the case may be) of the organisation named in rule 2(a) unless the context otherwise requires.
- (b) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (c) In this constitution, headings are for convenience only and do not affect the interpretation of this constitution.
- (d) Unless the contrary intention appears, in this constitution:
  - (i) words importing the singular include the plural and vice versa;
  - (ii) words importing a gender include every other gender;
  - (iii) words used to denote persons generally include any individual, association, corporation, body corporate, body politic, partnership, joint venture, organisation, board, group or other body (whether or not the body is incorporated);
  - (iv) a reference to any statute, regulation, proclamation, ordinance or by-laws includes all statutes, regulations, proclamations, ordinances or by-laws varying, consolidating or replacing them and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
  - (v) the words 'including', 'such as', 'for example' and the like are not, and should not be interpreted to be, words of limitation, unless explicitly stated otherwise; and
  - (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.
- (e) A requirement in this constitution for something to be carried out in writing will be satisfied if the matter in question is carried out in some other lawful manner that is approved by the board.
- (f) 'Writing' or 'written' includes modes of representing or reproducing words, figures, drawings or symbols in a visible or tactile form which renders the message retrievable by people who know the language in question.

## UNITINGWORLD MANDATE

**Responsible to:** The Assembly

**Reporting Arrangements:** The Assembly, the Assembly Standing Committee and to UCA Assembly Ltd

**Mission:** In response to God's purpose for the world and its people, to connect the people of the Uniting Church in Australia in missional collaboration with churches overseas in order to strengthen the church in ministry, and to address the causes and consequences of poverty, injustice and violence.

**Mandate:**

*The Purpose of UnitingWorld is:*

To relieve the poverty, distress, sickness, disadvantage due to disability, destitution, suffering, misfortune or disempowerment of individuals and communities in need, with a focus on those living overseas

*In order to further this Purpose, UnitingWorld will:*

1. Listen and respond to the expressed needs of communities primarily in Asia, the Pacific and Africa through relief and development programs that alleviate poverty, achieve sustainable development and promote justice, peace and civil society and provide humanitarian aid during emergencies.
2. Implement programs that address the needs of our partners, developing leadership and institutional capacity, enabling them to be a strong spiritual and practical resource for their communities.
3. Provide leadership for the Uniting Church in the international dimension of its calling to be part of the one holy, catholic and apostolic church bearing witness to the gospel of Jesus Christ.
4. Give life and expression to the Uniting Church's calling to be an Australian church with special relationships with Churches in parts of the world that are strategically significant to the Uniting Church because of historic connections or the presence of diaspora communities.
5. Work through church partnerships, with strong contextual focus, mindful and inclusive of marginalised people, combining professional excellence and theological rigour.
6. Endeavour to enrich and inspire church communities in Australia and overseas by connecting them in relationships and the interchange of ideas and experience.
7. Engage in networks, memberships and collaborations with organisations aligned with UnitingWorld's purpose for greater impact and effectiveness.
8. Seek support for its programs and operations through a variety of means and hold itself accountable to donors, partners, beneficiaries and the UCA through good governance and good management.
9. Maintain operational standards, policies and practices required for compliance with and accreditation from significant relevant organisations (for example DFAT and ACFID). Ensure that the activities of the Agency are consistent with the Vision and current strategic priorities of the Assembly.
10. Advise the Assembly/Assembly Standing Committee on policy matters within its area of responsibility and expertise.
11. Make decisions where the Assembly/Assembly Standing Committee has delegated authority for certain policy areas, either through the Mandate, or by resolution.

Approved by Assembly Standing Committee 14 March 2020

12. Implement policies determined by the Assembly/Assembly Standing Committee when relevant to its mandate and operations.
13. Manage its finances, risk and reporting to the Assembly in an effective, transparent and timely manner.
14. Raise funds to support its work in an ethical and effective manner
15. Work collaboratively with other Assembly agencies.

### **Governance & Leadership of UnitingWorld**

The arrangements for the governance of UnitingWorld are captured in the UnitingWorld Constitution as approved by the Assembly Standing Committee. Some high level principles are outlined here.

#### *National Director:*

The National Director will be appointed by the Assembly Standing Committee, guided by a selection panel that will include both the General Secretary of the Assembly and the chairperson of the UnitingWorld Board.

The selection process will consider the skills and expertise required to undertake the work of the Agency. The National Director will participate in annual performance management that involves the Assembly General Secretary and the Chairperson of the UnitingWorld Board.

