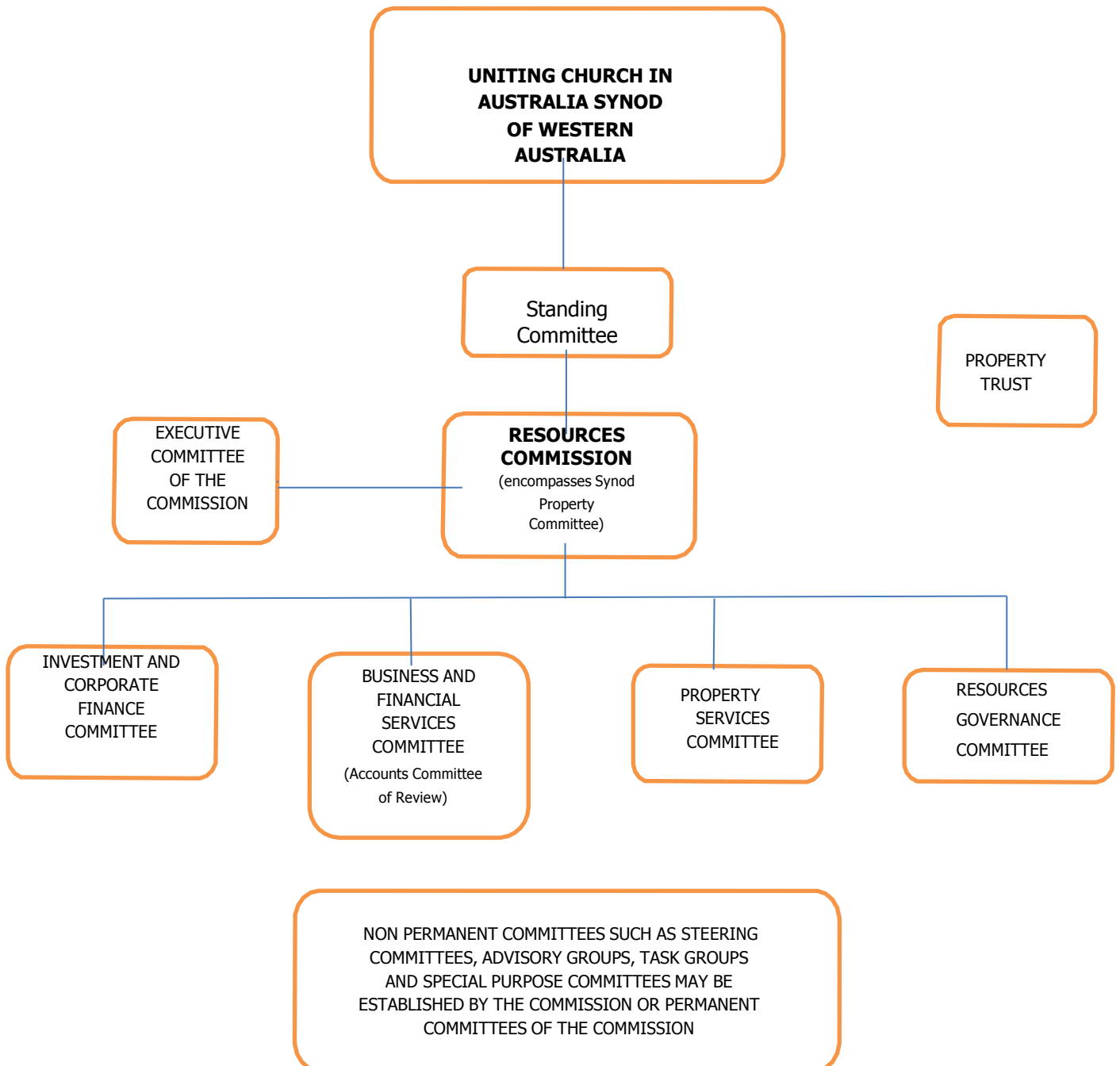


GOVERNANCE STRUCTURE OF THE RESOURCES COMMISSION



2.12 RESOURCES COMMISSION AND RESOURCES DIVISION BY - LAWS

UNITING CHURCH IN AUSTRALIA SYNOD OF WESTERN AUSTRALIA

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2.12 UNITING CHURCH RESOURCES COMMISSION AND RESOURCES DIVISION

STATUS

- 2.12.1** These By-Laws provide for the exercise of the powers of the Synod in regard to the resources of the Church as described in these By-Laws. The Presbytery of Western Australia has referred to the Synod all the Presbytery's *powers* and responsibilities in regard to property and finance with the exception of the Presbytery's power to consider the effect of any property dealing on the mission of the Church and the Presbytery's power to inspect manses (Regs 3.1.3 (o)(i) and 4.3.1 (b), (c), (d)).

VESTING OF PROPERTY

- 2.12.2** While the Synod and bodies within the bounds of the Synod are the beneficial owners of the real property of the Church and are empowered by the Basis of Union, the Constitution and Regulations of the Uniting Church in Australia to make decisions about dealings in and the use of such property, the real property of the Church within the bounds of the Synod is vested in the Uniting Church in Australia Property Trust (WA) or in other incorporated bodies established pursuant to the *Uniting Church in Australia Act 1976* (WA) and required to act in conformity with their respective powers and authorities under that Act.

NAME AND ESTABLISHMENT

- 2.12.3** The Synod has established a Resources Commission, hereinafter called the "Commission", to carry out the governance functions and responsibilities as described in these By-Laws on behalf of the Uniting Church in Australia Synod of Western Australia.
- 2.12.4** The Synod has established and will maintain a division entitled "Resources Division of the Uniting Church in Australia Synod of Western Australia", hereinafter referred to as the "Resources Division", to carry out the management and administrative functions and responsibilities described in these By-Laws.

DEFINITIONS

- 2.12.5** For the purpose of these By-Laws and in addition to the definitions in By-Law 1.1.6 unless the context or subject matter indicates

otherwise or requires:

“Commission” means the Resources Commission as described in By-Law 2.12.3.

“body” or “bodies” shall include any council, committee, division, department, college, agency or other institution of the Church.

“budget” means a budget as described in Regulation 3.8.7 (h).

“building” includes any building used solely or in part for educational, charitable, social, residential, business, commercial or professional purposes.

“Church building” means any building ordinarily used for the holding of services for the worship of God.

“Church Centre Staff” (for the purpose of these By-Laws) means people who are in placement with or employed by the Presbytery or Synod of the Uniting Church in Western Australia.

“Church’s Manual for Meetings” means the current *Manual for Meetings* published by The National Assembly of the Uniting Church in Australia.

“committee” means a body established as a Permanent Committee or as a Non Permanent Committee.

“Non Permanent Committee” means a body established under By-Laws 2.12.33-36

“Permanent Committee” means a body established under By-Law 2.12.31.

“resources” means property of whatever nature and any estate or interest therein, and shall include real property, buildings, infrastructure, money, investments, files, documents, information technology, intellectual property and rights relating to property and any other assets of any nature which the Synod may determine.

“responsible body” means a body that is responsible for the management and administration of resources, and which either itself carries out those responsibilities or appoints another body to undertake them either in whole or in part.

“the Property Trust” means the Uniting Church in Australia Property Trust (WA) as provided for in the Act.

“the Synod Standing Committee” means the body appointed by each ordinary Synod meeting to exercise the powers of the Synod Standing Committee as set out in Regulations 3.7.4.1 and By-Law 5.2.

