



## UNITING CHURCH GLEN WAVERLEY LEISURE TIME

### 1. This is the Constitution of Uniting Church Glen Waverley Leisure Time (Leisure Time)

### 2. DEFINITIONS

- (i) COMMITTEE means the Committee of Management having the responsibility for the governance of Leisure Time.
- (ii) CHURCH means The Uniting Church in Australia.
- (iii) CHURCH COUNCIL associated with Leisure Time is the Uniting Church Glen Waverley Church Council.
- (iv) CHAIRPERSON means the Chairperson of the Committee.
- (v) COMMITTEE CO-ORDINATOR means the chief executive officer (however styled) or supervisor of Leisure Time, as determined by the Committee.
- (vi) FINANCIAL YEAR means the year ended on the 31<sup>st</sup> December.
- (vii) MEMBERS OF THE CHURCH means baptised members, confirmed members or members in association of the Uniting Church.
- (viii) REGULATIONS means the Regulations of The Uniting Church in Australia.
- (ix) RULES means the protocols established by the Committee for the conduct of the Committee and Leisure Time.
- (x) SECRETARY means the secretary of the Committee.
- (xi) SYNOD means the Synod of Victoria and Tasmania or its Standing Committee.

### 3. OBJECTS AND AIMS

- 3.1 Leisure Time is a community outreach project of the Uniting Church Glen Waverley and is established for the principal objective of providing services for elderly and housebound people from within the City of Monash.
- 3.2 Leisure Time aims to:
  - (a) develop programs which enable those in its care to develop positive relationships with each other and their community;
  - (b) deliver high quality services in ways which promote human dignity;
  - (c) ensure that the programs are non-discriminatory and are planned, implemented, managed and evaluated in a consultative and participative manner;
  - (d) provide or encourage innovative services;
  - (e) liaise and cooperate with other community service agencies in developing accessible and relevant services; and
  - (f) advocate publicly on behalf of those who require services.
- 3.3 Leisure Time may do all such other things which are both lawful and in accordance with
  - (a) the policy, constitution, regulations and by-laws of the Church, and
  - (b) policies of the Uniting Church Glen Waverley,

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as the Committee may determine to be incidental or conducive to the achievement of any of the objects or aims or which are charitable at law.

### 4. THE COMMITTEE OF MANAGEMENT

4.1 Leisure Time shall work under the direction of a Committee of Management.

#### 4.2 Membership

4.2.1 The Committee of Management shall govern Leisure Time and:

- (a) consist of not fewer than ten (10) and not more than thirteen (13) members (including any ex officio members);
- (b) the Church Council shall have the option of appointing up to two (2) members of the Committee, names to be advised to the Secretary 21 days prior to the Annual General Meeting;
- (c) the remaining members of the Committee shall be elected at the Annual General Meeting of Leisure Time in accordance with Clause 6.2;
- (d) at least one third of the members of the Committee shall be members of the church.

#### ~~4.2.2 Appointed and elected members of the Committee:~~

- ~~(a) shall be entitled to hold office for up to three years from the date of appointment until the conclusion of the Annual General Meeting held in the third year of their appointment;~~
- ~~(b) shall be eligible for re-appointment up to a total period in office of nine consecutive years;~~
- ~~(c) shall not then, without the written permission of the Church Council, be eligible for appointment until a period of twelve months has elapsed.~~

#### ~~4.2.3 Notwithstanding Clause 4.2.2 (a), members appointed/elected to the first Committee under this Constitution shall hold office for periods of between one to three years as determined by the Committee.~~

4.3 The Committee at its first meeting after each Annual General Meeting shall determine from its members:

- (a) a Chairperson,
- (b) a Deputy Chairperson,
- (c) a Co-ordinator,
- (d) a Secretary,
- (e) a Treasurer, and
- (f) any other office bearer as determined by the Committee.

#### 4.4 Cessation of Membership

4.4.1 A person shall cease to be a member of the Committee if the person resigns in writing and the resignation is received by the Committee.

