

THE NEW CHURCH in AUSTRALIA

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CORPORATE GOVERNANCE MANUAL OF THE NEW CHURCH IN AUSTRALIA

*Version 1.1 reviewed on 29th October 2011
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OVERVIEW

“Introduction to the Manual”

i. HOW TO USE THE MANUAL

i.i. Board Director

The term ‘Board’ is used throughout the Manual to cover persons normally elected or appointed by members of the Company registered under Federal legislation to administer the operation of the Company.

The New Church in Australia (NCIA) is registered as a company limited by guarantee (as a public company) under the *Corporations Act 2001* (Commonwealth) and has a Board of Directors.

The *Corporations Act 2001* (see chapter 2D) provides a full listing of all corporate governance obligations and responsibilities and it sets minimum standards that Board Directors should aspire to in the execution of their corporate governance obligations and responsibilities. Under the Act, it is generally irrelevant whether the Board Director is paid or serves in an honorary or unpaid capacity.

i.ii. Nature and Scope of Authority

A Board Director occupies a special position because they administer the NCIA on behalf of, or effectively on trust, for the members. Therefore, all the actions and decisions of the Board Directors should have the net effect of promoting members’ collective interests as stated in the NCIA Constitution and By-Laws.

To effectively achieve the above, Directors should strive to work amicably with all stakeholders, to ensure the strategic long-term viability of the NCIA. The interface with employees should be through the President or other authorised Director.

Board Directors may take on the added responsibilities of the day-to-day management of the NCIA, along with other voluntary staff. When doing this, Board Directors acknowledge that no employment relationship exists. This in no way increases or diminishes the corporate governance obligations and responsibilities of the Board Directors. Board Directors in this position take on dual roles and need to be cognisant of any potential conflicts of interest and declare them promptly at a Board meeting.

At all times, actions and decisions made by Board Directors should comply with applicable legislation and fall within the scope of the NCIA Constitution and By-Laws and guidelines and policies established by the Board.

The satisfaction a Board Director may gain from their role depends on their level of commitment and involvement with the NCIA. Among other things, they need to follow good corporate governance principles, which are discussed in this manual.

i.iii. Corporate Governance Principles

Some corporate governance obligations and responsibilities are “best practices” while others are statutory requirements and both are discussed together in this Manual so as to present a holistic picture of corporate governance obligations and responsibilities.

The NCIA is registered as a company limited by guarantee under the *Corporations Act 2001* and Directors should refer to the *Corporations Act 2001* for the full listing.

Corporate governance principles place the following obligations on the Board:

- control the business and operations of the NCIA;
- ensure the NCIA complies with applicable legislation and conforms to the NCIA Constitution and By-Laws and guidelines and policies established by the Board;
- participate actively and intelligently in the decision-making processes of the Board and exercise independent judgment;
- exercise reasonable care and skill in the performance of duties;
- show commitment to the vision and mission of the NCIA;
- act in good faith;
- act honestly, with integrity and within guidelines and policies established by the Board;
- be consistent, fair, transparent and accountable when executing obligations and responsibilities;
- declare any conflicts of interest and gifts or gratuities in accordance with guidelines and policies established by the Board;
- scrutinise the actions and decisions of fellow Board Directors;
- ensure the name of the NCIA appears on the common seal and in legible characters on all official documents, including business letters, official notices, publications, cheques and receipts;
- ensure documents addressed to the NCIA are promptly brought to the attention of the Board;
- ensure financial affairs of the NCIA are audited annually and proper records are kept of the financial transactions and the financial position of the NCIA;
- make enquiry on the performance of the NCIA, and any Sub-Committees, through the Secretary and Treasurer that is necessary to ensure the proper functioning of the NCIA and the Board and to ensure long-term strategic viability of the NCIA;
- ensure that the Annual General Meeting (AGM) is held within five months of the end of the financial year of the NCIA; ensure the relevant financial statements are sent with the notice of the AGM and a copy of the audited financial statements of the NCIA is provided at the AGM;
- ensure annual financial statements are lodged with ASIC within 4 months of the end of the financial year in accordance with the *Corporations Act 2001*;
- liaise with stakeholders, including members, with reasonable courtesy and approachability and project a professional image of the NCIA;
- ensure that a copy of the NCIA Constitution and By-Laws is available to all members;
- ensure that all meetings are called and held in accordance with the NCIA Constitution and By-Laws; minutes of meetings are properly kept; and a special resolution if tabled and passed meets the requirements of such a resolution as stated in the *Corporations Act 2001*;
- ensure documents provided to ASIC do not contain false or misleading statements or omit any information that may make them false or misleading;
- eliminating, where possible, or minimising operational (including financial) risks;

- obtain public liability insurance and keep it current.
- continually update knowledge on all relevant matters, including legislation, policies, practices, trends and innovations.

i.iv. Organisation and Contents of the Manual

This Manual is a reference tool, is advisory and is a guide.

It presents the corporate governance obligations and responsibilities in an ‘easy to understand’ format and language, with supporting examples, checklists and other resources so that they can be adequately understood and professionally executed.

The overarching goal of the Manual is to promote consistently high standards and confidence in the administration of the NCIA as a whole.

There are six sections in the Manual as follows:

1. NCIA Setting
2. Operating Framework
3. Major Responsibilities
4. Governing Principles
5. Basic Tools
6. Key Contacts

1. NCIA Setting

Provides background information on the NCIA.

2. Operating Framework

Defines corporate governance and puts it in the context of the Board Director

3. Major Responsibilities

Explains key corporate governance obligations and responsibilities of the Board Director

4. Governing Principles

Outlines policies to guide the operational aspects of the Board

5. Basic Tools

Discusses tools, checklists and other resources that the Board can use to engage in effective corporate governance

6. Key Contacts

Provides background information, including contact details, of organisations that impact on the function of the Board

i.v. Adoption of the Manual

The NCIA Board is expected to formally adopt the Manual at a Board meeting for it to have effect.

The Manual is applicable to all Board Directors and they should sign the Corporate Governance Charter in section 5.9 to demonstrate their willingness to abide by the Manual in the execution of their corporate governance obligations and responsibilities.

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- A. Strategic Plan
- B. Annual Financial Statements
- C. Investment Risk Strategy
- D. NCIA Constitution and By-Laws
- E. List of Policies
- F. Code of Ministerial Conduct
- G. Code of Practice for Council of Ministers ('COM')
- H. Licence Agreement

1. NCIA SETTING - Background Information on the NCIA

1.1 The New Church in Australia - Setting

1.1.1 Background

The company was incorporated in 1896 as a company Limited by Guarantee to serve as the umbrella organisation for the affiliated New Church Societies throughout Australia and was known as 'the Association'.

Originally there were five affiliated Societies but subsequently the New Church in Canberra and the Auckland Society of the New Church in New Zealand have become affiliated with the NCIA.

Each of the affiliated Churches is entitled to appoint two members to the Company. For more details see the Constitution.

1.1.2 Board of Directors

Julian Duckworth	President
David Moffat	Vice President
Kevin Attwater	Secretary
Graham Hanna	Treasurer
Karl Robinson	
Christine Kendrick	

Under the Constitution there can be up to six Directors.

1.1.3 Vision and Mission Statements

To be completed once the Strategic Plan is approved.

1.1.4 Associated Entities

The Australian New Church College (ANCC) is a body established under the auspices of The New Church in Australia. It is a registered business name in the state of New South Wales but it is not a legal entity for accounting purposes. It has a Director of Spiritual Training (DST), Rev. David Millar who oversees the operations. The DST reports to the NCIA Board. It also has a College Council comprising the Council of Ministers (COM).

1.1.5 Affiliated Societies

There are seven affiliated churches namely Adelaide Society of the New Church, Brisbane Society of the New Church, The New Church in Canberra, The New Church Inc (Perth), Sydney Society of the New Church, The New Church in Victoria and Auckland Society of the New Church. Each is incorporated under Australian Corporations Law or Incorporated Associations Law in the respective States or New Zealand Law in the case of Auckland.

The New Church Australia-wide and Auckland, New Zealand

- Societies affiliated with the NCIA came into existence progressively both prior to and subsequent to the incorporation of the NCIA.
- NCIA operates as a Not for Profit organisation being a Religious Body and under current legislation is a Tax Exempt organisation in Australia. This position needs to be regularly reviewed to ensure that the Company satisfies all conditions that can be changed from time to time.
- The NCIA affiliation types are Societies and Groups