PURPOSE OF THE COMMISSION

- 2.12.6** The Commission shall provide a unified governance of Synod resources to allow for reflection on and development of optimum policies and practices for the current and future resource needs that support ministry and mission of the Uniting Church Synod of Western Australia.

POWERS OF THE COMMISSION

- 2.12.7** The Commission will exercise the powers of the Synod in regard to the resources of the Church as stated in By-Law 2.12.1 and further described in subsequent By-Laws, subject always to the oversight and direction of the Synod and Presbytery, as appropriate.
- 2.12.8** The Commission will determine policy and carry out its responsibilities and functions in a manner consistent with the purposes of the Church and its Constitution and Regulations, these By-Laws, and the policies and decisions of Synod.

DELEGATIONS

- 2.12.9** The Commission will in accordance with the Regulations, By-Laws and decisions of Synod as made or varied from time to time determine:
- (a) delegations of its powers and authorities (except for the power of delegation); and
 - (b) responsibilities, authority and functions of Permanent Committees.
- 2.12.10** The Commission may establish Non-Permanent Committees such as steering committees, advisory groups, task groups and special purpose committees.
- 2.12.11** The Commission may withdraw delegations, responsibilities and functions of Commission committees at any time, except those responsibilities and functions of Permanent Committees as prescribed in these By-Laws.

RESPONSIBILITIES OF THE COMMISSION

- 2.12.12** The Commission is constituted by the Synod to carry out the responsibilities and functions as described in these By-Laws inclusive of the responsibilities and functions of the following Commissions and committees as existing prior to the rising of the 2010 Synod of Western Australia of the Uniting Church in Australia:
- (a) Synod Property Committee;
 - (b) Committee of Finance;

- (c) Presbytery Property Committee, except as provided for in 2.12.1;
- (d) Accounts Committee of Review;
- (e) Uniting Church Investment Fund; and
- (f) Uniting Church Insurance Fund.

2.12.13 The Commission will carry out the functions and responsibilities of a Synod Property Committee as provided in Reg 4.2.1 and further detailed in subsequent regulations.

2.12.14 Unless the Synod or it's Standing Committee determines otherwise the Commission will determine and make recommendations to Synod and/or Synod Standing Committee regarding policy and will exercise oversight, facilitate, co-ordinate and provide advice to Synod, in matters including (or related to):

- (a) Business, Finance and Audit;
- (b) Investment and Corporate Finance;
- (c) Property;
- (d) Insurance;
- (e) Risk Management;
- (f) Information and Communication Technology;
- (g) Management and Administration;
- (h) Record Management including Archives;
- (i) Asset Management;
- (j) Resource Planning and Process Management;
- (k) Human Resource Management;
- (l) Occupational Safety and Health;
- (m) Industrial Relations; and
- (n) Such other resources related matters which the Synod or Synod Standing Committee may refer to the Commission.

2.12.15 (a) The Commission will consider matters referred by Permanent Committees as being matters of significance or outside the Permanent Committees delegated authority;

(b) The Commission may require Permanent Committees to refer specific matters to the Commission for consideration.

AUDIT

2.12.16 The Commission will annually approve the engagement letter for and appointment of an auditor or auditors, qualified and eligible in accordance with Regulation 3.8.7 (d) and (f) to audit the:

- (a) Synod Fund;
- (b) Presbytery Fund;
- (c) Property Development Fund; Property Services Fund
- (d) Church Extension Fund;

- (e) Trust and Special Purpose Funds
- (f) Uniting Church Foundation;
- (g) Uniting Church Investment Fund;
- (h) Uniting Church Insurance Services; and
- (i) any other Synod or Presbytery fund, entity or account which the Synod Standing Committee or Commission may determine.

2.12.17 The Commission will:

- (a) determine the Executive Statement signatories for the audited accounts; and
- (b) consider the reports and management letter from the auditors appointed in accordance with By-Law 2.12.16 and the response of any committee operating under delegated responsibility and authority from the Commission and will forward these with any recommendations it considers appropriate to the Synod Standing Committee.

BUDGET

2.12.18 (a) The Commission will annually forward a recommended budget prepared pursuant to Regulation 3.8.7(h) to the Synod Standing Committee.

- (b) The Synod Standing Committee is responsible for presenting a budget to a meeting of the Synod for approval.

- (c) The Commission will seek the approval of the Synod Standing Committee for any increases in budgeted expenditure or re-allocation of expenditure which are outside predetermined limits set by the Synod or Synod Standing Committee.

2.12.19 The Commission will provide advice to the Synod Standing Committee on any proposals, from whatever source, that require new or additional funding.

2.12.20 The Commission will monitor the acquisition or disposal of and the use of Synod and Presbytery assets and make any recommendations thereon to the Synod Standing Committee.

2.12.21 The Synod Standing Committee may refer any matters relating to the Synod or Presbytery Funds and other operating and trust funds of the Presbytery or Synod to the Commission for advice or action.

INQUIRIES REGARDING RISK

2.12.22 Where the Commission is of the opinion that an inquiry should be made regarding any risk or contingent liability which may be, has been or is proposed to be undertaken or incurred in the name or on

behalf of the Church, a congregation or body, the Commission will:

- (a) undertake an inquiry or authorise a person or persons to undertake an inquiry on behalf of the Commission; and/or
- (b) recommend to the Synod Standing Committee that a matter is of such significant risk or particular nature that further investigations or action be implemented;
- (c) advise the Uniting Church in Australia Property Trust (WA) if the inquiries indicate the potential of legal action against the Trust.

PLANS, POLICIES AND PROCESSES

2.12.23 The Commission will:

- (a) establish, implement and monitor performance of strategic plans, business plans, policies and processes in relation to Synod resources; and
- (b) refer to the Synod Standing Committee any policy and/or strategic matters that have significant implications for the Uniting Church in Western Australia.

HUMAN RESOURCES

2.12.24 The Commission will have oversight in the areas of Human Resources, Occupational Safety and Health and Industrial Relations, which shall include employment procedures and contracts, compliance, risk minimisation and operating guidelines.

SELF-REGULATION

2.12.25 The Commission will:

- (a) undertake periodic performance reviews of the Commission, Permanent Committees and Non Permanent Committees established by the Commission;
- (b) approve Commission committee competency profiles, identify prospective Commission and committee members, oversee member induction and development; and
- (c) establish succession planning strategies for the Commission and committees.

CONFIRMATION OF MEMBERSHIP

2.12.26 The Commission will, at its first meeting after each ordinary Synod, confirm by resolution that the membership of the Commission and Permanent Committees comply with the Regulations and these By-Laws.

APPROVAL OF AUTHORITIES

- 2.12.27** The Commission will, at its first meeting after each ordinary Synod, approve by resolution:
- (a) delegated authorities for payments by cheque and electronic transfer; and
 - (b) direct debit authorities and mandates given to service providers, including stockbrokers and fund managers.
- 2.12.28** Any changes, other than cancellation, to authorities approved under By-Law
- 2.12.27** Shall require Commission approval prior to implementation.

RESOURCE DIVISION

- 2.12.29** The Commission will be responsible for governance of the Resources Division, subject to By-Law 2.12.125.

