

CONSTITUTION

1. NAME

- 1.1 The name of the organisation is Uniting Church in Australia Frontier Services
- 1.2 This constitution for Frontier Services is a revision of the former constitution of Frontier Services and continues the work of Frontier Services as set out in its previous constitutions.

2. DEFINITIONS

In this constitution unless the context otherwise requires:

- 2.1 "Assembly Standing Committee" means the Standing Committee appointed by the Assembly of the Uniting Church in Australia.
- 2.2 "Board" means the Board of Frontier Services;
- 2.3 "Frontier Services" means the organisation established by this constitution and prior constitutions and the same organization is now governed by this constitution following its adoption;
- 2.4 "Church" means The Uniting Church in Australia;
- 2.5 "National Director" means the National Director of Frontier Services as appointed from time to time by the Assembly Standing Committee;
- 2.6 "Assembly" means the triennial Assembly of the Uniting Church.
- 2.7 "Tax Deductible Gifts" means gifts of money or property to which Subdivision 30A of the Income Tax Assessment Act 1997 applies and includes any money received because of such gifts.
- 2.8 "Congress" means the Uniting Aboriginal and Islander Christian Congress in which all Aboriginal and Island members of the Church are members.
- 2.9 "Patrol" is a remote geographical, social or like area to which a minister is called as a position of responsibility for the regular discharge of the duties of the ministerial office.

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3. OPERATING PRINCIPLES:

Frontier Services will operate on-the-basis-of the following principles:

- 3.1 To offer services and ministry in the name of Christ to the people of remote Australia through compassionate care, justice and nurture of the spirit.
- 3.2 Within the mission of the Assembly of the Uniting Church, to fulfil the purpose of Frontier Services which is to provide public benevolent services in the remote areas of Australia in the belief that under God:
 - (a) reconciliation will become reality;
 - (b) hope will replace anxiety and despair;
 - (c) justice and equity will build community,
 - (d) everyone will have access to the services they need as we journey together.

4. OBJECTS:

The objects of Frontier Services are:

- 4.1 To support provision by synods of public benevolent services to the inland and other geographically and socially isolated parts of Australia. To support provision of such public benevolent services regardless of class, creed and colour, giving particular attention to indigent, disabled and socially and geographically isolated people.

To support Congress and the synods in the provision of public benevolent services to First Nation peoples with special regard to the social and economic disadvantage heightened by clash of cultures.

To support provision of public benevolent services as an expression of Christian charity and concern so that all such services are publicly given on a non-profit basis.

To raise funds for charitable purposes related to the provision of such benevolent purposes including the managing of a trust fund such as a Public Ancillary Fund.
- 4.2 To carry out activities approved by the Board and endorsed by the Assembly Standing Committee from time to time including (but not limited to):

Community Support & Development: programs, both generalist and professional that are designed to provide short and long-term assistance and, where required, emergency support responses to individuals and communities in regional and remote communities, where such support is required.

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Patrols: Funding and promotion of Patrol Ministers who fulfil the mission of Frontier Services and that of the National Assembly. They are appointed by the Synods of the Uniting Church to fulfil the mission of the Church in support of remote area ministry. They generally work on an itinerant basis within the remote regions of the continent serving communities and all individuals in a variety of ways which may include personal support, community development, chaplaincy and visitation, as part of the commitment of the church to continue to support all those who live and work in regions where traditional ministry is not sustainable due to both remoteness and scarcity of people.

Miscellaneous: Such other activities as may be from time to time be deemed expedient and which fall within the term "Public Benevolence" as used in Division 30 of the Income Tax Assessment Act; provided that no funds may be applied to such other activities unless or until the approval of the Commissioner of Taxation is given. Such activities would include but not be limited to campaigns and projects specifically developed to meet identified and emerging needs of remote Australians that are not being met by other parts of the Uniting Church or other agencies.

- 4.3 To do all such acts and activities as are conducive to the furtherance of the above objects including the raising of funds by borrowing or other means approved by the Church including the acceptance of gifts and donations and to provide volunteer services in support of isolated people particularly in times of economic, natural and human made disasters through its Outback Links like community support services.

5. PROPERTY

- 5.1 All real and personal property will be held and managed for the beneficial use of Frontier Services in accordance with the provisions of the Uniting Church in Australia Acts and the Constitution, Regulations and By-Laws made pursuant thereto and the provisions of any Act for the time being amending or replacing the same.
- 5.2 All real and personal property of Frontier Services and all income received by Frontier Services shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of Frontier Services except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

6. CONTROL

The control of Frontier Services is subject to the authority of the Assembly of the Uniting Church in Australia.

