

8.2 GOOD SAMARITAN INDUSTRIES

NAME

- 8.2.1 The name of the instrumentality is Good Samaritan Industries, an agency of the Uniting Church in Australia Synod of Western Australia, a body corporate incorporated under the provisions of the *Uniting Church in Australia Act 1976 (WA)*.

DEFINITIONS

- 8.2.2 In these By-Laws unless the context or subject matter otherwise indicates or requires:
- “the Act” means the *Uniting Church in Australia Act 1976 (WA)*.
- “agency” means any body whether incorporated or unincorporated established by or on behalf of the Church for a religious, educational, charitable, commercial or other purpose.
- “the Board” means the Governance Board referred to in clause 8.2.4 below.
- “By-Law” or “By-Laws” refers to or means the By-Laws of the Synod of Western Australia.
- “the Church” means the Uniting Church in Australia.
- “GSI” means Good Samaritan Industries.
- “the General Council” means the General Council of the Synod of Western Australia and the Presbytery of Western Australia of the Uniting Church in Australia.
- “member of the Church” means a confirmed member or a member-in-association of the Uniting Church in Australia.
- “the Moderator” means the Moderator for the time being of the Synod of Western Australia of the Uniting Church in Australia.
- “Regulation” or “Regulations” refers to or means the Regulations of the Uniting Church in Australia.
- “the Synod” means the Synod of Western Australia of the Uniting Church in Australia.
- “Synod meeting” means an ordinary meeting or a special meeting of the Synod.
- “written” and “writing” include communication by post or electronically.

OBJECTS AND PURPOSES

- 8.2.3 The objects and purposes of GSI are:
- (a) to be and remain an agency of the Uniting Church in Australia;
 - (b) to maintain facilities in which people with disabilities can be provided with a satisfying and rewarding work environment;
 - (c) to enable people with disabilities to find employment in open industry;
 - (d) to enable people with disabilities to develop personal, social and vocational skills; and
 - (e) to adopt any additional object from time to time of a public benevolent nature and consistent with the principal objects and purposes.

GOVERNANCE BOARD

- 8.2.4 (a) The Synod, in accordance with its powers under Regulation 3.5.34, has established Good Samaritan Industries and appointed the Board to have responsibility for the good governance of GSI.

- (b) The Board, subject always to the oversight and the relevant policies and standards of the Synod, will have the governance of and responsibility for the business and affairs of GSI.
- (c) All members of the Board must be persons who have expertise, qualifications or experience appropriate to the needs of GSI and the oversight of the business and affairs of GSI and a general working knowledge of the compliance requirements to be met by GSI and the Board.

MEMBERSHIP OF THE BOARD

- 8.2.5 The Board is appointed by the Synod and consists of:
- (a) the Chairperson, who will be a member of the Church or a confirmed member of some other Christian denomination and be willing to participate in the life of the Church, appointed annually;
 - (b) the Chief Executive Officer; and
 - (c) not less than six nor more than ten other persons.
- 8.2.6 Members of the staff, other than the Chief Executive Officer, are not eligible to be members of the Board.
- 8.2.7 The Board may coopt up to two persons, who have particular skills or expertise needed by the Board, to the membership of the Board for terms not exceeding twelve months at a time.
- 8.2.8 Elected members of the Board, other than the Chairperson, hold office for three years from the date of appointment and are eligible for re-appointment except that members may not serve for consecutive terms of office exceeding ten years without Synod approval. In appointing the initial members of the Board, the Synod shall designate one-third of the members to hold office for one year and one-third of the members to hold office for two years.
- 8.2.9 A casual vacancy occurs in the membership of the Board if a Board member:
- (a) dies;
 - (b) resigns by notice delivered to the Chairperson of the Board;
 - (c) is convicted of an indictable offence or becomes bankrupt;
 - (d) suffers any mental or physical incapacity which inhibits or prevents the member from continuing to act as a member of the Board;
 - (e) fails to attend three consecutive meetings of the Board without leave or fails to attend at least 50% of the meetings in any calendar year without leave; or
 - (f) is removed from office by resolution of the Synod, it being expressly declared that the Synod is not required to state any reason for such resolution.
- 8.2.10 In the event of a casual vacancy occurring in the membership of the Board, the General Council may appoint a replacement member. The Board may suggest to the General Council the names of persons considered suitable. The appointee will hold office for the remainder of the term of the member replaced.
- 8.2.11 If an ordinary vacancy occurs because the Synod failed to appoint any or all of the members of the Board, then the General Council may appoint persons to fill any or all of the ordinary vacancies.
- 8.2.12 Normally the Synod will ensure that at least one-half of the members of the Board appointed in accordance with By-Law 8.2.5 (a) above are members of the Church. However the Synod may in its absolute discretion and at any time determine that until the next ordinary meeting of the Synod at least two-thirds of the membership of the Board

will be members of a Christian denomination of whom at least one-half are members of the Church.