4.4.2 The Committee may remove a member if that person:

- (i) has been absent for three consecutive meetings without leave of the Committee; or
- (ii) is incapable of acting; or
- (iii) whilst a member of the Committee has engaged in unacceptable conduct; or

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- (iv) has ceased or refused to act; or
  - (v) has moved to such a distance as to make that person's continued membership of the Committee impracticable or inexpedient.
- 4.5 In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a suitable person. The appointee shall hold office until the next AGM.
- 4.6 The assets and income of Leisure Time shall be applied solely in furtherance of its objects and aims and no portion shall be distributed directly or indirectly to any members of the Committee except as reimbursement of out-of-pocket expenses incurred by a member of the Committee in performing a duty as a member of the Committee or as bona fide remuneration approved by the Committee for services rendered to Leisure Time, and subject to Clause 5 of this Constitution.

### **5. DISCLOSURE OF PERSONAL INTEREST**

- 5.1 Any member of the Committee who has a financial or other interest in any contract or arrangement made or proposed to be made with Leisure Time shall disclose his/her interest at the first meeting of the Committee at which the contract or arrangement is first considered. If he/she becomes interested in a contract or arrangement after it is made or entered into, he/she shall disclose his/her interest at the first meeting after he/she becomes so interested.
- 5.2 No member of the Committee shall either participate in any discussion or debate nor vote as a member of the Committee in respect of any contract or arrangement in which he/she is so interested as aforesaid. If he/she does so vote his/her vote shall not be counted.

### **6. MEETINGS**

#### **6.1. Committee Meetings**

- 6.1.1 The Chairperson or, in his/her absence, or inability to act, the Deputy Chairperson, shall convene all ordinary meetings of the Committee on such dates and in such manner as determined by the Committee.
- 6.1.2 The Committee shall meet not less than six times in any calendar year and the interval between any two consecutive meetings shall not exceed three months.
- 6.1.3 The Committee shall fix the date, time and place of the meetings of the Committee.
- 6.1.4 A meeting of Committee may be held remotely by mail, teleconferencing, email or other means.
- 6.1.5 A Quorum for a meeting of the Committee shall be that number next above one half of the number of members of the Committee.
- 6.1.6 Committee decisions shall be made by a majority vote of members present, with an additional casting vote by the chairperson if necessary.
- 6.1.7 A special meeting of the Committee may be convened by the Chairperson, the Church Council, or at the written request of four members. Not less than seven days notice shall be given in writing (by mail or confirmed fax or email) to all members, stating the date, time, place and the general nature of the business for the meeting, and no other business shall be discussed at the special meeting.

#### **6.2 Annual General Meeting**

- 6.2.1 An Annual General Meeting shall be held within four months following the end of the financial year.
- 6.2.2 Notice of the Annual General Meeting shall be given to all eligible voters at least 21 days prior to

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the date of the meeting.

6.2.3 Those entitled to attend the Annual General Meeting and cast a vote shall be any volunteer or church member interested in the objects and aims of Leisure Time.

6.2.4 Proxy voting at the Annual General Meeting shall not be allowed.

6.2.5 The business conducted at the Annual General Meeting shall be:

- (a) presentation of the Annual Report of Leisure Time; and
- (b) presentation of the audited annual accounts; and
- (c) the election of Committee members; and
- (d) appointment of an auditor. The auditor should be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practicing Accountants.

### 7. **RESPONSIBILITIES AND FUNCTIONS OF THE COMMITTEE**

7.1 The Committee, under the governance of the Church Council, shall undertake the responsibilities and functions of policy development, compliance and management oversight.

7.2 In matters relating to **Policy Development**, the Committee will:

- (a) formulate and interpret policy for Leisure Time consistent with the policy statements and determinations of the Church Council;
- (b) implement the objects and policies of the Committee;
- (c) make Rules for Leisure Time, such Rules to be consistent with and to be read in conjunction with this constitution. Whenever Rules are adopted or altered an updated copy shall be forwarded to Church Council.