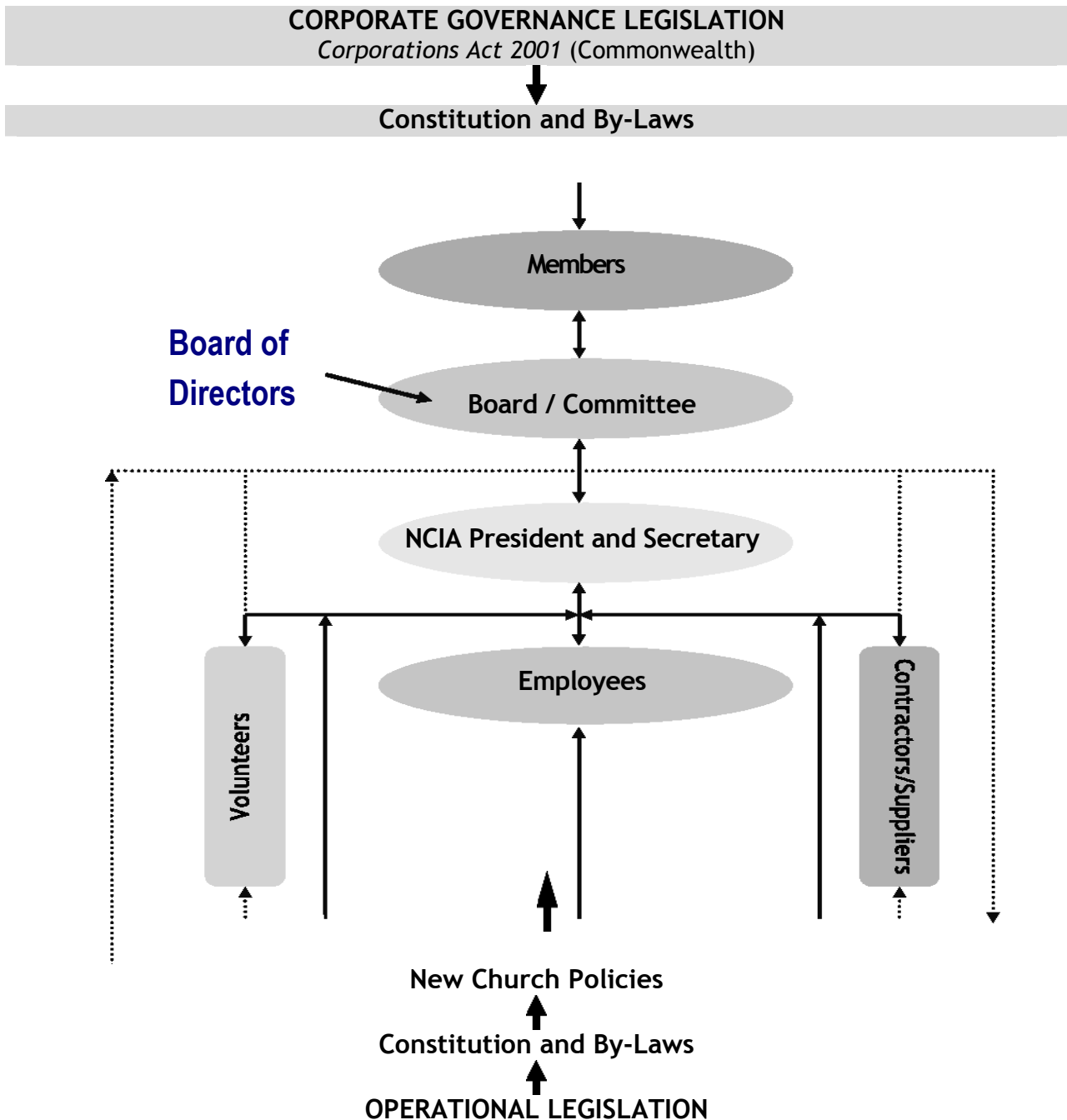
2. OPERATING FRAMEWORK

“Links between the role of a Board Director and the NCIA corporate governance”

- 2.1 Corporate Governance Authority**
- 2.2 What is Corporate Governance?**
- 2.3 Importance of Corporate Governance**
- 2.4 Effective Corporate Governance**
- 2.5 Corporate Governance Liability**

2.1 Corporate Governance Authority - Framework

The flowchart below illustrates the scope of the authority of a Board Director:



The authority of a Board Director is derived from their position on the Board, which is established by the relevant governing legislation (see 'How to Use the Manual') and the NCIA Constitution and By-Laws to ensure the strategic long-term viability of the NCIA.

In making decisions a Director of the Board should keep informed, by interacting with the Members of the NCIA and other Board Directors. At the same time, with the assistance of the Secretary, Directors must ensure all actions and decisions are in accordance with the governing legislation and the NCIA Constitution and By-Laws.

The Director is the link between the NCIA Board on the one hand and members on the other hand and can take suggestions from and report to members, principally through General Meetings.

Directors may also enlist volunteers. Volunteers are generally people who provide their services without any expectation of a reward, (financial or otherwise) and in the absence of any contractual obligations with the NCIA. Volunteers report on a regular basis to the NCIA Board.

2.2 What is Corporate Governance? - Framework

When bona fide members of the NCIA elect or appoint a Board Director, the Director assumes certain obligations and responsibilities that they should fulfil during their tenure as a NCIA office bearer.

These obligations and responsibilities are listed in section i.iii on page 3 and include:

- ensuring the strategic long-term viability of the NCIA;
- complying with all applicable legislation;
- making decisions within the scope of the NCIA Constitution and By-Laws;
- acting honestly and in the best interest of the NCIA;
- declaring any conflicts of interest;
- disclosing gifts or gratuities, in accordance with guidelines and policies approved by the Board;
- eliminating where possible or else minimising operational (including financial) risks;
- considering advice provided by the NCIA sub-committees (and employees) on the operation of the NCIA;
- promoting a diligent organisational culture at the NCIA.

Collectively, these and other obligations and responsibilities associated with the administration of an organisation, including attaining the objects and monitoring performance of an organisation, are called corporate governance.

The Australian Standard Good Governance Principles AS 8000 explains corporate governance as *the system by which entities are directed and controlled*. It notes that corporate governance addresses the issues arising from the interrelationships between boards of directors, such as interaction with senior management, and relationships with the owners and others interested in the affairs of the entity, including regulators, auditors, creditors, debt financiers and analysts. While acknowledging that there is no one global applicable definition, the AS 8000 cites a useful corporate governance statement as follows:

Corporate governance generally refers to the processes by which organisations are directed, controlled and held to account. It encompasses authority, accountability, stewardship, leadership, direction and control exercised in the organisation.

It is important to note that corporate governance requirements are similar for all entities, whether they are non-profit or for-profit organisations, because they should operate on sound commercial and business principles to ensure their strategic long-term viability and to effectively meet the objects of their existence.

2.3 Importance of Corporate Governance? - Framework

Corporate governance is important for a number of reasons because it enables the Board to complete its functions, as listed in section i.iii on page 3.

Members have entrusted the Board of Directors with corporate governance authority by electing them to oversee the affairs of the NCIA. Members expect the Directors to safeguard their collective interests and those of the NCIA by acting diligently and exercising an independent judgement on all matters. In other words, the Board is the ultimate authority for the corporate governance of the NCIA and should demonstrate leadership in order to ensure efficient operation of the NCIA through the NCIA Board and its sub-committees.

The NCIA Secretary role in corporate governance derives from an appointment by the Board. The NCIA Secretary when appropriate provides advice on the operation of the NCIA to the other Directors for consideration, implements lawful directives, operates the NCIA on a daily basis and reports to the Board. The NCIA Secretary should ensure that the operations of the NCIA adhere to sound business principles.

By engaging in corporate governance, the Board Directors will be demonstrating to stakeholders, including members, that they have taken all reasonable measures to minimise loss and to positively control and direct the affairs of the NCIA. This may be a Directors' strongest defence in the event that Authorities seek to impose civil and criminal penalties upon them for failing to adequately fulfil corporate governance obligations and responsibilities, or in the unfortunate event of the NCIA going into receivership or liquidation.

2.4 Effective Corporate Governance? - Framework

Effective corporate governance can be demonstrated by adhering to certain principles and standards when executing corporate governance obligations and responsibilities. These principles and standards are contained in legislation, particularly the *Corporations Act 2001*, the common law and the NCIA Constitution and By-Laws. The Board may also establish guidelines and policies relating to acceptable principles and standards of corporate governance.

Some examples of how the Board apply these principles and standards are in section i.iii on page 3.

The Board should review corporate governance policies and procedures on a regular basis to ensure that they are up-to-date, effective, and adequately meet all applicable legislative requirements and the reasonable expectations of members.

It is important to note that ability to engage in effective corporate governance will determine the strategic long-term viability of the NCIA.

2.5 Corporate Governance Liability - Framework

There are significant liabilities for a breach of corporate governance obligations and responsibilities.

The liabilities can arise in a number of ways and the following are some common examples:

- breach of applicable legislation;
- not complying with the NCI Constitution and By-Laws;
- engage in insolvent trading;
- unlawful trade practices, for example misleading and deceptive conduct;
- failure to provide a safe environment for members and employees;
- laxity regarding prevention of theft, fraud or mismanagement of funds;
- falsification of records or provision of misleading or deceptive information;
- destruction of records or not keeping them for the required period under legislation;
- gaining an unfair personal advantage from the NCI operation;
- improper conduct of meetings;
- procedural unfairness, for example denial of natural justice, that is, not giving a fair and reasonable opportunity to all parties to present their 'side of the story' on an issue.

While some liabilities for breaches of corporate governance obligations and responsibilities co-exist in that similar penalties can be imposed on both the Director and the NCI, some others may be only imposed on the NCI and not the Director and the reverse situation may apply.

The effect of a significant breach may be devastating such as financial loss and damage to reputation. When a significant breach occurs, Statutory or Regulatory Authorities, in particular the Australian Securities and Industry Commission (ASIC), and the Australian Tax Office (ATO) may take action, resulting in outcomes, including the cancellation of the NCI registration as a tax-exempt entity.

|3. MAJOR RESPONSIBILITIES

“Key obligations and responsibilities as a Board Director”

- 3.1 Engage in Strategic Planning**
- 3.2 Monitor and Control Finances**
- 3.3 Manage Risks**
- 3.4 Oversee the NCIA Management**
- 3.5 Comply with Applicable Legislation**
- 3.6 Commit to the NCIA Constitution and By-Laws**
- 3.7 Attend to Board Matters**
- 3.8 Demonstrate Accountability, Ethics and Stewardship**
- 3.9 Promote a Diligent Organisational Culture**
- 3.10 Fulfil Community Obligations**

3.1 Engage in Strategic Planning - Framework

Board Directors you should actively participate in the strategic planning process of the NCIA.

Strategic planning is about setting and achieving goals that promote the long-term viability of the NCIA. It is important because strategic planning:

- enables the Board to effectively administer the NCIA so it meets the needs and aspirations of members;
- helps the Board to direct valuable resources towards attainment of realistic goals to enhance the financial viability of the NCIA;
- allows the Board to continually monitor the progress of the NCIA and make informed changes in response to the NCIA internal and external operating environments; and
- provides the Board with a work plan to achieve the vision and mission of the NCIA.

It is important to note that strategic planning is different from operational planning because operational planning deals with the day-to-day management of the NCIA and is undertaken by the NCIA Secretary. Strategic planning, on the other hand, focuses on the long-term viability of the NCIA in line with the objects of the NCIA, as stated in the NCIA Constitution and By-Laws and the NCIA vision and mission statement. It is undertaken by the Board.

3.1.1 Strategic Plan

Refer ATTACHMENT A for the NCIA Strategic Plan.

The Board should formally approve the Strategic Plan for it to have effect and should periodically review progress and make any necessary amendments in approach, resource allocation or timeframe to assist the persons nominated to address each goal to the satisfaction of the Board. The Board should have a standing agenda item titled ‘Strategic Plan’ to facilitate this process.

The Board should also regularly inform and seek endorsement of the strategic policy directions taken by the Board from members. This could be done in any meeting of members but preferably at the Annual General Meeting (AGM) when the Board presents the Annual Report.

3.2 Monitor and Control Finances - Responsibilities

Board Directors should regularly monitor finances, oversee financial controls and engage in ongoing financial analysis of the NCIA. An Administration Sub-Committee of the Board will deal with all financial and administrative matters and report back to the full Board with a set of minutes of meetings. The full Board will ratify the decisions at the next Board Meeting.

The Administration Sub-Committee comprises the Treasurer, Secretary and two other Directors (not including the President or Vice President).

