

APPROVED

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Minutes — page

UNITING CHURCH IN AUSTRALIA
NEW SOUTH WALES SYNOD

CONSTITUTION FOR LIFELINE SOUTH COAST (NSW)

1. NAME:
 - 1.1 The name of the organisation shall be "Lifeline South Coast (NSW)."
 - 1.2 The Centre acknowledges the right of Lifeline Australia Inc. to allow the use of its "Lifeline" name and trademark.
 - 1.3 Use of the name Lifeline means the Centre is affiliated with and accredited by Lifeline Australia Inc.

2. DEFINITIONS:

In this constitution unless the context otherwise requires:

 - 2.1 "Board" means the Board of Governance of the Centre;
 - 2.2 "Centre" means the organisation established by this constitution by whatever name from time to time known;
 - 2.3 "Church" means The Uniting Church in Australia;
 - 2.4 "Council" means the Church Council of the Wollongong Mission of the Synod;
 - 2.5 "Director" means the Director of the Centre as appointed from time to time by the Board;
 - 2.6 "Synod" means the Synod of New South Wales and the ACT of the Church.

3. OPERATING PRINCIPLES:

The Centre shall operate on the basis of the following principles:

 - 3.1 The Centre is part of the total ministry of Christ and the Church and as such is a Christian ministry with specific objects;

- 3.2 The Centre will endeavour to maintain a close relationship with the Christian church through its various denominations to the mutual benefit of the Centre and the Church;
- 3.3 The Centre will constantly seek to clarify and deepen its understanding of what it means to be a Christian ministry offering counselling in a spirit of love, compassion and concern as exemplified uniquely by Jesus;
- 3.4 The Centre will seek to develop an understanding of all aspects of human nature and to offer services which reflect that understanding;
- 3.5 The Centre will commit itself to maintain the highest possible standards of care, counselling and ethics.

4. OBJECTS:

The objects of the Centre shall be:

- 4.1 To provide benevolent services and activities of a social, spiritual, cultural and recreational nature, for those in need, irrespective of race, creed or religion, through a telephone counselling service available 24 hours a day, 7 days a week, and through other services including:
 - (a) crisis/trauma/disaster counselling as an ancillary to the telephone counseling service;
 - (b) clothing and bric-a-brac sales and distribution
 - (c) face to face counselling;
 - (d) social welfare and support services;
 - (e) service delivery initiatives and innovation
- 4.2 To do all such acts and activities as are conducive to the furtherance of the above objects including:
 - (a) the acquisition of land and buildings by purchase or lease;
 - (b) the raising of funds by borrowing or other means approved by the Church including the acceptance of gifts and donations.

- 5 PROPERTY: All real and personal property shall be held and managed for the beneficial use of the Centre in accordance with the provisions of the Uniting Church in Australia Act, 1977 and the Regulations and By-Laws made pursuant thereto and the provisions of any Act for the time being amending or replacing the same.
- 6 CONTROL: The control of the Centre shall be vested in the Council subject to the authority of the Synod.
- 7 MANAGEMENT: Subject to Clause 6 the management of the Centre shall be carried out by the Board which shall consist of not less than 5 and not more than 9 members.
- 8 BOARD MEMBERS APPOINTMENT AND RETIREMENT:
- 8.1 The Council shall appoint all Board members the majority of whom shall be members or members-in-association with the Church;
- 8.2 Subject to Clause 8.3 appointments to the Board shall be for term of three (3) years from the date of appointment unless otherwise stipulated by the Council at the time the appointment is made;
- 8.3 One third of the members of the Board or the nearest whole number to one third shall retire annually and shall be eligible for re-appointment by the Council. In the absence of any determination by the Council any doubt as to the members to retire at the end of any year shall be determined by lot;
- 8.4 After two (2) consecutive three (3) year terms, a Board member shall not be eligible during the following (12) months to serve on the Board.
- 9 BOARD MEMBERS RESIGNATION:
- 9.1 Any Board member may resign by giving notice in writing;
- 9.2 Failure to attend any three (3) consecutive Board meetings without leave of absence may be deemed by the Board or Council as resignation.
- 10 BOARD MEMBER VACANCIES: 10.1 The position of any member of the Board may be declared vacant at any time by a resolution of the Council whereupon that person shall forthwith cease to be a member of the Board;

10.2 Any vacancy occurring on the Board between annual appointment of members may be filled by the Council 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 Council.

11 DUTIES OF THE BOARD:

The Board shall be responsible and shall make provision for all matters pertaining to the management of the Centre including;

11.1 Carrying out and compliance with the policies and directions of the Council and the Synod, the Regulations and By-Laws of the Church, and the requirements of any governmental body having authority in the matter;

11.2 The engagement, supervision and dismissal of the Director;

11.3 The supervision of the activities of the Centre;

11.4 The proper and efficient management of the Centre;

11.5 The care and preservation of the property in which the Centre is conducted and of property otherwise related to the activities of the Centre;

11.6 The furnishing of the annual report, audited statement of accounts and budget to the Council and the Synod, and such other reports as may be required;

11.7 The making of rules to ensure the efficient development, operation and financial stability of the Centre at all times with power to alter, rescind or replace any such rules.