- 8.2.13 As far as possible, the Board membership should include at least one-third women and at least one-third men.

OFFICERS AND COMMITTEES OF THE BOARD

- 8.2.14 (a) The Board will appoint a Deputy Chairperson, who will act as Chairperson in the Chairperson's absence and assume the powers and responsibilities of the Chairperson.
- (b) The Chief Executive Officer will act as Secretary of the Board.
- (c) The Board may appoint any other officers of the Board it deems necessary.
- 8.2.15 (a) The Board may appoint any committees it deems necessary and they may include staff and persons other than Board members.
- (b) The chairperson of any such committee will be a member of the Board.
- (c) Members of committees of the Board will be appointed annually.
- (d) The Chairperson and Chief Executive Officer are ex-officio members of all committees of the Board and have the right to attend and participate in any committee meeting.
- (e) The Board will determine the mandate for any committee of the Board and may delegate any of its powers and authorities to such a committee (except for this power of delegation). The Board may determine the procedures of any committee and may, without stating any reason, revoke the powers and duties or terminate the appointment of any committee at any time or may remove from office any member of any committee. Committees will report to the Board periodically or when requested to do so by the Board.

RESPONSIBILITIES AND FUNCTIONS OF THE BOARD

- 8.2.16 The Board will be responsible for the governance of GSI including the appointment of the Chief Executive Officer, policy development, strategic planning, compliance and management oversight.
- 8.2.17 In relation to policy development, the Board will:
- (a) determine and interpret policy consistent with the objects and purposes stated above; and
- (b) oversee the implementation of policy approved by the Board.
- 8.2.18 In relation to strategic planning, the Board will determine, oversee the implementation of and monitor a long-term strategic plan having regard to the objects and purposes of GSI.
- 8.2.19 In relation to compliance, the Board will:
- (a) adhere to the standards prescribed by the Church from time to time;
- (b) approve budgets for and oversee the management of the funds of GSI subject to the requirements of the Regulations, the Synod and any relevant funding authority;
- (c) oversee all financial operations and accounting procedures and ensure that proper records and books of account are kept;
- (d) determine compliance policies and monitor performance in relation to governmental, taxation and other legal obligations;
- (e) forward the annual report, auditor's report and audited financial statements of GSI to the Synod within four months following the end of the financial year; and

- (f) prepare and publish an annual report on the activities of GSI.

8.2.20 In relation to management oversight, the Board will:

- (a) approve and monitor an annual plan for the achievement of strategic goals;
- (b) obtain and consider reports on the management and programs of GSI to ensure ongoing good governance;
- (c) implement procedures to conduct an evaluation of programs of GSI to ensure best practice in service provision;
- (d) ensure GSI meets or exceeds the expectations and standards required by Church and by funding bodies;
- (e) conduct at least annually a risk management review of all aspects of GSI's operations; and
- (f) raise funds to support the work of GSI which may be obtained from endowments, grants, gifts, fund raising efforts and borrowings.