GUIDING PRINCIPLES OF THE COMMISSION

- 2.12.30** In exercising its responsibilities the Commission will:
- (a) operate within the legislative bounds of the Uniting Church in Australia and the Uniting Church in Australia, Western Australia;
 - (b) establish an effective governance model of operation which allows for informed decision making and provides resources which complement and support the work of the whole Church;
 - (c) incorporate an integrated approach to how the various areas of Governance and Management of the Synod relate to one another and present opportunities to enhance the overall aims of each area;
 - (d) develop policies which are responsive to need and contribute towards increased efficiency in the use of Synod resources;
 - (e) identify emerging challenges and risks which have the potential to significantly impact on Synod resources;
 - (f) clearly and practically identify the resource dimensions of the Church and how they relate to areas of ministry and mission;
 - (g) communicate to strengthen mutually beneficial relationships and build working partnerships;
 - (h) develop and evaluate policies and procedures to assist best practice which can respond to the constantly changing environment and the transforming Church;
 - (i) explore new opportunities which are fair and equitable, and which support the mission and planning directions of the whole Church;
 - (j) undertake integrated planning which enables assessment of current and future base line financial needs and benchmarking funding

- sources;
- (k) provide a consolidated position of the Synod financial situation so that there is transparency, accountability and a realistic view of the finances of the Uniting Church in Australia, Western Australia; and
 - (l) act ethically within the ethos of the Uniting Church in all matters.

PERMANENT COMMITTEES OF THE COMMISSION

2.12.31 The Commission will establish the following Permanent Committees:

- (a) Business and Financial Services Committee;
- (b) Property Services Committee;
- (c) Investment and Corporate Finance Committee; and
- (d) Resources Governance Committee.

ACCOUNTS COMMITTEE OF REVIEW

2.12.32 The Business and Financial Services Committee will also function as the Accounts Committee of Review when exercising responsibilities under By-Laws 2.12.41 – 43.

NON PERMANENT COMMITTEES

2.12.33 The Commission may establish Non-Permanent Committees such as steering committees, advisory groups, task groups and special purpose committees. Such Non-Permanent Committees:

- (a) shall be for a specified period not exceeding twelve months, subject to renewal by resolution of the Commission;
- (b) may include persons other than Commission members;
- (c) are to be chaired by a member of the Commission;
- (d) are to have responsibilities, powers and authorities as determined by the Commission;
- (e) may have their responsibilities, powers and authorities revoked or terminated at any time by the Commission;
- (f) may have any member removed from office by the Commission;
- (g) are to have the General Manager (Resources), or a delegate approved by the Commission, as an ex-officio member unless specifically excluded by resolution of the Commission; and
- (h) shall report to the Commission periodically or when requested to do so by the Commission.

EXECUTIVE COMMITTEE

2.12.34 The Commission may determine that the Chairperson, the General Manager (Resources) and two other Commission Members from the Governance Committee will form an Executive Committee of the

Commission for a specific period or purpose with the power to act in accordance with power and authority delegated from the Commission. The term of the Executive Committee shall not exceed that of the Commission.

2.12.35 Permanent Committees may establish Non-Permanent Committees such as steering committees, advisory groups, task groups and special purpose committees. Such Non-Permanent Committees shall be for a specified period not exceeding 12 months, subject to renewal by resolution of the establishing Permanent Committee and may consist of existing members of the Commission or Permanent Committees or formed by co-opting individuals with specific expertise and knowledge.

2.12.36 Delegations of powers and responsibilities delegated by the Commission to Permanent Committees will not be further delegated to Non-Permanent Committees established under By-Law 2.12.35.

PERMANENT COMMITTEE RESPONSIBILITIES

2.12.37 The first meeting of the Commission following each ordinary Synod will confirm delegated authorities and delegated responsibilities of each Permanent Committee.

2.12.38 Each Permanent Committee will, within its area of expertise and responsibility;

- (a) undertake responsibilities and authorities delegated from the Commission;
- (b) deal with matters referred by the Commission;
- (c) provide recommendations and advice to the Commission;
- (d) refer to the Commission for consideration and/or approval any:
 - (i) policy and strategic matter which has significant implications for the Church;
 - (ii) significant capital or operating expenditures, contracts, acquisitions, disposals or resource allocations;
 - (iii) matters outside the delegated authority of the Permanent Committee; and
- (e) facilitate, under delegated authority from the Commission and in accordance with the Regulations and By-Laws, the audit of any fund, entity or account and will consider the management letter from the auditors and forward these with any recommendations to the Commission.

BUSINESS & FINANCIAL SERVICES COMMITTEE

2.12.39 Responsibilities of the Business & Financial Services Committee shall include:

- (a) finance and audit responsibilities as detailed in By-Law 2.12.40;
- (b) acting as the Accounts Committee of Review when exercising responsibilities under By-Laws 2.12.41 – 43; and
- (c) Uniting Church Insurance Services responsibilities as delegated by the Commission and as detailed in By-Laws 2.12.44– 58.

FINANCE AND AUDIT

2.12.40 The Business and Financial Services Committee will:

- (a) assist the Commission to fulfil its responsibilities to the Synod in regard to the Synod Fund, the Presbytery Fund and other operating and trust funds of the Synod and the Presbytery;
- (b) develop, for submission to the Commission, a budget for the Synod and Presbytery Funds;
- (c) in developing the budget:
 - (i) ascertain the income available from the Mission and Service Fund, from Synod business activities (including the Investment Fund and Insurance Services), from Trusts and Special Purpose Funds and reserve funds, from the provision of services and any other sources;
 - (ii) obtain from or develop for all Synod and Presbytery operating bodies statements of estimated income and expenditure and process applications for grants from the Presbytery and Congregations;
 - (iii) convene a Budget Conference consisting of representatives of the Synod and Presbytery operating bodies; and
- (d) be responsible for promoting the Mission and Service Fund, overseeing the allocation of targets to the Congregations and other activities of the Church, monitoring the income and making any recommendations about the operation of the Mission and Service Fund to the Commission;
- (e) oversee the Synod and Presbytery Funds. The Business and Financial Services Committee will establish the accounting policies for the Funds and will monitor the Funds during the year;
- (f) recommend to the Commission the development of policies relating to the finances of the Synod and Presbytery, including but not limited to sources of income, charges to be made for services performed by the Synod and priorities in regard to Synod and Presbytery expenditure; and

- (g) oversee the preparation each year of a consolidated financial report of the financial position of the Synod.

ACCOUNTS COMMITTEE OF REVIEW

2.12.41 The Accounts Committee of Review will in accordance with the Regulations:

- (a) be responsible for assisting the Synod, the Synod Standing Committee and the Commission to exercise oversight of the financial affairs, accounting methods and operations of bodies responsible to the Synod or the Presbytery (including Synod operating bodies, agencies, instrumentalities and funds established within the Synod, congregations and faith communities of the Church, bodies incorporated under the provisions of the *Uniting Church in Australia Act 1976* section 28 and any other body established from time to time that operates in the name of the Uniting Church or under the authority of any council of the Uniting Church);
- (b) conduct an annual review and may conduct more frequent reviews of the financial affairs, accounting methods and operations of bodies responsible to the Synod or the Presbytery. For this purpose, all such bodies will provide a copy of their audited annual statements of account to the Accounts Committee of Review within three months of the end of the body's accounting period and any other financial records or statements required by the Accounts Committee of Review. The Accounts Committee of Review will advise the Commission of any matters of concern disclosed in these financial records or statements of account and may make recommendations in respect to any corrective action needed or the need for monitoring of the financial affairs and operations of the body concerned.
- (c) have the authority to investigate the financial affairs, accounting methods and operations of bodies responsible to the Synod or the Presbytery. Such investigation may be instigated by the Accounts Committee of Review on its own initiative or on the instructions of the Synod Standing Committee or in response to a request from the Commission, the UnitingCare WA Forum, or the Presbytery. Following its investigation, the Accounts Committee of Review will report to the Commission or to the Synod Standing Committee and may make recommendations in respect to any corrective action needed or the need for monitoring of the financial affairs and operations of the body concerned; and

(d) have the authority when authorised by the Synod Standing Committee to monitor the financial affairs, accounting methods and operations of bodies responsible to the Synod or the Presbytery. Such monitoring may consist of a review of the financial affairs and operations of a body on a regular basis as determined by the Synod Standing Committee or may consist of the Accounts Committee of Review or another body designated by the Accounts Committee of Review taking over the management and operation of the financial affairs of the body for a period of time as determined by the Synod Standing Committee. The Accounts Committee of Review will report regularly to the Synod Standing Committee through the Commission on any monitoring it is authorised to undertake and may make recommendations to the Synod Standing Committee to cease the period of monitoring, to require specific corrective action or to take any other action that is deemed necessary.