#### *The UnitingWorld Board:*

The Board of UnitingWorld will report to the Assembly every three years, and the Assembly Standing Committee as and when required by that Committee.

The Board will have a diversity of professional skills and a diversity of age, gender and cultural background. Appointments to the Board will be based on the member's contribution towards the skill and diversity matrix.

## Expression of Interest Form for Assembly Committees or Task Groups

### Basis of Union:

The Uniting Church recognises that responsibility for government in the Church belongs to the people of God by virtue of the gifts and tasks which God has laid upon them.

### Constitution:

The Assembly shall have determining responsibility in matters of doctrine, worship, government and discipline, including the promotion of the Church's mission, establishment of standards of theological education and the reception of ministers from other denominations, and is empowered to make final decisions on all matters related to the Constitution of the UCA.

**Name of the Committee / Task Group:** UnitingWorld Board

**Brief description of the Mandate / Terms of Reference for this body:** In response to God's purpose for the world and its people, to connect the people of the Uniting Church in Australia in missional collaboration with churches overseas in order to strengthen the church in ministry, and to address the causes and consequences of poverty, injustice and violence.

### Personal Information:



Name: Andrew Johnson

*(Please complete as relevant)*

Congregation: Wesley Uniting Church, Forrest, Canberra

Presbytery: Presbytery of the Canberra Region

Synod: Synod of New South Wales and the Australian Capital Territory

What skills and experience will you bring to the Committee / Task Group?

#### Three years at The Social Economy Group

- Principal Consultant 2018 – Present

A social-purpose consultancy that works with international civil society organisations, non-profits, philanthropists and impact businesses to deliver change. I work with clients on areas of organisational strategy & effectiveness, influence & advocacy and government & multilateral donors. I also have an expertise in the area of organisational readiness DFAT accreditation.

#### Seven years at World Vision Australia

- Director, Strategy, International and Domestic Programs Group 2016 – 2018
- Manager, Political Strategy & Government Relations, Government, Multilateral Institutions Grants & Advocacy Department 2012 – 2016
- Church Partnerships Manager 2011 – 2012

#### Four years at the Queensland Synod

- Justice and International Mission Advocate 2005 – 2009

What if any relevant experience have you had in the life of the Church?

#### National Assembly – Uniting Church in Australia

- Member of the Assembly Standing Committee 2006 – 2015, 2018 – 2021
- Member of 11th – 13th & 15th – 16th Assembly 2006 – 2015, 2018 – 2021
- UnitingJustice Australia Reference Committee 2008 – 2012
- Assembly Legal Reference Committee 2009 – 2021

#### Wesley Uniting Church, Forrest

- Member, Leader and Musician 2012 – present

What if any relevant qualifications do you have?

- Admitted Legal Practitioner
- Bachelor of Laws,
- Bachelor of Science,
- Graduate Diploma of Legal Practice,

<ul style="list-style-type: none"> <li>Graduate Diploma of Theology</li> </ul>				
Age range	Under 30	30-59	60+	
Ministry category	Lay		Ordained	
Location	Remote	Rural	Regional Centre	City
What cultural and linguistic background do you have? <ul style="list-style-type: none"> <li>Anglo-Celtic</li> </ul>				

**Referees:** *(Please list the names and contact details of two people to act as referees for you in regard to this role)*

1. Julianne Rose, Director, The Social Economy Group, +61 411 146 758, [julianne.rose@socialeconomygroup.com](mailto:julianne.rose@socialeconomygroup.com)
2. Ross Piper, Chief Executive Officer, Christian Super, Former Chief Operating Officer, World Vision Australia, +61 437 465 133, [rspiper1@gmail.com](mailto:rspiper1@gmail.com)

If you are not appointed to this body, are you willing for Assembly to retain a copy of this form, and to consider you for appointment to a relevant task group in the future? YES



Signature:

Date: 6 August 2021



# **Expression of Interest Form** for **Assembly Committees or Task Groups**

## **Basis of Union:**

The Uniting Church recognises that responsibility for government in the Church belongs to the people of God by virtue of the gifts and tasks which God has laid upon them.

## **Constitution:**

The Assembly shall have determining responsibility in matters of doctrine, worship, government and discipline, including the promotion of the Church's mission, establishment of standards of theological education and the reception of ministers from other denominations, and is empowered to make final decisions on all matters related to the Constitution of the UCA.