MEETINGS OF THE BOARD

- 8.2.21
- (a) The Board will meet at least six times each year.
 - (b) The procedures in the Church's *Manual for Meetings* apply as far as practicable to all meetings of the Board.
 - (c) The Chairperson of the Board will preside at all meetings of the Board. In the Chairperson's absence, the Deputy Chairperson will preside. In the absence of both the Chairperson and Deputy Chairperson, the Board will appoint one of its members to act as chairperson of the meeting.
 - (d) Minutes will be kept of all meetings of the Board in a minute book provided for that purpose and the minutes will be confirmed by the next succeeding meeting of the Board and signed by the chairperson of that meeting.
 - (e) The Chairperson may at any time, when considered necessary and will if requested to do so in writing by the Synod or by the General Council or by three members of the Board (which writing will specify the purpose for which the meeting is convened), call a special meeting of the Board.
 - (f) At least seven days written notice of every Board meeting will be given to all members of the Board but if the Chairperson considers an emergency exists a special Board meeting may be convened on shorter notice.
 - (g) The non-receipt by a Board member of a notice of meeting does not invalidate the meeting.
 - (h) The quorum for meetings of the Board will be the next whole number above half the current membership of the Board.
 - (i) The chairperson of a meeting does not have a deliberative vote but has a casting vote in the event of an equality of votes.
 - (j) The Board has the power to invite any person to attend and speak at a Board meeting.
 - (k) The Board may make decisions by a circular or electronic poll of all the members, provided that no decision of such a poll is binding unless a number equal to or greater than the quorum for a Board meeting votes and there are no dissenting votes.

CONFLICT OF INTEREST

8.2.22 A member of the Board or of any committee of the Board who has any direct or indirect

pecuniary or beneficial interest, or whose unfettered or independent judgment could be perceived as impaired by any contractual, business or other relationship, in a matter being dealt with by GSI or the Board must, as soon as the member becomes aware of that interest or relationship, disclose to the Board the nature and extent of that interest or relationship. The Board or any committee of the Board will then determine whether the extent of the interest or relationship disclosed is such that the member should not participate in, vote on, or be present during any debate on that matter. The Board or any committee of the Board shall minute its decision.

THE CHIEF EXECUTIVE OFFICER

- 8.2.23 (a) The Chief Executive Officer is appointed or re-appointed by the Board, with the prior approval of the Synod or the General Council.
- (b) The Chief Executive Officer will be a member of the Church or a confirmed member of some other Christian denomination and be willing to participate in the life of the Church.
- (c) The Chief Executive Officer is appointed, or re-appointed, for such period as the Board may determine, by way of an employment contract which will detail all conditions and terms of the appointment which the Board deems necessary. If the Chief Executive Officer is a minister of the Church, the Board may request the Synod to recognise the position as a placement.
- (d) The Chief Executive Officer's appointment is terminable at any time by resolution of the Board:
- (i) in the event of the serious illness or incapacity of the Chief Executive Officer;
 - (ii) for good cause; or
 - (iii) in accordance with any employment contract between GSI and the Chief Executive Officer

save that no termination will be effective unless notice of the proposal for termination is given in the notice convening the meeting at which it is intended to consider and resolve the proposal for termination. If the Chief Executive Officer is a minister in placement, then the appropriate procedures of the Church will apply to the termination of the Chief Executive Officer's appointment.

8.2.24 The Chief Executive Officer:

- (a) is accountable to the Board for leading the activities and programs of GSI.
 - (b) has the power, subject to the oversight of the Board, to appoint and dismiss all staff, direct the day-by-day operations of GSI, and to take any reasonable action, consistent with established Board guidelines and the objects and purposes of GSI, to ensure GSI achieves satisfactory outcomes in all areas of management and operation.
 - (c) shall attend all meetings of the Board unless excused by the Board.
 - (d) will submit to each meeting of the Board a report on the implementation of the Board's policies and strategies and the activities of GSI.
 - (e) will retire from any Board meeting for such time as matters concerning their own interests are under discussion.
- 8.2.25 (a) The Board establishes performance criteria for the Chief Executive Officer and ensures appropriate support and review processes are implemented.
- (b) The Board determines the limits of delegation of responsibility to the Chief Executive Officer, to be signed off by both the Chairperson of the Board and the Chief Executive Officer.

VISITOR (Reg 3.5.34 (e) (ii))

- 8.2.26 The Moderator is the Visitor to GSI. Without limiting the rights and authority of the Moderator under Reg 3.5.17 or as Visitor, the Visitor has the right and authority to:
- (a) visit any centre or activity of GSI;
 - (b) attend any meeting of the Board, call a meeting of the Board, and chair any meeting of the Board whether or not called by the Visitor;
 - (c) examine the affairs of the Board and the manner in which GSI is being conducted;
 - (d) see that the laws, rules, regulations and by-laws of the Commonwealth of Australia, the State of Western Australia, the Church and the Synod are being duly observed and executed;
 - (e) interpret the meaning of these By-Laws and any other matter relating to GSI on which these By-Laws are silent; and
 - (f) suspend the Board if, in the opinion of the Visitor, the interests of the Church and GSI so require and to appoint persons to carry out the functions of the Board until the Synod reinstates or replaces it.