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7. GOVERNANCE

Subject to Clause 6 the governance of Frontier Services will be provided by the Board which will consist of up to nine (9) persons, inclusive of a chairperson appointed by the Assembly. The National Director of Frontier Services will attend all Board meetings but not have voting rights. The General Secretary of the National Assembly will attend in an ex-officio advisory capacity and counsel the Board and in all instances allow a direct link between the Assembly and the Assembly Standing Committee and the Board and will not carry voting rights.

8. BOARD MEMBERS APPOINTMENTS AND RETIREMENT

- 8.1 The Assembly Standing Committee will appoint all Board members (other than the Chairperson, who will be appointed by the Assembly) and at least 50% will be members of the Uniting Church;
- 8.2 Subject to Clause 8.3 appointments to the Board shall be for a term of three (3) years from the date of appointment (or until the meeting of the Assembly Standing Committee which follows the meeting of the triennial Assembly) unless otherwise stipulated by the Assembly Standing Committee at the time the appointment is made;
- 8.3 One half of the members of the Board as designated by the Assembly Standing Committee will retire at the end of each three-year period but unless disqualified pursuant to clause 8.4 will be eligible for reappointment;
- 8.4 After three (3) consecutive three (3) year terms, a Board member will not be eligible during the following triennium to serve on the Board.
- 8.5 A person's membership of the Board will cease:
 - (a) When the member of the Board:
 - (1) Dies;
 - (2) Resigns and the resignation is accepted;
 - (3) ceases to hold a qualification which is a pre-requisite for the person's membership;
 - (4) is convicted of an offence that would, in a comparable case of a director of a company result in the disqualification of the director under the Corporations Act 2001 (cth) or become bankrupt;
 - (5) is absent without leave of the aboard for three consecutive meetings of the Board;

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6) Has a material personal interest in any matter before the Board and fails to disclose the interest to the Board and/or votes on the matter and the person's position is declared vacant by the Board; or

(b) Assembly Standing Committee resolves to terminate the person's Membership.

9. BOARD MEMBER VACANCIES

- 9.1 The position of any member of the Board may be declared vacant at any time by a resolution of the Assembly Standing Committee whereupon that person shall forthwith cease to be a member of the Board;
- 9.2 Any vacancy occurring on the Board may be filled by the Assembly Standing Committee at any time and the person so appointed shall hold office for the remainder of the term of the member replaced, provided that in circumstances where it is in the opinion of the Board desirable to fill a vacancy immediately, such appointment may be made by the Board but shall be limited in time until the next meeting of the Assembly Standing Committee.

10. DUTIES OF THE BOARD

Within the broad parameters established by the Assembly or its Assembly Standing Committee, the Board will be responsible and will make provision for all matters pertaining to the governance of Frontier Services including:

- 10.1 Ensure that the Objects in Clause 4 are being fulfilled;
- 10.2 Engage in theological reflection on the life and mission of Frontier Services;
- 10.3 Establish and review the strategic goals and directions of Frontier Services;
- 10.4 Ensure the overall performance of Frontier Services meets established objectives of service delivery, quality assurance and management practice;
- 10.5 Ensure the financial integrity of Frontier Services, establishing key financial objectives and ensuring that appropriate financial and audit processes are in place;
- 10.6 Ensure legislative compliance and high ethical standards of operation;
- 10.7 Ensure appropriate risk management strategies are in place;
- 10.8 Encourage effective communication between Frontier Services and all its stakeholders and actively seek to promote the purpose and vision and assist the fundraising and public relations efforts of Frontier Services;

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- 10.9 Participate significantly in the selection of the National Director for Frontier Services and carry out regular performance reviews of these persons;
- 10.10 Provide support and encouragement to the National Director and affirm and encourage all Frontier Services staff;
- 10.11 Maintain an overview of life and issues in remote Australia and within the Uniting Church to reflect on the place of each within the other.
- 10.12 Heed, respect and act accordingly to the Assembly's policies and follow the guidance of the Assembly entities such as the Assembly Finance, Audit and Risk Committee and the Assembly Investments Committee.
- 10.13 Oversee the John Flynn Foundation and to approve each appointment of a trustee to the Board of Trustees of the John Flynn Foundation from time to time and to receive reports from the Trustees on a regular basis as to its fundraising and general operation

11. NATIONAL DIRECTOR

- 11.1 The Board will work with the Assembly Standing Committee in the appointment, suspension and dismissal of the National Director
- 11.2 The National Director will be responsible to the Board for carrying out the policy and directions of the Board and to the Assembly General Secretary for operational matters;
- 11.3 Any Board direction to be given to the National Director shall only be given by the Chairperson or his or her nominee.