**Name of the Committee / Task Group:**

*Uniting World Board*

**Brief description of the Mandate / Terms of Reference for this body:**

## **Personal Information:**



Name: *JONE SAMUELA LOTU*

(Please complete as relevant)

Congregation: *Casuarina UC - Darwin*

Presbytery: *Pilgrim*

Synod: *Northern Synod*

What skills and experience will you bring to the Committee / Task Group?

*Cross-cultural communication, legal education and advocacy.*

What if any relevant experience have you had in the life of the Church?

*Chairman of Fijian National Conference. Long term member of local UC and Youth Leadership Training with Indigenous Youth in Northern*

What if any relevant qualifications do you have?

*Regional Council of Congress Congregations in Arnhem land. BA/LLB*

Age range	Under 30	30-59	60+	
Ministry category	Lay		Ordained	
Location	Remote	Rural	Regional Centre	City

What cultural and linguistic background do you have?

*Born to Fijian missionary parents on Warrumbi in Arnhem land. Speaking mawng and did schooling in Fiji speak and converse in Fijian*

**Referees:** (Please list the names and contact details of two people to act as referees for you in regard to this role)

1. *Rev. Helen Richmond 0437 972 902 - Minister Casuarina UC*
2. *Rev. Joe Mar 0499 882 018 - Presbytery Minister NRCC*

If you are not appointed to this body, are you willing for Assembly to retain a copy of this form, and to consider you for appointment to a relevant task group in the future? YES / ~~NO~~

Signature: \_\_\_\_\_

*[Handwritten Signature]*

Date: \_\_\_\_\_

*10/8/2021*



## Expression of Interest Form for Assembly Committees or Task Groups

### Basis of Union:

The Uniting Church recognises that responsibility for government in the Church belongs to the people of God by virtue of the gifts and tasks which God has laid upon them.

### Constitution:

The Assembly shall have determining responsibility in matters of doctrine, worship, government and discipline, including the promotion of the Church's mission, establishment of standards of theological education and the reception of ministers from other denominations, and is empowered to make final decisions on all matters related to the Constitution of the UCA.

### Name of the Committee / Task Group:

UnitingWorld Board

### Brief description of the Mandate / Terms of Reference for this body:

### Personal Information:

Affix photo here	Name: Roger Bednall  <i>(Please complete as relevant)</i> Congregation: Church of the Trinity Presbytery: Southern Synod: South Australia				
What skills and experience will you bring to the Committee / Task Group?  20 years' experience in international development including: <ul style="list-style-type: none"> <li>- International Program/project Management / leadership</li> <li>- Governance and compliance in a donor funded organisation</li> <li>- Senior management in an International Development Organisation</li> <li>- Experience working with donors, partner governments, program teams</li> </ul>					
What if any relevant experience have you had in the life of the Church?  <ul style="list-style-type: none"> <li>- Previously - membership of the Anglican Church – member of Parish Council, mission work</li> <li>- Current member of Uniting Church – parishioner</li> </ul>					
What if any relevant qualifications do you have?  Bachelor of Laws Masters degree in International Relations. Admitted to practice as a barrister and solicitor					
Age range	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 33%;">Under 30</td> <td style="border: 1px solid black; width: 33%;">30-59    X</td> <td style="border: 1px solid black; width: 33%;">60+</td> </tr> </table>	Under 30	30-59    X	60+	
Under 30	30-59    X	60+			
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Lay    X	Ordained				
Location	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 25%;">Remote</td> <td style="border: 1px solid black; width: 25%;">Rural</td> <td style="border: 1px solid black; width: 25%;">Regional Centre</td> <td style="border: 1px solid black; width: 25%;">City    X</td> </tr> </table>	Remote	Rural	Regional Centre	City    X
Remote	Rural	Regional Centre	City    X		
What cultural and linguistic background do you have?  Australian, English as first language					

**Referees:** *(Please list the names and contact details of two people to act as referees for you in regard to this role)*

1. Dr. Errol Cresshull, ph:+61 419 023 355
2. Mr. Kit Black, ph: +61 409 907 177

If you are not appointed to this body, are you willing for Assembly to retain a copy of this form, and to consider you for appointment to a relevant task group in the future? YES



Signature: \_\_\_\_\_

Date: \_\_\_\_10 August 2021\_\_\_\_