These processes will enable the Board to better manage the NCIA finances and to fulfil other fiduciary functions such as to:

- prevent, or at the very least identify and rectify, early risks of performance gaps, mismanagement of funds, theft or other matters that can significantly undermine the operations of the NCIA;
- promote operational (including financial) stability of the NCIA;
- provide accurate information to members and other stakeholders on the financial health of the NCIA;
- ensure regulatory compliance requirements are met, including lodging the NCIA financial statements under applicable legislation; and
- control and make better use of existing financial resources of the NCIA.

3.2.1 Monitor Finances

The Board should ensure that the NCIA Treasurer provides the following financial statements to the Board at intervals determined by the Board:

- **Statement of Financial Position (Balance sheet)** - This statement gives information about assets, for example property, equipment, cash accounts, certificates of deposits and receivables; and liabilities, for example debt and loans.
- **Statement of Activities (Income and Expense Statement)** - This statement gives information on the revenues, expenses and the change in net assets of the NCIA.
- **Statement of Cash Flow** - This statement gives a forward projection of income and expenditure to ensure that there is enough cash to meet ongoing commitments, for example payment of salaries and bills.

The Directors should scrutinise the financial statements and try to identify any shortcomings. Through the Board, the Administration Sub-Committee or the Central Services Bureau Sub-Committee established by the Board, enquiries can be made to the NCIA Treasurer to request corrections to be made to the satisfaction of the Board.

3.2.2 Financial Controls

The Board can ask the NCIA Treasurer to demonstrate the following financial controls in regard to the financial statements:

- **Compliance** - Do the statements adhere to proper accounting practices and comply with applicable legislation?
- **Security and authorisation** - Are financial records securely kept so they are only accessible to authorised persons?
- **Accuracy** - Are financial entries correct and supported by written evidence?
- **Reconciliation** - Are financial statements reconciled regularly?
- **Transparency** - Are financial records available for scrutiny?
- **Accountability** - Are discrepancies properly accounted for?
- **Record keeping** - Are financial records kept for the required period under legislation?
- **Procedures manual** - Are there written procedures to handle financial transactions, for example deposit of cash in the bank or the authority to pay expenses, for example to pay bills?

3.2.3 Financial Analysis

The Board should ask the NCIA Treasurer to perform financial analyses to give an indication of the financial health of the NCIA on a regular basis, preferably quarterly.

A basic financial analysis is the Horizontal or Vertical Analysis:

Horizontal Analysis	Vertical analysis
This analysis compares an item in the current year’s budget with the same item in the previous year’s budget (or the year before). This is often called the ‘year-to-date comparison’.	This analysis compares an item in current budget against other items in the same budget to understand their proportionate contribution to the overall budget.

An example of a basic horizontal or vertical analysis is given below:

Example of a Basic Horizontal or Vertical Analysis		
The NCIA has the following income and expenses:		
	Year 1	Year 2
Income	\$10,000	\$12,000
Expenses	\$ 5,000	\$ 8,000
Surplus	\$ 5,000	\$ 4,000
Horizontal Analysis: The income increased by 20% (or \$2,000) from Year 1 to Year 2 but the expenses to generate it increased by 60% (or \$3,000) for the same period.		
Vertical Analysis: In Year 1, the expenses represented 50% (or \$5,000) of the income but in Year 2, it represented 67% (or \$8,000) of the income.		
Comments: The NCIA financial position is deteriorating because the expenses required to generate the income is increasing, as evident in the decline of 20% (or \$1,000) in Year 2 surplus.		
Action: Control expenses.		

The Horizontal or Vertical Analysis ought to be complemented by other types of financial analyses such as ratios to give a fuller picture of the financial performance of the NCIA.

The **Financial Monitoring and Controls Checklist in 5.2** can be used to perform the above financial management role.

Refer ATTACHMENT B for a copy of the last audited NCIA **Annual Financial Statements**.

3.3 Manage Risks - Responsibilities

The Board Directors should eliminate where possible, or else minimise, the risks associated with actions and decisions when executing corporate governance obligations and responsibilities, including those inherent in decision-making processes.

The risks generally relate to four types of breaches:

- **Breach of Statutory law** - This category includes non-compliance of applicable legislation such as not complying with the tax exempt status requirements.
- **Breach of Common law** - This category includes not meeting the duty of care established by decisions of judges over many years such as not giving a reasonable opportunity for a member to explain why their membership should not be terminated by the NCIA.
- **Breach of the NCIA Constitution and By-Laws** - This category includes actions and decisions that are contrary to the NCIA Constitution and By-Laws, for example calling a general meeting without giving sufficient notice of the meeting.
- **Breach of Board Guidelines and Policies** - This category includes actions and decisions that do not conform to guidelines and policies established by the Board, including not disposing of a gift or gratuity as instructed by the Board.

The risks can be broadly classified as:

- **Corporate Governance Risks** - risks inherent in the actions, decisions and the decision-making processes of the Board or individual Board Directors.
- **Operational Risks** - risks inherent in the actions, decisions and the decision-making processes of the NCIA Secretary who provides advice for consideration and the actions, decisions and the decision-making processes of employees.

There are no clear distinctions between corporate governance and operational risks, as one risk factor may overlap onto the other. For instance, laxity over financial monitoring and overseeing financial controls may be the result of the NCIA Secretary failing to put in place adequate safeguards and the Board failing to adequately scrutinise financial statements.

While the Director's role is primarily concerned with managing corporate governance risks through the Board, they also have an overall responsibility for ensuring that the NCIA Secretary and the NCIA sub-committees effectively manage operational risks.

3.3.1 Managing Corporate Governance Risks

Perhaps the most effective way to eliminate where possible, or else minimise, corporate governance risks is not to act without the express authority of the Board on significant NCIA matters. In the rare event that action has to be taken without the express authority of the Board on significant NCIA matters, it is absolutely crucial that all actions and decisions are

subject to the final approval of the Board. In both cases, the actions should be undertaken impartially and objectively.

Acting impartially and objectively generally involves acting in accordance with guidelines and policies established by the Board. It includes declaring any conflicts of interest in accordance with the **Conflicts of Interest Policy in 4.4**, and dealing with any gifts or gratuities in accordance with the **Gifts or Gratuities Policy in 4.5**. It also requires seeking and receiving, through the Board, independent legal and professional advice, on significant corporate governance matters. This may also include contacting relevant Statutory or Regulatory Authorities (see section 5.5) for guidance.

A Director taking such action should promptly submit a report for the Board that outlines their actions and decisions and the outcomes. This will enable the Board to scrutinise those actions and decisions and the outcomes to check their compliance with applicable legislation and conformity with common law and the NCIA Constitution and By-Laws, accepted codes, policies and guidelines and accepted community standards. This process will inform the decision of the Board to accept the outcome or take corrective actions, for example refuse to endorse the outcomes, if necessary.

3.3.2 Managing Operational Risks

For managing operational risks, the Board should ask the NCIA Secretary to identify, analyse, evaluate and treat risks and formulate a Risk Management Plan in accordance with the **Risk Management Policy in 4.6** as follows:

Managing Operational Risks	
What is the likelihood of the risk occurring?	<p>For managing operational risks, the Board should ask the NCIA Secretary to identify, analyse, evaluate and treat risks and formulate a Risk Management Plan in accordance with the Risk Management Policy in 4.6 as follows:</p> <p style="text-align: center;">High risk i.e. issues that may have a substantial negative impact on a person or the NCIA</p> <p style="text-align: center;">Moderate risk i.e. issues that may have some negative impact on a person or the NCIA e.g. not honouring NCIA cheques.</p> <p style="text-align: center;">Low risk i.e. issues that may have a limited negative impact on a person or the NCIA</p> <p style="text-align: center;">Risk Management Plan Strategies to eliminate where possible, or else minimise, the occurrence and consequences of risks</p>
	What are the consequences of the risk?

A central component of the Risk Management Plan should be the purchase of relevant and adequate level of insurance covers, including:

- Public Liability Insurance;
- Directors and Officers Liability Insurance;
- Workers Compensation;
- Personal Accident Insurance; (Corporate Travel Insurance in place)
- Voluntary Workers Insurance; and
- Insurance in the areas of fire, motor vehicle, cash in transit, flood, burglary, loss of income
- Public Liability for Camps (Arranged on a yearly basis for the duration of the Camp)

The assistance of an insurance broker should be sought to ascertain the insurance needs of the NCIA. Austbrokers RWA Pty Ltd (02-99762511) arranges all insurances on behalf of NCIA.

Once the Board has approved the Risk Management Plan, the NCIA Secretary should implement it to the satisfaction of the Board. The implementation process should be backed by training and awareness activities.

The Board should ask the NCIA Administration Sub-Committee to evaluate the Risk Management Plan on an on-going basis to keep it current with best practices. The **Risk Management Checklist in 5.3** assists in the risk management process.

An Investment Risk Strategy is in Place.

Refer ATTACHMENT C for a copy of the NCIA Investment Risk Strategy.

3.4 Overseer the NCIA Secretary - Responsibilities

The Board Directors appoint, seek and receive advice on the operation of the NCIA for consideration, delegate, supervise, appraise the performance and discipline or dismiss the NCIA Secretary through the President of the Board (or the person approved by the Board to perform this function).

3.4.1 Appointments

The Board has appointed the NCIA Secretary and Director of Spiritual Training by following proper recruitment and selection procedures. The Board should ensure that the procedures are non-discriminatory, fair, reasonable and equitable.

3.4.2 Seek and Receive Advice

The Board should ask the NCIA Secretary to provide advice on the operation of the NCIA for consideration through the President of the Board (or the person approved by the Board to perform this function). Regular reports should also be received from the Director of Spiritual Training and he should attend at least one face-to-face Board meeting annually.

3.4.3 Delegation

The Board can delegate certain authorities to the NCIA Secretary, for example represent the NCIA on a particular occasion or have the ability to approve discretionary expenses up to a certain limit.

3.4.4 Supervision

The Board should supervise the NCIA Secretary and this supervision can take many forms. The principal one is enforcing the contractual obligations contained in the NCIA Secretary's Contract with the NCIA by asking the NCIA Secretary to provide regular reports on various aspects of NCIA operations. The supervision should be done through the President (or another person nominated by the Board) and not directly by individual Board Members.

The Board can monitor the performance of the Director of Spiritual Training by reviewing the work of the Australian New Church College and querying any of his reports.

3.4.5 Appraisal

The Board may appraise the performance of the NCIA Secretary against pre-determined targets and performance standards set out in the NCIA Secretary's Contract.