7.3 In matters relating to **Compliance**, the Committee will:

- (a) adhere to the standards and policies prescribed by the Church Council and the Church.
- (b) control all funds of Leisure Time;
- (c) be responsible for all financial arrangements and accounting procedures and ensure that proper records and books of account are kept;
- (d) operate such bank accounts as it shall decide. All banking transactions shall be authorised by any two of the signatories approved by the Committee;
- (e) prepare and publish an Annual Report on the activities of Leisure Time;
- (f) conduct an Annual General Meeting in accordance with Clause 6.2;
- (g) prepare annual accounts in accordance with the accounting guidelines of the Church Council;
- (h) ensure that the Church Council arranges and maintains appropriate insurances covering Leisure Time;
- (i) send one copy of the Annual Report, Auditor's Report, and audited financial statements of Leisure Time to the Church Council, within one month after adoption at the Annual General Meeting;
- (j) ensure proper minutes are kept of all meetings of the Committee;

7.4 In matters relating to **Management Oversight** the Committee will:

- (a) ensure appropriate support for the Office Bearers elected in accordance with Clause 4.3 and that review processes are implemented;

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- (b) determine the limits of delegation of responsibility to the Office Bearers elected in accordance with Clause 4.3. The detail of such delegation and any variation shall be documented by the Committee and signed off by the Chairperson or Deputy Chairperson and the Secretary;
- (c) obtain and consider reports on the management and programs of Leisure Time to ensure ongoing good governance;
- (d) implement procedures to conduct an evaluation of programs of Leisure Time to ensure best practice in service provision;
- (e) ensure Leisure Time meets the expectations and standards required by the Church Council;
- (f) when required, with approval of Church Council, implement procedures to obtain financial support for the work of Leisure Time.

7.5 The Committee may appoint Sub-Committees and delegate to those Sub-Committees such powers and duties as are required in accordance with this constitution.

### **8. RESPONSIBILITIES OF CHURCH COUNCIL**

8.1 The responsibilities of the Council shall be:

- (a) to approve the constitution of Leisure Time;
- (b) to provide suitable access to church property so that Leisure Time may conduct its activities;
- (c) arrange and maintain appropriate insurances in accordance with Synod policy;
- (d) to consult with Leisure Time to ensure that its work is consistent with the *Basis of Union* and the Constitution of the Uniting Church in Australia;
- (e) to promote the integration of the work of Leisure Time or program with the life and mission of the church;
- (f) to ensure pastoral care as requested or required for the guests, volunteers and members of the Committee, in consultation with the Committee;
- (g) where appropriate, commission or induct the Office Bearers elected in accordance with Clause 4.3 and other personnel of Leisure Time;
- (h) to assist with the nomination of appropriate members for the Committee;
- (i) regularly review the strategic direction of Leisure Time;
- (j) develop and provide policy and standards for the effective operation of Leisure Time;
- (k) receive and approve policy, standards and rules developed by Leisure Time;
- (l) oversee performance of Leisure Time with respect to policy, standards and rules.

### **9. AMENDMENTS TO THE CONSTITUTION**

9.1 Amendments to this Constitution shall be approved by the Church Council.

### **10. DISSOLUTION**

10.1 The Committee must liaise with the Church Council prior to Leisure Time ceasing to operate. The Church Council shall determine the procedure to dissolve the affairs of Leisure Time.

10.2 If, upon dissolution of Leisure Time there remains, after satisfaction of all debts and liabilities, any assets whatsoever, the same shall not be paid or distributed to any member of the Committee but shall be given or transferred to some organisation having similar objectives as Leisure Time and which is charitable at law and which shall prohibit the distribution of its income and property

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amongst its members to an extent at least as great as is imposed on Leisure Time under this Constitution and which is a fund, authority or institution, gifts to which can be deducted under Division 30 of the Income Tax Assessment Act 1997, such organisation to be determined by the Church Council.

- 10.3 Where in respect of a fund, authority or institution section 30-15 of the Income Tax Assessment Act 1997 provides that gifts to it are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B are satisfied, a gift or transfer under clause 11.2 to that fund, authority or institution must be made in accordance with or subject to those conditions.

### 11. **STATUS**

- 11.1 Subject to Clause 8.1(a), this Constitution, once signed by Leisure Time, shall take effect on a date approved by the Church Council, and shall supersede the Constitution existing prior to that date.

Signed....**Suzanne M Mair**.....

Date: ...**25/08/2008**

On behalf of Leisure Time.

### **Approved by Uniting Church Glen Waverley Church Council**

Signed: ...**Brian Clarkson** (Acting Chairperson)

Date:...**18/09/2008**

On behalf of the Church Council.