HOLDING OF REAL AND PERSONAL PROPERTY

- 8.2.27
- (a) All real and personal property of GSI is held in the name of GSI.
 - (b) The Board itself, for the purposes of the Regulations and By-laws of the Church, carries out the responsibilities of management and administration of the real and personal property of GSI.
 - (c) Without in any way prejudicing, limiting or affecting the provisions of sub-clause (b) above or any power contained in the Act, any moneys of GSI requiring investment may be invested in the name of GSI in any real or personal property or in a form of investment the Board from time to time considers to be in the interests of GSI, with power to the Board, from time to time, to vary by resolution any such investment.

FINANCIAL AFFAIRS

- 8.2.28
- (a) The assets and income of GSI will be applied solely in furtherance of its objects and purposes. No portion of the assets and income will be distributed directly or indirectly to any person except as reimbursement of out-of-pocket expenses incurred or as bona fide remuneration for services actually rendered or as payment for goods supplied to GSI in the ordinary and usual course of business.
 - (b) Full and proper accounts will be kept of all moneys received and expended by GSI and the manner in respect of which such receipts and expenditure took place, and of all assets and liabilities of GSI, in accordance with Regulations 5.5.10 (a) and (b).
 - (c) The financial year of GSI will end on the 30th day of June in each year.
 - (d) All receipts and expenditure will take place from bank accounts in the name of GSI and operated on the signature of the authorised signatories appointed by the Board from time to time.

GIFT FUND

- 8.2.29
- (a) The Board will establish and oversee a separate gift fund solely for the receipt of gifts or donations, or moneys received because of any gift or donation. The Board will ensure that moneys in the gift fund are only used for the principal objects and purposes of GSI.
 - (b) If the gift fund is wound up or the endorsement of GSI as a deductible gift fund recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it will be transferred to a fund, authority or institution to

which tax deductible gifts can be made.

AUDITOR

- 8.2.30 The Board will appoint each year an Auditor or Auditors, qualified or eligible in accordance with Regulation 5.5.10 (d).

INDEMNITY

- 8.2.31 Any person acting under the express or implied authority of GSI and who is not an independent contractor will be indemnified out of GSI's property against all liability for any matter or thing done or liability incurred except in the case of fraud, criminal act, gross negligence or wilful misconduct.

COMMON SEAL

- 8.2.32 (a) GSI will have a Common Seal, the form of which will be determined by the Board.
- (b) The Chief Executive Officer, as Secretary to the Board, will have responsibility for the custody of the Common Seal.
- (c) Any deed, instrument or writing relating to any property held for GSI or to any matter which, if made or executed by an individual could be or would be required to be in writing and under seal, may be made or executed under the Common Seal of GSI.
- (d) Every deed, instrument and writing to which the Common Seal is affixed will be signed by two members of the Board.
- (e) Every affixing of the Common Seal will be recorded in a register kept for that purpose and reported to the next meeting of the Board.

DISSOLUTION OF GSI

- 8.2.33 GSI may be dissolved on the decision of the Synod, either at the request of the Board or after consultation with the Board. If, on the closure of GSI, any assets remain after the satisfaction of all debts and liabilities and the costs, charges and expenses of the closure, those assets will be transferred by the Synod to another Public Benevolent Institution with similar objects and approved by the Commissioner of Taxation for such purposes and upon such trusts as the Synod directs.

TERMINATION OF INCORPORATION

- 8.2.34 (a) The incorporation of GSI may be terminated by the Synod, and will be terminated following the closure of GSI, in accordance with section 35 of the Act.
- (b) Upon the incorporation of GSI being terminated as provided for above, GSI thereupon ceases to be a body corporate and all land and other property held by or belonging to or vested in it will be dealt with in accordance with section 36 of the Act.

AMENDMENTS TO THESE BY-LAWS

- 8.2.35 (a) These By-Laws may only be amended in accordance with By-Law 1.2.3.
- (b) These By-Laws may only be repealed in accordance with By-Law 1.2.4.
- (c) The Board may submit a request to the Synod for the amendment of these By-Laws.
- (d) Any amendment to these By-Laws will be advised to the Commissioner of Taxation.▪