3.4.6 Discipline or Dismissal

If any shortcomings are discovered in the performance of the NCIA Secretary, they should promptly be brought to the attention of the Board or if it is urgent to the President. The Board will then give the NCIA Secretary a reasonable opportunity to tell the Secretary's 'side of the story' before taking remedial measures if applicable. This process is called natural justice and is an important defence if the NCIA Secretary decides to pursue a legal challenge against the decision of the Board at a later stage. It is recommended that the NCIA seek independent legal advice before embarking on any dismissal process.

3.4.7 NCIA Secretary and Director of Spiritual Training Contracts

The Board has codified the role of the NCIA Secretary in a Contract, similarly with the Director of Spiritual Training in an Employment Contract. Copies of the contracts are held by the NCIA Secretary.

The Employment Contract should cover all matters, including the following:

- recognition that the NCIA Secretary is a chosen industry professional and should provide advice regarding the operation of the NCIA to the Board for consideration;
- duration and basis for extension or termination of the Contract or Agreement;
- specific duties, including any delegations;
- performance targets and standards and consequences for failing to meet them;
- reporting requirements and approach to the Board or Management; and
- remuneration.

The Employment Contract should be in the best interests of the NCIA and the remuneration agreed taking into account factors, including the size of the job and the NCIA circumstances. It should also comply with all applicable legislative requirements.

3.5 Comply with Applicable Legislation - Responsibilities

A Board Director must execute their corporate governance obligations and responsibilities within the bounds of statute and common law.

3.5.1 Statute Law - Responsibilities

Statute law is contained in Acts passed by Parliament and the list of **State or Federal Legislation in 5.5** highlights the major Acts that apply.

In particular, the *Corporations Act 2001* sets obligations of the Board that are included in the list in section i.iii on page 3.

The NCIA is registered as a company limited by guarantee under the *Corporations Act 2001* and Directors should refer to the *Corporations Act 2001* for the full listing.

3.5.2 Common Law - Responsibilities

Common law is a term that covers all the decisions of judges over many years, for example the Court has ruled that venues have a duty of care to intoxicated patrons. Common law is not legislated by Parliament and is not prescriptively written down in the same way as an Act of Parliament.

Some corporate governance obligations under the common law include the following:

- acting honestly;
- exercising reasonable care and skill;
- being diligent; and
- fulfilling fiduciary duties.

Fiduciary duties are the legal and equitable duties that arise from the special position in which Board Directors are placed as elected representatives responsible for the proper administration of the NCIA property and its activities in the interests of all members.

The list in section i.iii on page 3 includes some examples of common law obligations and fiduciary duties.

It is the responsibility of the Board to act speedily on all concerns by Statutory or Regulatory Authorities in accordance with the **Rectification of Legislative Breaches Policy in 4.7.**

3.6 Commit to the NCIA Constitution and By-Laws - Responsibilities

Board Directors should be familiar with and comply with the provisions of the NCIA Constitution and By-Laws.

The NCIA Constitution and By-Laws is registered with the Australian Securities and Investments Commission (ASIC) as the NCIA is registered as a company limited by guarantee under the *Corporations Act 2001*.

The NCIA Constitution and By-Laws governs the existence and operations of the NCIA. It provides for matters, including:

- nature and purpose of the NCIA and the NCIA ‘objects’;
- classes of members, membership fees and admission and termination of a member and the appeal process;
- structure, functions and powers of the Board;
- method of annual election and voting procedures;
- type of records to be kept;
- requirements and procedures relating to the calling and conduct of meetings, including the Annual General Meeting (AGM) and General Conferences and Assemblies;
- disclosures to members; and
- distribution of assets upon the winding up of the NCIA.

Refer to ATTACHMENT D for a copy of the Constitution and By-Laws of the NCIA.

The NCIA Constitution and By-Laws can be regarded as a form of contract between the Board and Members, as the Members have approved the NCIA Constitution and By-Laws to stipulate their common interests and they have elected the Board in accordance with the NCIA Constitution and By-Laws to administer the corporate affairs of the NCIA on their behalf. All actions and decisions of the Board should have the net effect of promoting the objects as stated in the NCIA Constitution and By-Laws.

Whatever actions or decisions are made, it is critical that they are in accordance with the NCIA Constitution and By-Laws. This means that the Board cannot take an action or decision that would be contrary to the provisions in the NCIA Constitution and By-Laws. For instance, they cannot call and hold a meeting without giving the proper notice, including specifying the matters to be discussed; or conduct the meeting without the required quorum (that is, the minimum number of people required by the NCIA Constitution and By-Laws to be present for a valid transaction of business at a meeting).

The Board’s actions or decisions should also be in the spirit of the NCIA Constitution and By-Laws. While it is difficult to define ‘the spirit of the NCIA Constitution and By-Laws’, it is

generally taken to imply broader, often unwritten, concerns and interests, for example promoting the overall welfare of or creating a culture that respects privacy of members.

While the Courts have a statutory role in regards to the NCIA Constitution and By-Laws, as provided under legislation, the Board is the authority that decides in the first instance whether or not actions or decision can be permitted under the NCIA Constitution and By-Laws because it is the prerogative of the Board to interpret the NCIA Constitution and By-Laws. The interpretation of the Board can always be challenged in a court of law, which may not only rule on the validity of the Board's interpretation but also determine if any remedial measures, including penalties, ought to be imposed on the Board and/or the NCIA.

The NCIA Constitution and By-Laws can only be amended with approval in a General Meeting and by following specific procedures contained in the Constitution. The ASIC may take action resulting in outcomes, including the cancellation of the NCIA Registration if the NCIA breaches its obligations under the *Corporations Act 2001* or operates beyond the scope of the NCIA Constitution and By-Laws regarding amendments to the NCIA Constitution and By-Laws.

3.7 Attend to Board Matters - Responsibilities

Board Directors are expected to attend to Board matters promptly and diligently.

These matters are those relating to the proper functioning of the Board, as well as those reserved for the Board.

3.7.1 Matters Relating to the Proper Functioning of the Board

These matters include:

- operating in accordance with the NCIA Constitution and By-Laws;
- interacting in accordance with the **Interaction with Members Policy in 4.8**;
- exercising reasonable courtesy and approachability in interactions with members and affiliated Societies;
- working amicably with fellow Board Directors;
- attending Board meetings either Face-to-Face or by Telephone Conferences;
- participating actively in Board deliberations, including engaging in a thorough analysis of proposals put to the Board;
- keeping accurate and complete records of Board meetings; Board decisions; and personal actions and decisions;
- maintaining confidentiality of Board deliberations in accordance with the **Confidentiality Policy in 4.9**;
- where practicable, establishing sub-committees in specialist areas, for example risk management and finance and audit;
- exercising an independent judgement, accountability, transparency and ethics in decision-making processes;
- seeking approval of the Board on all matters which have significant or consequential impact on the NCIA;
- scrutinising the actions and decisions of fellow Board Directors in terms of their compliance with corporate governance requirements;
- contributing skills and expertise for tasks approved by the Board;
- displaying sound personal qualities, including loyalty, trust and integrity;
- attending education and training sessions approved by the Board;

- seeking and receiving professional and legal advice from parties that are competent to provide it;
- declaring any conflicts of interest;
- not making improper use of information gained in the capacity as a Board Director;
- bringing to the attention of the Board any correspondence addressed to a Director in their capacity as a Board Director;
- liaising with the NCIA Secretary and/or Director of Spiritual Teaching through the President of the Board (or the person approved by the Board to perform this function) in accordance with the **Interface with Employees Policy in 4.10**;
- seeking explanation and advice on the operation of the NCIA for consideration from the NCIA Secretary and asking the NCIA Secretary to implement any remedial measures to the satisfaction of the Board; and
- seeking evidence from the NCIA Secretary about the validity of relevant insurances.

3.7.2 Matters Reserved for the Board

These matters include:

- ensuring that the NCIA operates in accordance with applicable legislation, NCIA Constitution and By-Laws, accepted codes, policies and guidelines and accepted community standards;
- interpreting the NCIA Constitution and By-Laws;
- determining complaints and imposing disciplinary measures on individual Board Directors in accordance with the **Complaint Handling Policy in 4.11** and the **Disciplinary Policy in 4.12**;
- admitting, disciplining and terminating members;
- holding the Annual General Meeting (AGM) or general meetings and making statutory disclosures to members
- approving the annual audited financial statements of the NCIA;
- approving the annual budget of the NCIA;
- approving the education and training of Board Directors in accordance with the **Education and Training Policy 4.13**;
- approving expenses of Board Directors in accordance with the **Expenses Policy in 4.14**;
- approving contractors and suppliers for the provision of goods and services and terminating their contracts (if the contracts permit it);
- authorising the services of volunteers;
- approving the number of permanent employees;
- appointing and terminating employees through the NCIA Secretary;
- determining the remuneration package of the NCIA Secretary and any other paid employees
- completing statutory returns and ensuring returns do not contain incomplete or false or misleading statements or are false or misleading.

A summary of the **Role of the President and individual Board Directors** is in **5.7**. Reference may also be made to the NCIA Constitution and By-Laws to see what guidance is offered on these roles.

By proactively attending to Board matters, a Director would be promoting not only the stability of the Board but also its efficiency in meeting the NCIA corporate governance requirements.

3.8 Demonstrate Accountability, Ethics and Stewardship - Responsibilities

A Board Director should subscribe to the principles of accountability, ethics and stewardship when executing their corporate governance obligations and responsibilities.

In simplistic terms:



Accountability

Taking responsibility for action, for example if a mistake is made, it should be recognised and corrected

Ethics

Understanding right and wrong and doing the right thing, for example forming decisions on the basis of truth and honesty

Stewardship

Looking after something that does not belong to you as if it was your own, for example preventing equipment from being misused



It is the Board Director's responsibility to demonstrate a high standard of accountability, ethics and stewardship in the execution of corporate governance obligations and responsibilities in accordance with the **Accountability Policy in 4.15**.

In particular, incorporating values and principles such as the following when executing corporate governance obligations and responsibilities:

- comply with the NCIA Constitution and By-Laws;
- promote the vision and mission of the NCIA;
- participate in NCIA activities;
- consult with Board Directors on all major decisions;
- act in the collective interest of the NCIA and not for any particular group or for personal gain;
- declare any conflicts of interest;
- attend meetings and reasonably contribute to Board deliberations;
- respect the authority of the President (or the person approved by the Board to perform this function);
- work harmoniously with fellow Board Directors;
- obey lawful directives of the Board;
- maintain confidentiality of Board proceedings and other matters deemed confidential by the Board;
- scrutinise financial reports, oversee financial controls and engage in financial analysis;
- liaise with the NCIA Secretary in a collective voice and keep the NCIA Secretary informed of Board decisions through the President of the Board (or the person approved by the Board to perform this function);
- establish a professional working relationship with employees, including the NCIA Secretary, through the President (or the person approved by the Board to perform this function); and
- keep abreast of relevant industry matters, including legislation, policies, practices, trends and innovations.