2.12.42 The Synod Standing Committee through the Commission may refer any other matters relating to the financial affairs, accounting methods and operations of bodies responsible to the Synod or the Presbytery to the Accounts Committee of Review for advice and action. The Synod Standing Committee may also request through the Commission the Accounts Committee of Review to provide it with recommendations as to general procedures to be followed by all bodies responsible to the Synod or the Presbytery.

2.12.43 In pursuance of its review of accounts or an investigation into or monitoring of the financial affairs, accounting methods and operations of bodies responsible to the Synod or the Presbytery, the Accounts Committee of Review has the right of access to all financial records, books of account, banking records and any other relevant information held by the body or its officers and to interview the officers and members of any such body.

UNITING CHURCH INSURANCE SERVICES

- 2.12.44** (a) The Synod has established and will maintain a Synod fund entitled "Uniting Church Insurance Services".
- (b) At establishment the Uniting Church Insurance Services took over the assets, liabilities, responsibilities and obligations of the Walton Indemnity Fund (established by the Methodist Church in 1938).

Governance

- 2.12.45** (a) The Commission shall have responsibility for overseeing the good

governance of the Uniting Church Insurance Services.

- (b) The Commission shall delegate the control and management of the business and affairs of the Uniting Church Insurance Services to the Business and Financial Services Committee.

Purpose

2.12.46 The purpose of the Uniting Church Insurance Services is to:

- (a) meet all the insurance requirements of congregations, agencies, instrumentalities and other activities of the Church within the Synod;
- (b) provide congregations, agencies and instrumentalities of the Church with advice and assistance regarding insurance requirements;
- (c) develop, as appropriate, ancillary insurance services such as property risk management and loss control measures, to protect, and minimise loss and liability to, the people, property and resources of the Church;
- (d) provide a service for ministers, Church Centre Staff and full time workers of the Church whereby insurances approved by the Business and Financial Services Committee can be placed through the Uniting Church Insurance Services on behalf of the persons concerned;
- (e) provide financial support for the Synod including grants for specific purposes;
- (f) provide a source of financial support for the Uniting Church Ministers Home Endowment Fund, by way of grants to contributors, as prescribed in the By- Laws of that fund; and
- (g) prudently develop self-insurance in appropriate risk areas or partial self-insurance in conjunction with a reputable underwriter where necessary to limit exposure.

2.12.47 The Business and Financial Services Committee will:

- (a) maintain and develop the financial stability of the Uniting Church Insurance Services;
- (b) ensure that the Uniting Church Insurance Services comply with the regulatory requirements;
- (c) ensure that the purposes of the Uniting Church Insurance Services as stated in By-Law 2.12.46 are achieved;
- (d) oversee negotiations with reputable insurance brokers and companies regarding the placement of insurances in order to gain favourable rates, conditions and terms of insurance, consistent with

- the purpose of the Uniting Church Insurance Services and the needs of the Synod, Presbytery, congregations, agencies and instrumentalities of the Church;
- (e) determine strategies, plans, policies and guidelines for the management and administration of the Uniting Church Insurance Services; and
 - (f) refer to the Commission any Uniting Church Insurance Services policy and/or strategic matters that have significant implications for the Uniting Church Insurance Services and/or the Church.

Management of the Uniting Church Insurance Services

2.12.48 The General Manager (Resources) is responsible for:

- (a) the day-to-day management of the Uniting Church Insurance Services on behalf of and operating under the delegated authority of the Business and Financial Services Committee;
- (b) managing the Uniting Church Insurance Services under strategies, plans, policies and guidelines established by the Business and Financial Services Committee from time to time;
- (c) specific management and administrative functions related to the Uniting Church Insurance Services including:
 - (i) attending to all regulatory, compliance and reporting requirements;
 - (ii) implementing all resolutions, strategies, plans and policies;
 - (iii) recommending changes to strategies, plans and policies for consideration by the Business and Financial Services Committee;
 - (iv) preparing an annual budget for consideration by the Business and Financial Services Committee;
 - (v) marketing, promotion and undertaking activities aimed at strengthening client relationships, increasing retention rates and expanding the client base;
 - (vi) attending to all matters relating to the good management and governance of the Uniting Church Insurance Services including assessment against key performance indicators determined by the Business and Financial Services Committee;
 - (vii) managing other resources, including other Church Centre Staff assigned duties in accordance with By-Law 2.12.49;
 - (viii) keeping such accounts as correctly record, explain the transactions and, state the financial position and performance of the Uniting Church Insurance Services;
 - (ix) preparing audited annual reports;

- (x) preparing meeting agendas, minutes, management reports and any other secretarial functions; and
- (d) carrying out of such other functions and duties as may be requested by the Business and Financial Services Committee from time to time.

2.12.49 Subject to prior approval of the Business and Financial Services Committee the General Manager (Resources) may be assisted in execution of all or part of his/her responsibilities in relation to the Uniting Church Insurance Services by Church Centre Staff. Such Church Centre Staff shall satisfy the same eligibility criteria applicable to Commission and committee members as specified in By-Law 2.12.87.

2.12.50 The Business and Financial Services Committee may engage the services of such professional consultants as it considers necessary for the effective management and promotion of the Uniting Church Insurance Services.

Property

2.12.51 The real and personal property of the Uniting Church Insurance Services will be vested in the Uniting Church in Australia Property Trust (WA) and will be dealt with according to these By-Laws and the Regulations of the Church.

Income

2.12.52 Uniting Church Insurance Services is entitled to receive income from:

- (a) contributions from congregations, agencies, instrumentalities and individuals for insurances placed through the Uniting Church Insurance Services;
- (b) commissions;
- (c) earnings from real property or financial investments; and
- (d) any other income received in the normal course of operations, consistent with the purposes of the Uniting Church Insurance Services.

Application of Income Received

2.12.53 The Uniting Church Insurance Services will apply income received in the following ways:

- (a) premiums and other charges for the purchase of insurance;
- (b) investment in real property or financial investments;

- (c) payment of administrative expenses, fees for professional advice and costs associated with establishing and maintaining information related to the operation or activities of the Uniting Church Insurance Services;
- (d) grants with the approval of the Synod or the Synod Standing Committee;
- (e) the provision of facilities, systems, equipment, materials or to augment construction, where such provision at the desired standard may be beyond the resources of the client group concerned but is considered by the Business and Financial Services Committee as desirable loss control practice to minimise or prevent loss and to protect life, property and resources of the Church. The amounts so expended in any one financial year shall not exceed 1% of the premium income for insurances placed through the Uniting Church Insurance Services; and
- (f) any other purpose which is considered necessary by the Business and Financial Services Committee to protect the assets of the Uniting Church Insurance Services, or to promote and achieve the purposes of the Uniting Church Insurance Services.