12 DIRECTOR:

12.1 The Board may appoint, suspend and dismiss a salaried Director;

12.2 The Director shall be responsible to the Board for the general administration and daily operation of the Centre including management and oversight of all staff and carrying out the policy and directions of the Board;

- 12.3 Any direction to be given to the Director shall only be given by the Chairperson or his or her nominee.
- 13 CONSULTANTS: The Board may engage such professional persons to advise the Board or the Director or staff of the Centre, on an honorary or paid basis as it may deem necessary.
- 14 MEETINGS OF THE BOARD:
- 14.1 The Board shall meet at least quarterly;
- 14.2 Meetings of the Board shall be convened by the Chairperson or the Secretary 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 shall have been lodged with the Secretary.
- 15 NOTICE OF MEETINGS:
- 15.1 At least seven (7) days written notice of all meetings shall be given to each member of the Board unless all members of the Board agree to waive such notice;
- 15.2 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.
- 16 QUORUM: The quorum for meetings of the Board shall be half of the members.
- 17 PROCEEDINGS AT MEETINGS:
- 17.1 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;
- 17.2 At meetings of the Board, each member personally present shall be entitled to one vote provided that in the event of an equality of voting the Chairperson shall be entitled to exercise a second or casting vote;
- 17.3 all resolutions shall be decided by a simple majority of those present and voting;

- 17.4 The Director shall be entitled to attend and speak at meetings of the Board unless the Board otherwise determines but shall not be entitled to vote.
- 18 ANNUAL GENERAL MEETING:
- 18.1 An Annual General Meeting of the Board shall be held not later than 30th September each year;
- 18.2 Members of staff, telephone counsellors and other persons connected with the Centre shall be given at least seven (7) days notice of the Annual Meeting at which they shall be entitled to attend and speak but not vote;
- 18.3 There shall be presented to the Annual General Meeting:
- (a) a report from the Chairperson and Secretary detailing the activities of the Centre during the preceding year
 - (b) a report from the Director;
 - (c) an audited statement of accounts for the preceding financial year, a budget for the current financial year and a schedule of proposed fees and charges for the current financial year;
- 18.4 The Annual General Meeting may:
- (a) make recommendations to the Board;
 - (b) submit nominations to the Council for its consideration as appointments to the Board;
 - (c) resolve such other business as may be referred to it by the Board.
- 19 APPOINTMENT OF OFFICERS:
- 19.1 The Council shall appoint annually from among the Board members a Chairperson, Secretary, Treasurer and such other officers as the Council shall consider necessary for the proper and efficient operation and management of the Centre;
- 19.2 The Board may fill any casual vacancy and the person so appointed shall hold office until the conclusion of the next Annual General Meeting.

- 20 AUDITOR:
- 20.1 The Board shall at its Annual General Meeting appoint an auditor;
- 20.2 The Auditor shall be a person who is a member of the Institute of Chartered Accountants in Australia or of CPA Australia or a registered company auditor under the Corporations Law in Australia;
- 20.3 The Auditor shall not be a member of the Board.
- 21 FINANCIAL YEAR: The financial year shall end on 30 June each year.
- 22 FUNDS AND ACCOUNTS:
- 22.1 Proper books of account shall be kept and shall be audited annually provided that a more frequent audit shall be made if so required by the Council or the Synod.
- 22.2 All moneys received by the Centre shall be deposited into an account with a bank (or other financial institution) approved by the Synod in the name of Lifeline South Coast (NSW). The Board may invest the whole or any part of such moneys in such forms of investment as the Council shall approve.
- 22.3 All payments (other than for petty cash) made on account of the Centre are to be made by cheque, credit card or authorised bank transfer.
- 22.4 All bank or investment accounts shall be operated upon by 2 signatories from a list of persons for the time being authorised by the Board for that purpose.
- 22.5 An audited statement of accounts together with an annual report of the Centre shall be presented annually to the Board at its Annual General Meeting and copies thereof shall be furnished to the next meeting of the Council and to the Synod.
- 22.6 The assets and income of the Centre shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to its members except as a bona fide compensation for services rendered or expenses incurred on behalf of the Centre and with the approval of the Board.

- 23 COMMITTEES:
- 23.1 The Board shall have power from time to time to appoint such Committees as it shall deem fit, 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 shall determine.
- 23.2 At least two Board Members must be appointed to each Committee.
- 23.3 Decisions made by each Committee must be reported to the next meeting of the Board.
- 24 AUXILIARIES:
- The Board may form an auxiliary or auxiliaries to assist the Board in raising funds for or providing services to the Centre or for such other purposes as the Board may determine.
- 25 AMENDMENT OF CONSTITUTION:
- This constitution may be amended by:
- (a) the Synod pursuant to the Regulations of the Church; or
- (b) resolution of the Board provided that not fewer than fourteen (14) days written notice of the proposed amendment shall have been given to each member of the Board and provided further that no such amendment shall have any effect until approved by the Council and the Synod.
- 26 DISSOLUTION:
- 26.1 The Centre may be dissolved by the Synod on the recommendation of the Council or otherwise;
- 26.2 If the Centre is dissolved, any surplus assets remaining after payment of the Centre's liabilities shall be transferred to another organisation.
- 26.3 Any transfer of surplus assets under clause 26.2 must first be approved by the Synod and be to an organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth taxation Act.