Legislation can only stipulate that Board Directors or Management Committee should execute their responsibilities honestly but only the Board Director personally can decide what honesty demands of them in particular circumstances.

3.9 Promote a Diligent Organisational Culture - Responsibilities

A Board Director should promote a diligent organisational culture within the NCIA.

A diligent organisational culture is demonstrated in the shared understanding of stakeholders, including members, that they equally understand the purpose of the existence of the NCIA and the importance of 'doing everything right' to ensure the continued existence of the NCIA. It is more than just complying with legislation.

While a diligent organisational culture is invisible, it is manifested in a number of ways. It can include the actions and behaviour of Board Directors, the NCIA Secretary and employees in the execution of their roles, including their personal compliance with legislation and the way they interact with each other and with other stakeholders.

A number of assumptions, values and principles underpin a diligent organisational culture and these include:

- being proactive, rather than reactive;
- complying with applicable legislation;
- conforming with approved guidelines and policies;
- adhering to accepted community standards and expectations;
- responding appropriately to new knowledge, information, trends and technologies;
- taking a pragmatic stance or a common sense approach;
- engaging in genuine sharing of information;
- committing to excellence in performance and service;
- engaging in open communication;
- respecting authority;
- appreciating diversity and differences of opinion;
- encouraging personnel to take up relevant education and training opportunities;
- demonstrating personal accountability, ethics and stewardship;
- promoting team-work and inclusiveness;
- applying principles of fairness and equity; and
- respecting privacy in accordance with the **Privacy Policy in 4.16**.

The Board can incorporate the above assumptions, values and principles in the way it is done in the **Board Charter in 7**. Each Director should sign the Charter.

A Director ought to demonstrate the assumptions, values and principles in their personal demeanour; for instance, through decision-making processes convey the message that certain actions and behaviours such as workplace harassment and discriminatory treatment of employees are unacceptable and will be dealt with appropriately. Noting that at all times actions and decisions should be legal, reasonable and justifiable.

Directors should work with the President and through the President (or the person approved by the Board to perform this function) with the NCIA Secretary to ensure that the above are incorporated in the education, training or awareness programs for both the Board and employees to help create conditions that lead to personal empowerment and a pleasant NCIA environment.

The education, training or awareness programs should focus in key areas, including the following:

- legislative compliance;
- policies, practices, trends, innovations and accepted community standards and expectations;
- guidelines and policies established by the Board for the corporate governance of the NCIA;
- house policies established by the NCIA Secretary and approved by the Board for the day-to-day operation of the NCIA; and
- personal behaviour, for example accountability, ethics and stewardship, team-work, inclusiveness, fairness, equity, appreciation of diversity and differences of opinion, respect for authority, excellence in performance and service and open communication.

The education, training or awareness programs can be provided in-house or by an external agency with the approval of the Board. Directors could consider approving adequate financial and other resources to implement the education, training and awareness programs.

The Board should actively participate in these programs and ask the NCIA Secretary to ensure that employees also participate in their respective programs.

The Board should evaluate, monitor and review the outcomes of the programs on a regular basis and also ask the NCIA Secretary to do the same for employee's programs to ensure they positively impact on the organisational culture of the NCIA.

3.10 Fulfil Community Obligations - Responsibilities

A Board Director should fulfil the spiritual obligations of the NCIA.

Spiritual obligations relate to the purpose of existence of the NCIA. This purpose is described as 'objects' in the NCIA Constitution and By-Laws and is articulated in the vision and mission statement of the NCIA.

The primary indicator of the NCIA fulfilling its spiritual obligation is returning any surplus for the advancement of the objects provided in the NCIA Constitution and By-Laws. This is pertinent, given that the NCIA exists to serve the collective interests of the New Church.

The Board should ensure that there is a fair and transparent distribution of cash and in-kind support across a wide range of areas related to the advancement of Church interests, including the following:

- Subsidies for affiliated Societies and Groups;
- provision of books, outreach materials and training for Society members;
- use and maintenance of NCIA facilities, for example meeting rooms;
- use and maintenance of NCIA equipment, for example library facilities;
- administration support of affiliated Societies and Groups;
- building and caring for training and worship facilities;
- hosting spiritual and outreach functions;
- delivery of training or coaching sessions.

Note that the distribution of any surplus is governed by legislation. For instance, the NCIA cannot:

- register or continue to maintain its status as a tax exempt company, unless it is a non-profit organisation;
- hold a Company Licence with ASIC, if it does not comply with the primary purpose of the NCIA, namely the provision of facilities and services to and the achievement of the NCIA objects.

The Board and the NCIA Secretary should ensure that spiritual obligations reconcile with legislative requirements. In other words, the Board and the NCIA Secretary should ensure the NCIA operates as a non-profit organisation and no parties (including fellow Board Directors and the NCIA Secretary) are able to derive personal gain from the NCIA operations.

The obvious exceptions are contractors/suppliers who should procure their business with the NCIA through a formal contract which is approved by the Board. If a Director has interests or is associated with a contractor or supplier, for example through their spouse or close relative, they should declare this conflict of interest to enable the Board to make its decisions impartially and objectively.

If these other legislative requirements are not met, then Statutory or Regulatory Authorities, in particular the ATO and ASIC can take actions resulting in outcomes, including the cancellation of the NCIA Registration and tax exempt status.

The Board should report on the cash and in-kind support at the Annual General Meeting (AGM), as well as relevant Statutory or Regulatory Authorities.

While it is easy to record all cash support from receipts and invoices, it may be difficult to calculate the monetary equivalent values of in-kind support because of the voluntary nature of these contributions.

4. Governing Principles

“Policies and procedures that need to be adhered to in the performance of corporate governance obligations and responsibilities”

- 4.1 Strategic Planning Policy
- 4.2 Operational Policy
- 4.3 Business Practice Policy
- 4.4 Conflicts of Interest Policy
- 4.5 Gifts or Gratuities Policy
- 4.6 Risk Management Policy
- 4.7 Rectification of Legislative Breaches Policy
- 4.8 Interaction with Members Policy
- 4.9 Confidentiality Policy
- 4.10 Interfaces with Employees Policy
- 4.11 Complaint Handling Policy
- 4.12 Disciplinary Policy
- 4.13 Education and Training Policy
- 4.14 Expenses Policy
- 4.15 Accountability Policy
- 4.16 Privacy Policy

4.1 Strategic Planning Policy - Principles

The Board commits to the strategic planning process of the NCIA.

Strategic planning focuses on the long-term viability of the NCIA in line with the NCIA Constitution and By-Laws and the vision and mission statement, rather than the day-to-day management of the NCIA, which is operational planning that is undertaken by the NCIA Secretary.

Strategic planning involves identifying the strengths, weaknesses, opportunities and threats faced by the NCIA through regular consultation with stakeholders, including members, and formulating strategies to address each aspect, with a view to strengthening the strategic long-term viability of the NCIA.

The Board needs to determine specific goals and targets from the strategies, which the NCIA Secretary and other assigned persons should achieve in the most efficient way within a predetermined timeframe.

The Board formulates and approves a Strategic Plan that incorporates the above and also informs and seeks endorsement from members on the strategic policy directions taken by the Board.

The Board regularly reviews progress on the attainment of set goals and targets and implements corrective actions as required.

When carrying out the strategic planning process, the Board should ensure compliance with applicable legislation and conformity with the NCIA Constitution and By-Laws, accepted codes, policies and guidelines and accepted community standards.

4.2 Operational Policy - Principles

The Board acts as the link between and affiliated Societies in the following ways:

- The Board takes on board the aspirations and concerns of affiliated Societies and reports to members.
- The Board seeks and receives advice and explanation on the operation of the NCIA for consideration from the NCIA Secretary and holds the NCIA Secretary accountable to the Board for implementation of their decisions and answering of any concerns.

The Board Director does not participate in the day-to-day operation of the NCIA, which is the domain of the NCIA Secretary, and does not have any official interface with employees, except through the NCIA President (in accordance with 4.10).

The Board Director should seek approval from the Board on all major decisions.

The Secretary of the Board should keep accurate and proper documentation on all major decisions made on behalf of the NCIA and can produce documentation for the information of the Board as required. Individual Board Directors should request access to records through the Board.

Individual Board Directors could keep some personal records themselves, in case there is disagreement with the records kept by the Secretary.

At the end of the year, the Board prepares an annual report on all actions and decisions taken during the year.

Refer ATTACHMENT E for a list of policies in place.

Copies are held by the NCIA Secretary.

4.3 Business Practice Policy - Principles

The Board should subscribe to business practices that comply with applicable legislation and common law, adhere to the NCIA Constitution and By-Laws and are consistent with accepted standards and codes. In addition, the Board should take into account legitimate community expectations and concerns, in particular those of members.

The Board should aspire to use sound judgement and reasoning and make proper use of all available analytical tools to arrive at their decisions.

Individual Board Directors should promptly declare any conflicts of interest (in accordance with 4.4) and gifts or gratuities (in accordance with 4.5) and adhere to the decisions of the Board as to the best way of dealing with them.

The Board may seek independent legal or professional advice on all major actions and decisions from parties that are competent to provide this advice.

4.4 Conflicts of Interest Policy - Principles

The Board Director strives to give undivided loyalty to the NCIA by declaring any vested personal interests if and when they come into conflict with the interests of the NCIA.

Conflicts of interest generally relate to the Board Director or an associated family member or entity deriving a personal gain. The gain can be monetary or in-kind.

Accordingly, the Board Director will not:

- use their position and authority to gain personal benefits from the operations of the NCIA, including deriving benefits from contracting out NCIA services or the provision of goods and services to the NCIA (without full disclosure and non-involvement in the decision);
- use or divulge confidential information for personal gain; and
- be influenced by a third party, which has vested interests, in the execution of their obligations and responsibilities.

The Board Director should comply fully with policies of the Board on the best way to address conflicts of interest such as removing themselves from a Board meeting in which a matter in which that Board Director has a personal interest (and have declared it so) to enable the Board to arrive at a decision impartially and objectively.

4.5 Gifts or Gratuities Policy - Principles

The Board Director should promptly declare to the Board any gift or gratuity valued over \$100 offered to them in their capacity as a Board Director.

