

**Uniting Church in Australia  
ASSEMBLY STANDING COMMITTEE  
15 – 17 July 2005**

**GOVERNANCE AND ORGANISATIONAL MATTERS**

**1. Use of UCOA Funds**

- (a) Uniting Church Overseas Aid is a **non-profit organisation** within the National Assembly of the Uniting Church in Australia. The assets and income of UCOA shall be applied solely for the objects stated in its Mandate. No portion shall be distributed directly or indirectly to members, councils or organisations within the Uniting Church in Australia except as bona fide compensation for services rendered or expenses incurred on behalf of UCOA.
- (b) If Uniting Church Overseas Aid is dissolved the amount that remains after such dissolution and satisfaction of debts and liabilities shall be transferred to any organisation with similar purposes which is not carried on for the profit or gain of its members.

**2. Relation of Uniting Church Overseas Aid to UCA Assembly Ltd**

Uniting Church Overseas Aid is part of the National Assembly of the Uniting Church in Australia (UCA), which conducts its legal arrangements through its incorporated trustee, UCA Assembly Ltd.

Section 11.3 of the Constitution of UCA Assembly Ltd has the following provision in regard to the delegation of the powers of the Directors:

“The Directors may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Company for the purposes and with the powers, authorities and discretions vested in or exercisable by the Directors for such period and subject to such conditions as they think fit.”

Under this provision the Directors can by power of attorney authorise the Director of Uniting Church Overseas Aid to enter into contracts with AusAID on behalf of UCA Assembly Ltd in relation to government funding to UCOA. The resolutions of the Directors of UCA Assembly Ltd will state the extent of this power, the period for which it is exercisable and the conditions that must be met by the Director of UCOA.

**3. Definition of who are supporters (members) of UCOA**

The supporters (or the equivalent of members in many incorporated bodies) are the members, members-in-association and adherents of the UCA (as defined in the Regulations of the Church).

**4. The Appointment of Members of the National Committee**

The National Committee of UCOA is appointed by the Assembly Standing Committee who has been elected as representatives of the whole church to make decisions in regard to the national life of the church. The Standing Committee may appoint people who are not members, members-in-association or adherents of the UCA where they have appropriate expertise and are prepared to serve in harmony with the ethos of the UCA and to work to achieve the objects of UCOA.

**5. Termination of Members of the National Committee**

A member of the National Committee may have their membership of the National Committee terminated by the Assembly Standing Committee due to misconduct in regard to their governance responsibilities, or lack of participation in the activities of the committee.

## **6. Remuneration of Members of the UCOA National Committee**

No member of the National Committee will receive any remuneration for their service on the committee, its sub-committees or working groups, or when representing UCOA in any way. Where a member of the committee is a staff person they will receive no financial benefit in addition to their normal salary and other benefits as employees.

Reasonable expenses will be reimbursed in regard to involvement in the National Committee or in representing UCOA.

## **7. Access to the Decisions of the National Committee of UCOA**

In accordance with normal UCA practice the minutes of all decisions and related information (except those in closed meetings in special circumstances) will be available to members, members-in-association and adherents of the UCA.

## **8. Open and Accurate Disclosure of Information about Activities**

The UCOA National Committee will ensure that there is open and accurate disclosure of information concerning the goals, programs, finances and governance of UCOA. It will do this by a variety of means including:

- The production of an Annual Report (that at the least meets the requirements of the ACFID Code of Conduct) and the making available this report to UCA members, members-in associations and adherents, supporters and to the members of the public on request. As well as specific means of distribution the Annual Report will be posted on the website
- The preparation and circulation of newsletters such as "Overseas Aid News" to supporters. Such newsletters will also be posted on the website
- The posting of information about programs, finances, governance and general activities on the UCOA website.

## **9. Annual General Meeting**

The UCOA National Committee will hold an Annual General Meeting of its members for the purpose of:

- The election of office bearers
- To receive the annual audited financial statements
- Appointing an independent auditor for the subsequent year(s). Unless the National Committee has special reasons related to the particular requirements of UCOA it will appoint the independent auditor appointed by the Assembly Standing Committee to audit the accounts of all national bodies of the Assembly.

## **10. Conflict of Interest**

National Committee members must:

- Disclose to the Chairperson and the National Committee actual or potential conflicts of interest, whether pecuniary or otherwise, which may exist or might reasonably be thought to exist between the interest of the National Committee member and the interests of any other parties in carrying out the activities of UCOA
- Indicate to the Chairperson and the National Committee any potential conflict of interest situation as soon as it arises and
- At the request of the National Committee within seven days or such other period as may be allowed, take steps as are necessary and reasonable to remove any conflict of interest referred to above.

If a National Committee member cannot or is unwilling to remove a conflict of interest as required, then the National Committee member must absent himself or herself from the room when discussing matters about which the conflict relates. This entry or exit must be minuted. Where the National Committee passes a resolution that identifies the committee member, the nature and the extent, of the committee member's interest and clearly states that the remaining National Committee members are satisfied that the interest should not disqualify the committee member, then that committee member can take part in the discussions and voting.

#### **11. Governance Document**

The National Committee of UCOA will prepare a "Governance Document" that will ensure the effective governance of UCOA. This document will include:

- Elaboration on items contained in this Appendix
- Additional items required to ensure the good governance of UCOA.