Accounting

- 2.12.54** The funds of the Uniting Church Insurance Services will be maintained in the Trust and Special Purpose Funds of the Synod in an account titled "Uniting Church Insurance Services".

Investment

- 2.12.55** The Uniting Church in Australia Property Trust (WA) may invest the assets of the Uniting Church Insurance Services in any manner authorised by the Act and the Regulations of the Church.

Reporting to the Commission

- 2.12.56** The Uniting Church Insurance Services shall provide reports to the Commission at times determined by the Commission and in a form and content as prescribed by the Commission.

Annual Reports and Accounts

- 2.12.57** The Business and Financial Services Committee will ensure that for the Uniting Church Insurance Services:
- (a) accounting records are kept in such a manner as will enable the preparation from time to time of true and fair accounts of the Uniting Church Insurance Services;

- (b) accounts are properly audited in accordance with Reg 3.8.7;
- (c) accounting records are kept at such place or places as the Business and Financial Services Committee thinks fit;
- (d) annual accounts are prepared in such form and at such times as the Business and Financial Services Committee determines and are completed within three months of the end of the accounting period; and
- (e) accounts are prepared in accordance with the accounting standards for a reporting entity and/or inclusive of requirements as set down by regulatory authorities and the Commission.

2.12.58 The Business and Financial Services Committee shall report on the Uniting Church Insurance Services annually through the Commission to the Synod in a form prescribed by Synod. The report shall include the audited accounts of the Uniting Church Insurance Services.

Property Services Committee

2.12.59 In addition to assisting the Commission in carrying out the functions and responsibilities of a Synod Property Committee the Property Services Committee will:

- (a) oversee the management of property of which the Synod or Presbytery of Western Australia is the beneficial owner;
- (b) seek the advice of the Presbytery of Western Australia and/or its Mission Planning Committee and the Synod Strategy and Mission Planning Commission in regard to the effect of any property dealing on the mission of the Church;
- (c) undertake all the responsibilities of a Presbytery Property Committee (Regs 4.3.1) with the exception of the provisions in Bylaw 2.12.1 and in particular to receive all applications and requests in regard to property dealings and other property matters direct from Congregations and Church Councils; and
- (d) ensure that Congregations, Church Councils, Agencies and other Church bodies are provided with written guidelines or advice to assist them in meeting their obligations and assisting in the timely resolution of all applications and requests in regard to property dealings and other property matters.

Investment and Corporate Finance Committee

2.12.60 Responsibilities of the Investment and Corporate Finance Committee shall include:

- (a) Uniting Church Investment Fund responsibilities as delegated from the Commission and as detailed in By-Laws 2.12.61-76; and

- (b) undertaking analysis, developing implementation strategies and oversight of resource investment and development activities within the authorities and parameters set by the Commission and in accordance with requirements of the Property Trust.

UNITING CHURCH INVESTMENT FUND

- 2.12.61** The Synod has established and will maintain a Synod fund entitled "Uniting Church Investment Fund".

Governance

- 2.12.62** (a) The Commission shall have responsibility for overseeing the good governance of the Uniting Church Investment Fund.
- (b) The Commission, subject always to the oversight and direction of the Synod, shall delegate the control and management of the business and affairs of the Uniting Church Investment Fund to the Investment and Corporate Finance Committee.

Object

- 2.13.63** The object of the Uniting Church Investment Fund is to invest funds deposited with it within appropriate risk parameters and prudential guidelines so that it maximizes its revenue sources and is able to contribute grants to the Synod to assist the mission of the Church.

Purpose

- 2.12.64** The purpose of the Uniting Church Investment Fund is:
- (a) to enlarge and extend the work of the Synod by:
 - (i) receiving deposits either interest free or at varying rates of interest;
 - (ii) receiving gifts and bequests;
 - (iii) applying money or property so received in (i) and (ii) above in investments which are appropriate to the needs of the Fund and which are in accord with the investment guidelines set out in these By-Laws; and
 - (iv) allocating from surplus funds from operations or reserves, a block grant to the Synod which it shall be responsible for the distribution thereof; and
 - (b) to encourage and foster a greater appreciation and understanding of Christian stewardship by:
 - (i) promoting the objects of the Uniting Church Investment Fund throughout the various agencies, instrumentalities and

- congregations of the Synod; and
- (ii) helping agencies, instrumentalities, congregations and members and adherents of the Church to understand the many aspects of the Church's mission in and to the world, and to respond to the challenges of dedicated service by support of the Fund and in other ways.

Powers and Duties

2.12.65 The Investment and Corporate Finance Committee will, subject to the requirements of By-Law 2.12.66, be responsible for the governance of the Uniting Church Investment Fund including policy development, strategic planning, compliance and management oversight and in particular to:

- (a) promote the activities of the Uniting Church Investment Fund;
- (b) establish business and strategic plans and clear policy guidelines to better achieve the object and purposes of the Uniting Church Investment Fund;
- (c) oversee the General Manager (Resources) in his/her delivery of the above plans and policies;
- (d) set interest rates for deposits and advances;
- (e) approve annual budgets of the Uniting Church Investment Fund, regularly review progress against budget, approve exceptions to policy and other matters as required;
- (f) manage and administer all the real or personal property of the Uniting Church Investment Fund, including but not limited to the power to buy, sell, lease or let any real or personal property, plant, equipment, consumable item or other asset to be used either at the time or in the future in furtherance of the Object and Purposes of the Uniting Church Investment Fund and for this purpose to lend or borrow either with or without security as the Investment and Corporate Finance Committee from time to time thinks fit;
- (g) delegate, from time to time, all or any of its powers or authorities, except for this power of delegation, to the General Manager (Resources) or other officers, and may determine the manner in which they shall operate, and may suspend or withdraw this delegated authority; and
- (h) do all such other things as are incidental or conducive to furthering the Object and Purposes, exercising these powers and performing these duties.

2.12.66 The Investment and Corporate Finance Committee will refer to the Commission any Uniting Church Investment Fund policy and strategic matters that may have significant implications for the Uniting Church Investment Fund and/or the Church.

Management of the Uniting Church Investment Fund

2.12.67 The General Manager (Resources) is responsible for:

- (a) the day-to-day management of the Uniting Church Investment Fund on behalf of and operating under the delegated authority of the Investment and Corporate Finance Committee;
- (b) managing the Uniting Church Investment Fund under strategies, plans, policies and guidelines established by the Investment and Corporate Finance Committee from time to time;
- (c) specific management and administrative functions related to the Uniting Church Investment Fund including:
 - (i) attending to all regulatory, compliance and reporting requirements;
 - (ii) implementing all resolutions, strategies, plans and policies;
 - (iii) recommending changes to strategies, plans and policies for consideration by the Investment and Corporate Finance Committee;
 - (iv) preparing an annual budget for consideration by the Investment and Corporate Finance Committee;
 - (v) marketing, promotion and undertaking activities aimed at strengthening client relationships, increasing retention rates and expanding the client base;
 - (vi) attending to all matters relating to the good management and governance of the Uniting Church Investment Fund including assessment against key performance indicators determined by the Investment and Corporate Finance Committee;
 - (vii) managing other resources, including other Church Centre Staff assigned duties in accordance with By-Law 2.12.68;
 - (viii) keeping such accounts as correctly record, explain the transactions and state the financial position and performance of the Uniting Church Investment Fund;
 - (ix) preparing audited annual reports;
 - (x) preparing meeting agendas, minutes, management reports and any other secretarial functions; and
- (d) carrying out of such other functions and duties as may be requested by the Investment and Corporate Finance Committee from time to time.