Gifts or gratuities do not include:

- an honorarium voted on by members in a general meeting;
- reasonable out of pocket expenses incurred in the performance of NCIA duties and paid under a current resolution of the Board;
- reasonable cost of meals and drinks during official Board meetings;
- reasonable cost of attendance at NCIA Board meetings and Society meetings and other approved meetings, including the reasonable cost of meals, travel and accommodation;
- reasonable cost of attendance at formal functions to represent the NCIA;
- reasonable cost of, and incidental to, conducting fact finding and information tours by the Board Director, which are approved by the Board.

While the Board by a simple majority can decide what a reasonable cost is in the context of the NCIA, the final arbiter is the Annual or General Meeting of the NCIA if there is any real doubt.

The Board Director abides by the decision of the Board as to the best way to declare and dispose of any gifts or gratuities.

4.6 Risk Management Policy - Principles

The Board should undertake to eliminate where possible, or else minimise, risks associated with the administration of the NCIA, including in the strategic decision-making processes of the Board.

In relation to the strategic decision-making processes, the Board should ensure that any decision that is reached is consistent with applicable legislation and the NCIA Constitution

and By-Laws, accepted codes, policies and guidelines and accepted community standards and can be supported by sound and logical reasoning and any available objective data.

In administering the NCIA, the Board may ask the NCIA Secretary to put in place risk management policies and procedures in regard to various known risks, including but not limited to, breach of applicable legislation, mismanagement of funds, improper business dealings and violation of workplace health and safety issues.

The Board ought to regularly monitor, assess and review the effectiveness of risk management policies and procedures implemented by the Board and the NCIA Secretary.

If practicable, the Board may establish a Risk Management Committee, reporting to the Board, to perform the risk management function.

The Board has in place an Investment Risk Management Policy for share investments and cash management.

An Insurance Risk Management Policy needs to be developed in consultation with RWA Austbrokers RWA Pty Ltd (02 99762511).

4.7 Rectification of Legislative Breaches Policy - Principles

The Board should promptly rectify or ask the NCIA Secretary to promptly rectify any breach or potential breach of legislation that is brought to the attention or consideration of the Board by Statutory or Regulatory Authorities (and other stakeholders, including the NCIA Secretary and employees.)

The Board should assess and investigate the cause of the breach or potential breach of applicable legislation by the NCIA.

The Board should take all necessary actions to ensure that a breach or potential breach of legislation is properly addressed and Statutory or Regulatory Authorities are satisfied by the resulting action of the Board.

The Board should implement measures that eliminate where possible, or else minimise, the chances of the breach or potential breach of legislation from occurring in the future.

4.8 Interaction with Members Policy - Principles

The Board should consult with members on all major policy decisions, in accordance with the NCIA Constitution and By-Laws.

The Board should keep members informed on the progress of the NCIA, including its current financial position.

The Board Director should exercise reasonable courtesy and approachability in their day-to-day interaction with members.

4.9 Confidentiality Policy - Principles

The Board Director should maintain confidentiality of the Board's proceedings.

This confidentiality extends to information, documents and decisions:

- the disclosure of which would or could be prejudicial to the interests of the NCIA;
- which the Board deems to be confidential; and
- information and documents received by the NCIA in confidence.

The Board Director should maintain the confidence of any confidential information with which they become acquainted or have access to as part of their role as a Board Director of the NCIA and agree to prevent its disclosure or use by an unauthorised person or company.

The Board Director will not use any confidential information for any purpose other than for the benefit of the NCIA, as authorised by the Board.

The Board Director should return any and all confidential information on the request of the Board.

The Board Director's obligations of confidentiality are subject to any disclosure required by law and continued maintenance of legal professional privilege under legislation.

The NCIA Secretary maintains two sets of Minutes as follows:-

1. Non Confidential (open) Minutes or a summary of the Minutes for circulation to members of the Company and Affiliated Societies.
2. Confidential Minutes which contain matters of a sensitive nature or matters which if advised widely may breach the privacy of the people concerned.

4.10 Interfaces with Employees Policy - Principles

The Board Director should when considered appropriate work through the President of the Board (or the person approved by the Board to perform this function) to liaise with the NCIA Secretary and Director of Spiritual Training.

The Board Director should exercise reasonable courtesy and approachability in their day-to-day interface with employees of the NCIA.

4.11 Complaint Handling Policy - Principles

The Board should deal with complaints brought against the NCIA by any member or affiliated Society or against any Minister in consultation with the Council of Ministers.

A complaints procedure in relation to Ministers is outlined in the Licence Agreement.

The Board should request the complaint to be made in writing and ought to in the first instance inform the complainant that a decision will be made within thirty (30) days from the day the Board received the complaint in writing.

The Board should make the necessary investigations to arrive at an informed decision. This includes observing the principle of natural justice, which is, giving a fair and reasonable opportunity to all affected parties to tell their 'side of the story'.

The Board should make its final decision by taking into consideration all relevant factors, including the best interests of the NCIA and members and compliance with all applicable legislation.

The Board should convey its final decision to the complainant in writing and may advise them of other avenues for redress such as the Courts.

If the complaint involves individual Board Directors or Sub-Committee Members, the Board should initiate disciplinary action against them, in accordance with 4.12.

The Board should keep an accurate record of the proceedings and outcomes of any complaint and inform relevant authorities if applicable.

4.12 Disciplinary Policy - Principles

The Board and individual Board Directors should scrutinise their actions and decisions to ensure they adhere to sound corporate governance principles.

Where it is discovered a breach may have occurred, the Board should request the Board Director implicated to explain their actions or decisions in the Board meeting. The Board may make necessary investigations to inform its decision.

If found guilty of a significant breach, the Board may take disciplinary action against the Board Director concerned.

The Board should decide what constitutes a significant breach after taking into consideration the relevant circumstances surrounding the breach.

The Board should ensure that disciplinary measures are reasonable and lawful.

The Board should keep an accurate record of the proceedings and outcome concerning the breach and inform relevant authorities if applicable.

The Board has prepared a Licence Agreement between the NCIA and all Ministers recognised by the NCIA who are performing a Ministerial function on behalf of the NCIA either within affiliated Societies or outside of it, either on a full-time, part-time or casual basis. The Minister may be remunerated or not or may have a contract.

Refer ATTACHMENT H for a specimen copy of the Licence Agreement.

The NCIA Secretary holds all agreements and they are renewed on a three yearly basis.

4.13 Education and Training Policy - Principles

The Board Director should commit to continually update their knowledge on applicable legislation, policies, practices, trends and innovations that affect the operation of the NCIA and the Australia-wide Church.

The Board Director should wherever possible attend training sessions, workshops or conferences approved by the Board, including training sessions on the various provisions of this Manual.

The Board Director should use the knowledge and skills gained from education and training programs for the continuous improvement of corporate governance generally for the NCIA.

4.14 Expenses Policy - Principles

A Board Director may not incur an expense on behalf of the NCIA unless covered by an adopted budget or otherwise previously approved by the Board.

4.15 Accountability Policy - Principles

The Board Director should execute their corporate governance obligations and responsibilities with honesty, integrity and transparency.

The Board Director should not act without the express authority of the Board on significant NCIA matters.

In the rare event that the Board Director should act without the express authority of the Board on significant NCIA matters, the Board Director should make their actions and decisions subject to the final approval of the Board.

At all times, the Board Director should demonstrate objectivity and impartiality in their actions and decisions.

The Board Director should take responsibility for their actions and decisions connected with the NCIA and abide by any decision of the Board on them.

4.16 Privacy Policy - Principles

The Board recognises that that NCIA is an exempt organisation under the *Privacy Act 1988* (Commonwealth) and therefore not bound by the provisions of the Act. However, the Board will strive, as far as reasonably practicable, to use the Act as the accepted standard on all privacy-related matters.

The Board Director will respect the privacy of stakeholders, including fellow Board Directors, Sub-Committee Members, the NCIA Secretary, employees, contractors and members and patrons.

The Board Director should use their position to promote a culture that respects privacy at the NCIA.

Note

The above Privacy Policy is for an **exempt** organisation under the *Privacy Act 1988* (Commonwealth). The *Privacy Act 1988* exempts private sector organisations with an annual turnover of \$3 million or less, unless they are a health service provider, or trading in personal information, or related to a business that is not a small business, or a contractor that provides services under a Commonwealth contract.

As the NCIA has an annual turnover of less than \$3 million and does not trade in personal information, that is, the NCIA collects personal information in the course of business operations but does not buy or sell the membership list, the NCIA is an exempt organisation. It is highly recommended that a privacy policy is adopted as a matter of good business

practice, in particular to demonstrate to stakeholders that the Board is committed to safeguarding their privacy.

5. Basic Tools

“Tools to support effective corporate governance practices”

- 5.1 Strategic Planning Template
- 5.2 Financial Monitoring and Controls
- 5.3 Risk Management Checklist
- 5.4 State or Federal Legislation
- 5.5 Guidelines for Amending the NCIA Constitution and By-Laws
- 5.6 Role of Board Directors
- 5.7 Corporate Governance Charter

5.1 Strategic Planning Template - Tools

Instructions

1. Identify a strategic goal that is consistent with the objects of the existence of the NCIA as stated in the NCIA Constitution and By-Laws.
2. Outline Key Performance Indicators (KPI) to quantify the strategic goal.
3. Set a date by which the KPI should be achieved.
4. Outline specific actions to achieve the KPI.
5. Indicate any financial or other resources needed to achieve the KPI.
6. State whose responsibility it is to achieve the goal.

Goal	KPI	Deadline	Action	Resources	Responsibility
e.g. Be a more visible community partner	e.g. Links with local community organisations	e.g. 30/12	e.g. Meet with Societies and Groups to explain how the NCIA could assist them in their activities	e.g. \$100 for normal meeting expenses	e.g. President
e.g. Better serve Members' interests	e.g. 95% of members satisfied	Ongoing	e.g. Further improvements in services offered by the NCIA	e.g. \$3,000 for advertising and promotions	e.g. President and NCIA Secretary

5.2 Financial Monitoring and Controls - Tools

Note

1. The checklist does not cover all possible scenarios.
2. The questions are in no particular order.
3. Take immediate remedial action if the answer is 'no' to any question.