12. MEETINGS OF THE BOARD

- 12.1 The Board shall meet at least four (4) annually;
- 12.2 Meetings of the Board shall be convened by the Chairperson at such times and places as the Board shall from time to time determine provided however that a meeting shall be convened as soon as possible after a written request to convene a meeting signed by not less than three (3) members of the Board;
- 12.3 Meetings may be held by teleconference or by electronic means.

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13. NOTICE OF MEETINGS

- 13.1 At least seven (7) days written notice of all meetings will be given to each member of the Board unless all members of the Board agree to waive such notice;
- 13.2 No meeting shall be invalidated or the resolutions thereof rendered void by reason of the accidental omission to give or the failure to receive notice thereof;
- 13.3 Notice of meeting may be distributed by electronic means provided the appropriate notice is provided.

14. QUORUM

The quorum for meetings of the Board shall be four (4) members.

15. PROCEEDINGS AT MEETINGS

- 15.1 The Chairperson, if present, shall preside at all meetings of the Board, provided that in the absence of the Chairperson, the members present, if constituting a quorum, shall elect one of their members to chair the meeting;
- 15.2 At meetings of the Board, each member present will be entitled to one vote provided that in the event of an equality of voting the Chairperson will be entitled to exercise a casting vote;
- 15.3 All resolutions will normally be by consensus but, if necessary, will be decided by a simple majority of those present and voting;

16. FINANCIAL YEAR

The financial year will end on 30 June each year.

17. FUNDS AND ACCOUNTS

- 17.1 Proper books of account will be kept and will be audited annually provided that a more frequent audit will be made, if so required by the Assembly Standing Committee.
- 17.2 Frontier Services will agree annually with the agencies undertaking services on its behalf the financial support to be provided together with the timing and release of funds.

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- 17.3 Frontier Services will establish and maintain a fund to be known as the Frontier Services Donation Account (a gift fund):
- (a) to which all tax-deductible gifts received by it are to be made; and
 - (b) to which any money received by Frontier Services because of such gifts is to be credited; and
 - (c) that does not receive any other money or property
- 17.4 All tax-deductible gifts received by or on account of Frontier Services as moneys will be deposited in a bank account or accounts in the name of "Frontier Services Donation Account" (the gift fund).
- 17.5 Frontier Services may invest the whole or any part of the Gift Fund in such forms of investment as the rules and by laws of the Church provide. All such investments will be made in the name of "Frontier Services Donation Account" (the gift fund)
- 17.6 Frontier Services will not use money or property held in the Gift Fund other than for the objects set out in Clause 4.
- 17.7 All moneys received by Frontier Services other than Tax Deductible Gifts will be deposited into an account in the name of "National Assembly Frontier Services".
- 17.8 All payments made on account of Frontier Services other than for petty cash items will be made by cheque or authorised bank transfer.
- 17.9 All bank or investment accounts will be operated upon by 2 signatories from a list of persons for the time being authorised by the National Director for that purpose.

18. COMMITTEES

- 18.01 The Board will have power from time to time to appoint such Committees as it deems fit, including a Finance Committee, and may delegate such of its powers (excluding its power of delegation) and regulate the operation of such Committees in such a manner as it determines.
- 18.02 At least two Board Members must be appointed to each Committee.
- 18.03 Decisions made by each Committee must be reported to the next meeting of the Board.

19. AMENDMENT OF CONSTITUTION

This constitution may be amended by the Assembly or the Assembly Standing Committee pursuant to the Regulations of the Uniting Church in Australia.

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20. DISSOLUTION

- 20.1 In the event of the dissolution of Frontier Services , or if the Frontier Services Donation Account is wound up or if the endorsement of Frontier Services as a deductible gift recipient under Subdivision 30BA of the Income Tax Assessment Act 1997 is revoked, any surplus assets of the Frontier Services Donation Account remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which tax deductible gifts can be made on the resolution of the Assembly Standing Committee having made in any regards to any recommendation of the Board.
- 20.2 In the event of the dissolution of Frontier Services, the surplus funds and assets other than the Frontier Services Donation Account shall, after meeting all liabilities, be paid or transferred to another fund, authority or institution of the Assembly or of the Uniting Church as the Assembly Standing Committee or Assembly may determine.
- 20.3 Subject to any specific trust or agreement in respect thereof, the fund, authority or institution to which surplus assets shall be distributed under clause 20.1 or 20.2 shall be selected by the Assembly Standing Committee having regard to any recommendation made by the Board.