2.12.68 Subject to prior approval of the Investment and Corporate Finance Committee the General Manager (Resources) may be assisted in execution of all or part of his/her responsibilities in relation to the Uniting Church Investment Fund by Church Centre Staff. Such person or persons shall satisfy the same eligibility criteria applicable to Commission and committee members as specified in By-Law 2.12.87.

Property

2.12.69 The real and personal property of the Uniting Church Investment Fund shall be vested in the Uniting Church in Australia Property Trust (WA) and shall be dealt with according to the Act and the Regulations.

Investments

2.12.70 The assets of the Uniting Church Investment Fund may be invested, provided that all investments comply with the ethical investment policies of the Church as amended from time to time, in any of the following:

- (a) advances on first mortgage secured by real estate within the limits set out in the Trustee Act of Western Australia;
- (b) advances to agencies, instrumentalities, congregations and members of the Church or members of staff, provided the advance is within the Commission's approved prudential guidelines and the ability to repay conditions are satisfied;
- (c) purchase of Bank Bills or Commonwealth or State Government securities;
- (d) deposits at interest at any trading bank, savings bank or with any official short term money market dealer or with any statutory corporation of the Australian or State Governments Treasury Departments;
- (e) acquisition, development or improvement of land of any tenure in Western Australia, within the bounds of the Synod, subject to the approval of the Property Trust;
- (f) purchase or acquisition of any stocks, shares, rights debentures or other fixed interest securities which are listed or are about to be listed on the Australian Stock Exchange;
- (g) purchase of financial products providing they are of investment grade with an appropriate rating from a recognised financial rating agency; and
- (h) any other investment or security authorized as a trustee investment by the Trustee Act of Western Australia.

Conformity with the Law of the Church

- 2.12.71** In managing the business and the affairs of the Uniting Church Investment Fund, the Investment and Corporate Finance Committee shall conform to the law of the Church provided that with respect to any dealings with any of the real or personal property of the Uniting Church Investment Fund no person or corporation being a vendor, purchaser, borrower, lender, lessor, lessee or otherwise dealing with the Investment and Corporate Finance Committee shall be concerned to see the observance of the provisions of this paragraph or to be affected by notice of non-observance thereof.

Indemnity

- 2.12.27** (a) Any person acting under the express or implied authority of the Uniting Church Investment Fund, Commission or the Investment and Corporate Finance Committee and who is not an independent contractor shall be indemnified out of the Uniting Church Investment Fund'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.
- (b) No member of the Commission, Investment and Corporate Finance Committee or other officer or servant of the Uniting Church Investment Fund, shall be liable for the acts, receipts, neglects or defaults of any other member of the Commission, Investment and Corporate Finance Committee, officer or servant of the Fund.

Reporting to the Commission

- 2.12.73** The Uniting Church Investment Fund shall provide reports to the Commission at times determined by the Commission and in a form and content as prescribed by the Commission.

Annual Reports and Accounts

- 2.12.74** The Investment and Corporate Finance Committee will ensure that the Uniting Church Investment Fund:
- (a) accounting records are kept in such a manner as will enable the preparation from time to time of true and fair accounts of the Uniting Church Investment Fund;
 - (b) accounts are properly audited;
 - (c) accounting records are kept at such place or places as the Investment and Corporate Finance Committee thinks fit;
 - (d) annual accounts are prepared in such form and at such times as

- the Investment and Corporate Finance Committee determines and are completed within three months of the end of the accounting period; and
- (e) accounts are prepared in accordance with the accounting standards for a reporting entity.

2.12.75 The Investment and Corporate Finance Committee shall:

- (a) prepare and attach to the annual accounts a report indicating the overall achievement of objectives of the Uniting Church Investment Fund during the year and shall cause a report to be prepared in a format appropriate for reporting to the investors in the Uniting Church Investment Fund and to the public; and
- (b) report on the Uniting Church Investment Fund annually through the Commission to the Synod in a form prescribed by Synod and containing the audited accounts of the Uniting Church Investment Fund.

Amendments to Uniting Church Investment Fund By-Laws

- 2.12.76** Any amendment to By-Laws relating to the Uniting Church Investment Fund shall be advised to the Australian Securities and Investments Commission and any other appropriate regulatory authority by means of a certificate of amendment prepared in accordance with By-Law 2.12.124(e).

Resources Governance Committee

2.12.77 Responsibilities of the Resources Governance Committee shall include:

- (a) Annual reviews of the performance of the Commission and Permanent Committees with respect to compliance, strategies, processes and efficiency;
- (b) Commission and committee member induction and development;
- (c) Assisting with identification of prospective Commission and committee members;
- (d) Monitoring of Commission and committee competency profiles;
- (e) Succession planning for the Commission, committees and the Resources Division;
- (f) Monitoring of Resources Commission By-Laws and procedure manuals; and
- (g) Reviewing performance of the Resources Division in the areas of:
- (i) Servicing the Commission and committees;
- (ii) Implementing Commission and committee policies, resolutions, plans and directions.

MEMBERSHIP OF THE COMMISSION

2.12.78 The Commission is appointed by each ordinary Synod and consists of:

- (a) The Chairperson;
- (b) The General Secretary;
- (c) The General Manager (Resources);
- (d) The Synod Property Officer;
- (e) Two members of the Uniting Church in Australia Property Trust (WA); and
- (f) A further five to seven other persons.

2.12.79 The Commission may co-opt up to three further members to ensure balanced representation or to provide the Commission with knowledge, abilities or experience not otherwise available to the Commission. The appointment of co-opted members shall be subject to endorsement by the Synod or Synod Standing Committee.

2.12.80 At least half the members of the Commission will be members of the Church and, as far as possible, the Commission membership should include at least one-third women and one-third men.

2.12.81 The Commission will recommend to Synod that either the General Secretary or the General Manager (Resources) be appointed the Synod Property Officer as defined in the Regulations.

2.12.82 The Chairperson of the Commission may attend any committee meeting and shall have the right to be heard.

MEMBERSHIP OF PERMANENT COMMITTEES

2.12.83 Membership of the Business and Financial Services Committee, the Property Services Committee and the Investment and Corporate Finance Committee as described in By-Law sub-clauses 2.12.31 (a), (b) and (c) shall consist of:

- (a) the Chairperson appointed by the Commission and endorsed by the Synod Standing Committee (Member of the Commission);
- (b) the Deputy Chairperson appointed by the relevant Permanent Committee (Member of the Commission);
- (c) the General Manager (Resources);
- (d) three persons appointed by the Commission; and
- (e) up to two other persons co-opted by the relevant Permanent Committee.

2.12.84 The appointment of co-opted members to the Business and Financial Services Committee, Property Services Committee and Investment and

Corporate Finance Committee shall be subject to endorsement by the Commission.