Questions	Yes	No
1 Have you checked the NCIA financial statements in the last 30 days?		
2 Are there sufficient assets to meet the NCIA operating requirements?		
3 Are income and expenses on target?		
4 Are income and expenses properly accounted for?		
5 Do bank statements reconcile with internal records?		
6 Are proper credit control measures in place for outstanding debtors?		
7 Are inventory controls in place?		
8 Has the NCIA Secretary put in place measures to prevent fraud?		
9 Has the NCIA Secretary put in place measures to prevent theft?		
10 Did the NCIA Secretary submit all returns by the due dates?		
11 Are financial records securely kept for at least seven years?		
12 Has the NCIA Secretary implemented audit		

- 13 Has the Auditor's Report, including the Management Report, been circulated to the Board
 - 14 Is the NCIA in a secure position to pay its accounts when they fall due?
 - 15 Is the Board accurately informing stakeholders, including Statutory or Regulatory Authorities and members, about the financial position of the NCIA?
 - 16 Does the Board approve or ratify the NCIA expenditure and is the approval or ratification recorded in the minutes of the Board or Sub-Committee?
 - 17 Are payments over \$100 made by cheque or electronic fund transfer?
 - 18 Are cheques signed by two approved persons on the Board, that is, any two of the following persons: President, Secretary, Treasurer or another Board Director approved by the Board?
-

5.3 Risk Management Checklist - Tools

Note

1. The checklist does not cover all possible scenarios.
2. The questions are in no particular order.
3. Take immediate remedial action if the answer is 'no' to any question.

Questions	Yes	No
1 Have you identified risks associated with the strategic long-term viability of the NCIA?		
2 Have you asked the NCIA Secretary to formulate a Risk Management Plan to address operational risks?		
3 Have you formulated a contingency plan in the event of a major disaster?		
4 Have you assessed the effectiveness of risk management strategies?		
5 Are all insurance policies current and valid?		
6 Is the NCIA intellectual property properly protected?		
7 Have relevant employees undertaken training relating to: <ul style="list-style-type: none"> • sexual harassment? • workplace bullying? • anti-discrimination? • smoking in NCIA premises? 		
8 Has the Board obtained independent legal advice on all significant corporate governance matters?		
9 Are you acting with the express authority of the Board on significant corporate governance matters?		
10 Are you making your actions and decisions subject to the final approval of the Board in the event you have to act without the express authority of the Board?		
11 Are you forming your decisions in an impartial and objective manner?		
12 Are you aware of key risk management strategies approved by the Board, for example the Conflicts of Interest Policy and Gifts or Gratuities Policy?		

5.4 State or Federal Legislation - Tools

The following are some State or Federal Acts (in alphabetical order) that apply to the NCIA:

- *A New Tax System (Goods and Services Tax) Act 1999* (Commonwealth)
- *Anti-Discrimination Act 1991* (Qld)
- *Associations Incorporation Act 1981* (Qld) as applicable to affiliated Societies and Groups
- *Body Corporate and Community Management Act 1997* (Qld)

- *Copyright Act 1968* (Commonwealth)
- *Corporations Act 2001* (Commonwealth)
- *Environmental Protection Act 1994* (Qld)
- *Fringe Benefits Tax Act 1986* (Commonwealth)
- *Income Tax Act 1973* (Commonwealth)
- *Industrial Relations Act 1999* (Qld)
- *Land Act 1994* (Qld)
- *Pay-roll Tax Act 1971* (Qld)
- *Privacy Act 1988* (Commonwealth)
- *Property Law Act 1974* (Qld)
- *Spam Act 2003* (Commonwealth)
- *Security Providers Act 1993* (Qld)
- *Superannuation Act 1976* (Commonwealth)
- *Telecommunications Act 1975* (Commonwealth)
- *Workers Compensation and Rehabilitation Act 2003* (Qld)
- *Workplace Health and Safety Act 1995* (Qld)

This list is neither complete nor exhaustive and a full list can be found at following websites, including Regulations and Amendments to these Acts:

- **Federal Legislation:** <<http://www.comlaw.gov.au>> (hosted by Federal Attorney General's Department) (see 6.10)
- **Queensland State Legislation:** <<http://www.legislation.qld.gov.au>> (hosted by the Office of the Queensland Parliamentary Counsel) (see 6.8)

5.5 Guidelines for Amending the NCIA Constitution and By-Laws - Tools

Procedures for amending the Constitution and By-Laws of the NCIA are in the *Corporations Act 2001* and also specifically detailed in the Constitution which was not a model constitution but specifically tailored for the needs of the NCIA.

The NCIA can but did not exclusively adopt the Model Rules contained in the *Corporations Act 2001*, that is, without making any changes, or amend the Model Rules to suit its circumstances. In the latter case, the Rules should contain equivalent provisions to the Model Rules and if a matter is not provided under the NCIA Constitution and By-Laws but provided under the Model Rules, then the NCIA Constitution and By-Laws are taken to include that matter, unless the NCIA Constitution and By-Laws state explicitly that the matter does not apply to the NCIA.

The NCIA Constitution and By-Laws have been formally registered with ASIC.

Once the NCIA Constitution and By-Laws is registered with ASIC, they cannot be amended, except by following a set procedure.

The Board should follow the steps set out in the NCIA Constitution and By-Laws for any changes to the Constitution and By-Laws.

5.6 Role of Board Directors and Sub-Committee Members - Tools

The roles of the President and individual Board Directors and Sub-Committee members include the following:

Role of the President

- represent the NCIA on official occasions and with members;
- articulate the vision and mission of the NCIA;
- ensure matters provided in the NCIA Constitution and By-Laws such as the Annual General Meeting (AGM) and election of the Board are adhered to.
- attend media interviews and issue media statements on behalf of the NCIA;
- preside over Board and General Meetings;
- prepare the Board agenda in consultation with the NCIA Secretary;
- provide leadership and guidance to fellow Board Directors and the NCIA Secretary;
- ensure the accuracy of Board minutes;
- ensure fellow Board Directors have access to all relevant information to perform their role;
- review operating principles of the Board;
- review performance of the Board and individual Board Members;
- seek and receive advice and explanation on the operation of the NCIA for consideration from the NCIA Secretary;
- seek and receive explanations from fellow Board Directors or Sub-Committee on all aspects of their performance, including conflicts of interest matters;
- assign tasks to fellow Board Directors or Sub-Committee members; and
- respond on behalf of the Board to official correspondence.

Role of Individual Board Members

- act in the best interest of the NCIA;
- display loyalty to the NCIA;
- declare any conflicts of interest to the Board;
- use powers and authorities only for the purpose for which they are given;
- discharge duties with care and diligence;
- actively monitor the operations of the NCIA, including its financial performance;
- perform assigned tasks with a high level of skill and in a timely fashion;
- respect the authority of the President;
- obey lawful instructions of the President (or person approved by the Board to perform this function);
- conform to the NCIA Constitution and By-Laws;
- do not divulge confidential information;
- do not make improper use of privileged information;
- make necessary enquires to be able to make informed decisions;
- exercise independent judgement; and
- adhere to guidelines and policies established by the Board.

5.7 Corporate Governance Charter - Tools

We, the undersigned who have been duly elected to our positions on the Board of The New Church in Australia, pledge to:

- comply with applicable legislation, common law, NCIA Constitution and By-Laws, accepted codes, policies and guidelines;
- work as a team to administer the NCIA to the best of our abilities;
- commit our time and expertise to the promotion of the interests of the NCIA over our personal interests;
- take actions and make decisions on the basis of sound business principles and objective evidence and analysis;

- seek and receive information from the NCIA Secretary about the performance of the NCIA for consideration and take corrective action if and when required;
- determine the annual remuneration, appraise performance and counsel or discipline the NCIA Secretary for failing to satisfactorily perform their role;
- be accountable, transparent and ethical in our actions and decisions and our decision-making processes;
- declare any conflicts of interest and gifts or gratuities;
- promote an organisational culture that encourages due diligence and genuine cooperation between all stakeholders, including the Board, the NCIA Secretary and members;
- interact with stakeholders with honesty and integrity and extend to them basic courtesies;
- make relevant disclosures on the affairs of the NCIA to Statutory or Regulatory Authorities and members and abide by their decisions on them; and
- respect the authority of the Board and the President (or the person approved by the Board to perform this function) and comply with all lawful directives relating to the execution of our obligations and responsibilities from them.

We acknowledge we have received a copy of the *Corporate Governance Manual*, read and understood it and will abide by its provisions during our term of office with the NCIA.

We understand the Board may take disciplinary action for a shortcoming on our part to fulfil our corporate governance obligations and responsibilities.

We agree that nothing in the Manual or any subsequent changes will be deemed by us to be a contract or a guarantee of any payment to us.

<u>Signature</u>	<u>Name</u>	<u>Position on Board</u>
	Rev. Julian C. Duckworth	Director and President
	Rev. David A. Moffat	Director and Vice President
	Mr. Kevin B. Attwater	Director and Secretary
	Mr. Graham J. Hanna	Director and Treasurer
	Mr. J. Karl Robinson	Director
	Mrs. Christine J. Kendrick	Director

Dated _____ day of _____ 2012

|Key Contacts

“Sources of information on corporate governance statutory requirements and best practices”