2.12.85 Membership of the Resources Governance Committee as described in By-Law sub-clause 2.12.31(d) shall consist of:

- (a) the Chairperson of Commission;
- (b) the Chairperson of Investment and Corporate Finance Committee;
- (c) the Chairperson of Business and Financial Services Committee;
- (d) the Chairperson of Property Services Committee;
- (e) the General Secretary;
- (f) the General Manager (Resources); and
- (g) up to two members appointed by the Commission.

2.12.86 Membership of Non-Permanent Committees established by the Commission or Permanent Committees shall have membership in accordance with By-Laws 2.12.33 and 2.12.35.

COMMISSION AND COMMITTEE MEMBER ELIGIBILITY AND COMPETENCIES

2.12.87 All members of the Commission and its committees shall:

- (a) have competencies, skills, knowledge and experience determined by the Commission as being relevant to the Commission's or committee's responsibilities;
- (b) not have been convicted of an indictable offence or an offence that would, in a comparable case of a director of a company, result in disqualification of the director under the Corporations Act 2001 (*Cth*); and
- (c) not be bankrupt.

2.12.88 At least one member of the Business and Financial Services Committee shall be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants.

2.12.89 All members of the Investment and Corporate Finance Committee must be persons who have:

- (a) Expertise, qualifications or experience in accounting, finance, banking, broking or property related businesses appropriate to the needs and the oversight of the business and affairs of the Investment and Corporate Finance Committee and the Uniting Church Investment Fund; and
- (b) A general working knowledge of the compliance responsibilities to be met by the Uniting Church Investment Fund and the Investment and Corporate Finance Committee.

STAFF MEMBERSHIP

- 2.12.90** No Church Centre staff other than the General Secretary, General Manager (Resources) and Synod Property Officer may be members of the Commission or committees of the Commission.
- 2.12.91** The Commission or a committee of the Commission may invite any person, including a member of the Church Centre staff, to be present for all or part of a meeting and speak to assist the Commission or committee in the fulfilling of their tasks and responsibilities.

TERM OF OFFICE

- 2.12.92** Members of the Commission co-opted in accordance with By-Law 2.12.79 will hold office for terms not exceeding twelve months from the date of appointment and will be eligible for re-appointment except that such members may not serve for consecutive terms exceeding ten years without Synod approval.
- 2.12.93** Members of the Commission appointed in accordance with By-Law sub-clauses 2.12.78(a), (e) and (f) will hold office for three years from the date of appointment and will be eligible for re-appointment except that such members may not serve for consecutive terms of office exceeding ten years without Synod approval.

INITIAL APPOINTMENT OF MEMBERS

- 2.12.94** (a) The terms of the initial Commission members, if not appointed at an ordinary Synod meeting, shall be calculated from the ordinary Synod meeting following their appointment.
- (b) Following the Synod appointment of the initial members of the Commission the Synod Standing Committee shall designate one third of the members to hold office for one year and one third to hold office for two years.

VACANCIES

- 2.12.95** A casual vacancy will occur in the membership of the Commission or a Permanent Committee if a member:
- (a) dies;
- (b) resigns by notice delivered to the Chairperson of the Commission or Permanent Committee;
- (c) is convicted of an indictable offence or an offence that would, in a comparable case of a director of a company result in disqualification of the director under the Corporations Act 2001 (Cth);

- (d) becomes bankrupt;
- (e) becomes incapable of continuing to act as a member of the Commission or Permanent Committee;
- (f) ceases to hold a qualification which is a prerequisite for the person's membership;
- (g) is not excused by the Commission for failing to attend three consecutive meetings of the Commission or Permanent Committee without leave or failing to attend at least 50% of the meetings in any calendar year; or
- (h) 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.

2.12.96 Casual vacancies in the Synod appointed membership of the Commission arising between meetings of the Synod will be filled by the Synod Standing Committee of Synod having regard to the skills required by the Commission at the time. The appointee will hold office for the remainder of the term of the member replaced.

2.12.97 If an ordinary vacancy occurs because the Synod failed to elect any or all of the elected members of the Commission or Permanent Committee, then the Synod Standing Committee may elect persons to fill any or all of the ordinary vacancies.

MEETINGS AND REPORTING

Frequency of meetings

2.12.98 The Commission will meet at least quarterly.

2.12.99 The Business and Financial Services Committee, Property Services Committee and Investment and Corporate Finance Committee will each meet at least quarterly.

2.12.100 At least four meetings each year of the Commission, Business and Financial Services Committee, Property Services Committee and Investment and Corporate Finance Committee must be held in person.

2.12.101 The Resources Governance Committee will meet at least twice each year in person.

2.12.102 The Commission and Permanent Committees may adjourn, determine time and place of meetings and otherwise regulate meetings as they consider appropriate subject to compliance with the Regulations and By-Laws.

Technology

2.12.103 A Commission or Permanent Committee meeting may be called or held using any technology agreed to, in advance, by all the members of the Commission or Permanent Committee.

Quorum

Quorum of the Commission

2.12.104 The quorum for a Commission meeting shall be a simple majority plus two, in person.

Quorum of the Executive Committee

2.12.105 The quorum for a meeting of the Executive Committee of the Commission shall be three.

Quorum of Permanent Committees

2.12.106 The quorum for the Business and Financial Services Committee, Property Services Committee and Investment and Corporate Finance Committee shall be a simple majority including at least one Commission member.

2.12.107 The quorum for the Resources Governance Committee shall be a simple majority including at least one Permanent Committee chairperson.

2.12.108 The quorum for a circulating resolution shall be all members entitled to vote on the resolution provided that the number of entitled members is equal to or greater than the quorum for a meeting of the Commission or relevant committee.

Minutes

2.12.109 Minutes will be kept of all meetings of the Commission and committees in a minute book provided for that purpose and the minutes will be confirmed by the next succeeding meeting of the Commission or committee and signed by the Chairperson of that meeting.

Circulating Resolutions

2.12.110 (a) The Commission or a committee may make decisions by a circular or electronic poll of all members entitled to vote, provided there is no binding decision if there is a dissenting vote. The resolution is passed when the last member signifies agreement.

(b) A Commission or committee member is not entitled to vote on a circulating resolution if she or he has a conflict of interest unless it

has been disclosed and dealt with in accordance with these By-Laws and procedures set down by the Commission.

Officers

- 2.12.111** (a) The Commission and Permanent Committees shall annually appoint a Deputy Chairperson from among their elected members; and
- (b) In the absence of the Chairperson and Deputy Chairperson, the members present at any meeting of the Commission or Permanent Committees may elect a chairperson of the meeting from amongst those present.
- 2.12.112** The Chairperson of the Resources Governance Committee will be appointed by the Commission.

Calling a Meeting

- 2.12.113** (a) The Chairperson, the General Secretary or the General Manager (Resources) may convene a meeting of the Commission at any time. The General Secretary shall on receipt of a requisition in writing by any three members, convene a meeting of the Commission.
- (b) The Chairperson of a Permanent Committee or the General Manager (Resources) may convene a meeting of the Permanent Committee at any time. The General Manager (Resources) shall, on receipt of a requisition in writing by any three members, convene a meeting of the Permanent Committee.
- (c) The requisition for a meeting shall specify the reason for which the meeting is to be convened.
- (d) At least seven days written notice of every Commission and Permanent Committee meeting shall be given to all members unless the Chairperson considers an emergency exists in which case a meeting may be convened on shorter notice.
- 2.12.114** The non-receipt of a notice of meeting by a Commission or Permanent Committee member does not invalidate the meeting.

Conduct of meetings

- 2.12.115** The procedures of the Church's Manual for Meetings apply as far as practicable to all meetings of the Commission and Permanent Committees.

- 2.12.116** Each Commission member or Permanent Committee member has and may exercise one vote. The chairperson of a meeting does not have a deliberative vote but has a casting vote in the event of an equality of votes.
- 2.12.117** All acts done by any meeting of the Commission, a committee or by any person acting as a Commission member shall be held as valid as if the person had been duly appointed and was qualified to be a Commission member or to be a member of the committee notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Commission member or a member of the committee, to act as an Commission member, or that a person so appointed was disqualified.
- 2.12.118** A resolution passed at a meeting of the Commission or a permanent committee of the Commission will not be rescinded at a subsequent meeting unless seven days-notice of the intention to propose the rescission is given in the notice convening the meeting.

Reporting

- 2.12.119** The Commission will report to the Synod at each ordinary Synod meeting and to each meeting of Synod Standing Committee.
- 2.12.120** The Business and Financial Services Committee, Property Services Committee and Investment and Corporate Finance Committee will report to the Commission at each Commission meeting in a form and content as prescribed by the Commission
- 2.12.121** The Resources Governance Committee will report to the Commission as requested or when necessary.
- 2.12.122** The Uniting Church Investment Fund, Uniting Church Insurance Services and the Accounts Committee of Review will report in the manner described in these By- Laws.

CONFLICT OF INTEREST

- 2.12.123** A member of the Commission or of any committee who has any direct or indirect pecuniary or beneficial interest, or whose unfettered or independent judgment is or could be perceived as impaired by any contractual, business or other relationship, in a matter being dealt with by the Commission or committee must, as soon as the member becomes aware of that interest or relationship, disclose to the Commission or committee the nature and extent of that interest or relationship. The Commission or any committee then determines 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 Commission or any committee will minute its decision and record that decision in a Register of Conflicts.

AMENDMENTS TO THESE BY-LAWS

- 2.12.124** (a) The Commission may submit a request to the Synod for the amendment of these By-Laws.
- (b) These By-laws may only be amended in accordance with By-Law 1.2.1-7.
- (c) These By-Laws may only be repealed in accordance with By-Law 1.2.8-11.
- (d) Any amendment to these By-Laws shall be advised to the appropriate regulatory authorities.
- (e) A certificate of evidence of amendment to these By-Laws signed by the Secretary for the time being of the Synod shall be conclusive evidence that any such resolution of Synod has been passed in the manner certified in such certificate.

GOVERNANCE OF THE RESOURCES DIVISION

Resources Division

- 2.12.125** The Commission will in its governance of the Resources Division:
- (a) determine policies governing the functions and operations of the Resources Division;
- (b) appraise the performance of the Resources Division against key performance indicators determined by the Commission; and
- (c) recommend to the General Secretary succession planning initiatives for the position of General Manager (Resources).

RESPONSIBILITIES OF THE RESOURCES DIVISION

- 2.12.126** The Resources Division has responsibilities as determined by these By-Laws and the Commission.

Business and Financial Services

- 2.12.127** The responsibilities of the Resources Division regarding business and financial services include:
- (a) Undertaking accounting procedures;
- (b) Establishing and maintain policies and procedures relating to taxation;

- (c) Undertaking internal and external audit requirements ;
- (d) Preparing Synod and Presbytery financial accounts and reports;
- (e) Collecting Synod financial data;
- (f) Undertaking financial and business management;
- (g) Managing of estates, trusts, bequests and special purpose funds;
- (h) Maintaining finance compliance with internal and external regulatory requirements;
- (i) Providing support services to the Commission and its committees;
- (j) Servicing the Accounts Committee of Review and undertaking associated tasks;
- (k) Preparing budgets;
- (l) Processing payrolls;
- (m) Overseeing and evaluating financial performance of business, resourcing and service activities provided by the Uniting Church Centre; and
- (n) Performing any other management and administrative requirements under Regulations 3.7.4.6; 3.8.6 and 3.8.7.

Investment and Corporate Finance Services

2.12.128 The responsibilities of the Resources Division regarding investment and corporate finance services include:

- (a) Providing an investment and corporate finance service to the Commission and its committees;
- (b) Overseeing investment property development initiatives and activities;
- (c) Undertaking management functions of the Uniting Church Investment Fund; and
- (d) Performing any other management and administrative requirements under Regulations 3.7.4.6.

Property Services

2.12.129 The responsibilities of the Resources Division regarding property services include:

- (a) Providing management services to the functions of the Synod Property Commission;
- (b) Providing management services to the functions of the Presbytery

- Property Committee;
- (c) Maintaining Property Compliance with Internal and External Regulatory Requirements;
 - (d) Maintaining a Synod Property Register;
 - (e) Managing Property;
 - (f) Providing support services to the Commission and its committees;
 - (g) Managing Property Security; and
 - (h) Any other management and administrative requirements under Regulations 4.1-4.11.11.

Insurance Services

2.12.130 The responsibilities of the Resources Division regarding insurance services include:

- (a) Undertaking management functions of the Uniting Church Insurance Services;
- (b) Establishing and Maintaining insurance policies and procedures; and
- (c) Any other management and administrative requirements under the Regulations and By-Laws.

Risk Management

2.12.131 The responsibilities of the Resources Division regarding risk management include:

- (a) Implementing the risk management policies of the Commission;
- (b) Developing and implementing risk management policies of the Resources Division; and
- (c) Developing and implementing a Business Continuity Plan.

Information and Communication Technology

2.12.132 The responsibilities of the Resources Division regarding information and communication technology include:

- (a) Managing Uniting Church Centre hardware and communications infrastructure;
- (b) Managing systems software;
- (c) Providing "Help Desk" support;
- (d) Developing and implementing disaster recovery strategies;

- (e) Managing information security; and
- (f) Overseeing copyright and software licensing compliance requirements.

Human Resource Management

2.12.133 The responsibilities of the Resources Division regarding human resource management include:

- (a) Developing and implementing employment policies and procedures;
- (b) Monitoring and ensuring compliance with industrial relations legislation;
- (c) Providing management and administrative support in industrial relations matters; and
- (d) Developing and implementing emergency procedures.

Occupational Safety and Health

2.12.134 The responsibilities of the Resources Division regarding occupational safety and health include:

- (a) Developing and implementing occupational safety and health policies and management procedures;
- (b) Monitoring and ensuring compliance with occupational safety and health legislation; and
- (c) Implementing improvement strategies for occupational safety and health risk minimisation.

Administrative Services

2.12.135 The responsibilities of the Resources Division regarding administrative services include:

- (a) Providing administrative and secretarial support to governance;
- (b) Providing personal assistant support staff within the Uniting Church Centre; and
- (c) Overseeing Uniting Church Centre record and archive management.

Asset Management

2.12.136 The responsibilities of the Resources Division regarding asset management include:

- (a) Managing Uniting Church Centre assets (including motor vehicles and equipment); and

- (b) Facilitation of the efficient use of Synod-wide assets.

Resource Planning and Process Management

2.12.137 The responsibilities of the Resources Division regarding resource planning and process management include:

- (a) Develop and implement plans and processes for the Resources Division; and
- (b) Develop and implement resource plans and processes which assist with achievement of the desired outcomes of the Synod Strategic Plan.

Other Responsibilities

2.12.138 Other responsibilities of the Resources Division may be determined by the Synod or Commission.