6.1 NCIA Members

See below

6.2 NCIA Affiliated Societies, Secretaries and Ministers

See below

6.1 NCIA Members - Contacts

Member	Phone	Title	Address	City	State	Postcode
Rev. Ian A. Arnold	07 3841 2552	Minister	12 Norell Place, Wishart Outlook	EIGHT MILE PLAINS	Queensland	4113
Kevin B. Attwater	07 5545 2401	Director and Secretary	2 Power Parade	MOUNT TAMBORINE	Queensland	4272
Rev. Julian Duckworth	02 9416 7026	Director and President	4 Shirley Road	ROSEVILLE	NSW	2069
Graham Hall	02 9692 0941	Member	263 Trafalgar Street	ANNANDALE	NSW	2038
Graham Hanna	02 9420 4111	NCIA Treasurer	2/ 15 Little Street	LANE COVE	NSW	2066
June Johnson	08 8326 9663	Member	33 Freebairn Drive	HALLETT COVE	South Australia	5158
Wayne Kasmar	02 9905 3563	Member	2/ 6 Wetherill Street	NARRABEEN	NSW	2101
Denis Keal	649 816 9381	Member	46 Daffodil Street	TITIRANGI, AUCKLAND	New Zealand	0604
Hugh Keal	649 817 7949	Member	186 Atkinson Road	TITIRANGI, AUCKLAND	New Zealand	0604
Christine Kendrick	08 8955 1194	Director	P.O. Box 3074	ALICE SPRINGS	Northern Territory	0871
Rev. Richard Keyworth	649 5276401	Minister	15 Dunkirk Road	PANMURE, AUCKLAND	New Zealand	1072
Rev. David Millar	08 8277 8633	Minister and Director of Spiritual Training	23 Coolah Terrace	MARION	South Australia	5043
Rev. David Moffat	02 6296 1053	Director and Vice President	33 Allchin Circuit	KAMBAH	ACT	2602
Rev. Trevor Moffat	08 9641 6147	Minister	P.O. Box 492	YORK	Western Austr	6302
Rev. Brian O'Neill		Minister	P.O. Box 141	PEREGIAN BEACH	Queensland	4573
Rev. Martin Pennington	03 9736 2765 0424070383	Minister	115 Hereford Road	MT EVELYN	Victoria	3796
Randall Rabone	08 8293 6301	Member	128 Wattle Drive	McCRACKEN	South Australia	5211
Karl Robinson	03 9725 1891	Director	P. O. Box 529	CROYDON	Victoria	3136
Len Robinson	03 5331 5638	Member	318 Fussell Street	BALLARAT	Victoria	3350
Lyn Rocke	08 9243 5251	Member	Unit 20 10 Williamson Way	TRIGG	Western Austr	6029
John Sandow & Lenore Sandow	07 5545 1752	Members	17 Capo de Monte 27 Capo Lane	NORTH TAMBORINE	Queensland	4272
Graham St. Quintin	02 9904 5692	NCIA Superannuation administrator	5 Alura, 81 Gerard Lane	CREMORNE	NSW	2090
Rev. Chris Skinner	03 9432 0322	Minister	57 Wahroonga Crescent	GREENSBOROUGH	Victoria	3088
John Talbot	02 6255 9245	Member	10 Palm Court	JERRABOMBERRA	NSW	2619
Rev. John E. Teed	03 5427 1315	Minister	46 Washington Lane	WOODEND	Victoria	3442
Cor Visser-Marchant	02 6251 5551	Member	39 Fitzhardinge Crescent	EVATT	ACT	2617
David Walker	08 9342 3595	Member	36 Dargin Place	GREENWOOD	Western Austr	6024

6.2 NCIA Affiliated Societies, Secretaries and Ministers

THE NEW CHURCH IN AUSTRALIA

PRESIDENT Rev Julian Duckworth 4 Shirley Rd Roseville NSW 2069 02 9416 7026	SECRETARY Mr Kevin Attwater 2 Power Parade Mount Tamborine QLD 4272 07 5545 2401	TREASURER Mr Graham Hanna 2/15 Little Street Lane Cove NSW 2066 02 9420 4111
SOCIETIES ARE LOCATED AT		
ADELAIDE 287 Oaklands Rd Marion SA 5043	Leader Mr Frank Hussey PO Box 304 Littlehampton SA 5250 08 8391 1035	Secretary Mrs June Johnson 33 Freebairn Drive Hallett Cove SA 5158 08 8326 9663
BRISBANE 21 Agars St Rosalie QLD 4064	Minister (semi retired) Rev Ian Arnold 12 Norell Pl Eight Mile Plains QLD 4113 07 3841 2552	Secretary Mrs Gaye Heldon P O Box 359 Sanctuary Cove QLD 4212 07 5577 8772
MELBOURNE 426 High St Rd Mt Waverley VIC 3149 03 9888 2850	Minister (semi retired) Rev Chris Skinner 57 Wahroonga Cres Greensborough VIC 3088 03 9435 8599 03 9432 0322 (office)	Secretary Mr Kim Bentley 57 Nicholas Street Ashburton VIC 3147 03 9885 6932
BALLARAT 318 Fussell Street Ballarat VIC 3350 03 5331 5638	Leader Mr Len Robinson 318 Fussell Street Ballarat VIC 3350 03 5331 5638	Contact Mr & Mrs Len & Judy Robinson 318 Fussell Street Ballarat VIC 3350 03 5331 5638
PERTH Worship: Friendly Society Hall, Cnr. Albany Hwy/Rathay St. Victoria Park WA 6100 Shop: 281 Albany Hwy 6100	Minister (semi retired) Rev Trevor Moffat PO Box 492 York WA 6302 08 9294 3411	Secretary Mrs Lyn Rocke Villa 20/10 Williamson Way Trigg WA 6029 08 9243 5251 Fax 08 9243 6412
SYDNEY 4 Shirley Rd Roseville NSW 2069	Minister Rev Julian Duckworth 4 Shirley Rd Roseville NSW 2069 02 9416 7026	Secretary Mr Graham Hall 263 Trafalgar Street Annandale NSW 2038 02 9692 0941
CANBERRA Corroboree Park Community Centre Patterson Street Ainslie ACT 2602	Honorary Pastor Rev David Moffat 33 Allchin Circuit Kambah ACT 2902 02 6296 1053	Secretary Mrs Sally Visser-Marchant 39 Fitzhardinge Crescent Evatt ACT 2617 02 6258 8889

MINISTERS' EMAIL ADDRESSES

Rev. Julian Duckworth	jcduckworth@optusnet.com.au
Rev. Chris Skinner	cskinner9@optusnet.com.au
Rev. Ian Arnold	im.arnold@bigpond.com
Rev. Trevor Moffat	trevormoffat@bordnet.net.au
Rev. David Moffat	david.moffat@newchurch.org.au
Rev. David Millar	dwmillar@gmail.com

RETIRED MINISTERS' CONTACT ADDRESSES

Rev. Leslie Sheppard	1417/45 Duncan Street, West End QLD 4101 07 3371 0043 revshep@tpg.com.au
Rev. John Teed	46 Washington Lane Woodend VIC 3442 03 5427 1315

NON-ATTACHED MINISTERS

Rev Martin Pennington	115 Hereford Road, Mount Evelyn, VIC 3796 03 9736 2765 0424 070 383 mfhjpennington@gmail.com
Rev. Brian O'Neill	P.O. Box 141Peregian Beach QLD 4573 0400 917 273 boneill@uow.edu.au

SWEDENBORG CENTRE

Mr. Michael Chester (Director)	1 Avon Road, North Ryde NSW 2113 02 9888 1066 website: www.swedenborg.com.au
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AUSTRALIAN NEW CHURCH COLLEGE

Rev. David Millar (Director of Spiritual Training)	P.O. Box 349, Park Holme SA 5043 08 8277 8633 dwmillar@gmail.com
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THE NEW CHURCH IN AUSTRALIA

Mr. Kevin Attwater (Secretary)	2 Power Parade, Mount Tamborine QLD 4272 07 5545 2401 attwaterk@bigpond.com.au
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HURSTVILLE SOCIETY OF THE GENERAL CHURCH OF THE NEW JERUSALEM

Rev.	22 Dudley Street Penshurst NSW 2222 02 9580 1589 newchurch@optusnet.com.au
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PERTH GENERAL CHURCH GROUP

Contact John Frost for details 10 Broome Street, South Perth,6151	www.newchurch.org/perth-gcnj
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NEW ZEALAND

Auckland Society	5 Ballarat Street Ellerslie Auckland NZ 0011 649 579 6819
Secretary: Mrs Lis Keal, 46 Daffodil Street, Titirangi, Auckland NZ	0011 649 579 6819
Rev. Richard Keyworth (Hon. Pastor)	15 Dunkirk Road Panmure Auckland NZ 0011 649 527 6401 rkeyworth@newchurch.co.nz
Rev. David Keyworth Rev. John Sutton (retired)	59A Balmain Road, Birkenhead, Auckland 1310NZ 0011 649 419 7509 jandsutton@clear.net.nz

ATTACHMENTS

“Essential documents to inform corporate governance decision-making processes”

- A. Strategic Plan (In the process of completion)**
- B. Annual Financial Statements**
- C. Investment Risk Strategy**
- D. NCIA Constitution and By-Laws**
- E. List of Policies**
- F. Code of Ministerial Conduct**
- G. COM Code of Practice**
- H. Licence Agreement**

ATTACHMENT A - STRATEGIC PLAN

THE STRATEGIC PLAN IS CURRENTLY BEING DEVELOPED

ATTACHMENT B - ANNUAL FINANCIAL STATEMENTS

**A copy of the Annual Financial Statements is issued to all
Directors and members of the company.**

**A copy of the Annual Financial Statements is with the master copy
of the Corporate Governance Manual.**

ATTACHMENT C - INVESTMENT RISK STRATEGY

NCIA - INVESTMENT RISK STRATEGY Adopted 11 March 2010

1.0 Introduction

- 1.1 The purpose of this document is to specify the current investment strategy covering all of the financial resources of the NCIA.
- 1.2 The financial resources cover
 - (a) General funds available to finance the ongoing operational activities of the NCIA, and
 - (b) Superannuation reserve funds, being the balance from time to time remaining from the funds received on winding up the former NCIA stand-alone super fund.

2.0 Categories of Financial Resources

- 2.1 There are three broad categories of financial resources, viz.
 - Cheque accounts maintained for day-to-day activities.
 - Term deposits at major banks
 - Sharemarket investments (listed).
- 2.2 In all three categories, those resources comprising the balance from time to time of the superannuation reserve will be maintained separately from the resources comprising general funds.

3.0 Investment Strategy

3.1 Cheque Accounts and Term Deposits

These may be maintained at any of the major Australian banks at the Treasurer's discretion, subject to para 3.2.

3.2 Limiting bank exposure

The total balance of funds held at any one time at any one banking institution should not exceed \$250,000.

If short term considerations dictate any variation to this limit, the Treasurer should obtain specific authority from the Board.

3.3 Limiting Total Sharemarket Exposure

The proportion of total NCIA funds held in listed sharemarket investments at any one time should not exceed 80%.

3.4 Sharemarket Investments

- (a) The balance from time to time of the total superannuation reserve may be held in specific sharemarket investments as well as in term deposits and cheque accounts, with the only (authorised) category of sharemarket investments being shares in listed investment companies (LIC's).

- (b) Sharemarket investments comprising part of general funds are subject to the following policy guidelines:
 - (i) No investment in any one company shall exceed \$50,000 in current market value terms. (Note that this limit does not apply to LIC'S).
 - (ii) No new single investment shall be made in any company outside the top ASX300 list without specific Board sanction.
 - (iii) A good spread of individual investments shall be maintained to ensure adequate diversification.

4.0 Extent of Authority

4.1 A sub-committee of the Board is authorised to:

- (i) Make and implement all decisions concerning NCIA investments within the parameter of this strategy document.
- (ii) The sub-committee comprises two members of the Board, Graham St. Quintin (Treasurer) and Karl Robinson.

Approved by NCIA Board at the Board Meeting on 11th March 2010.

This was amended on 25 August 2011 to include:

“That the Board authorise the Investments Sub-Committee (Graham Hanna and Karl Robinson) to maintain a portfolio of sharemarket investments as part of the NCIA’s overall investment strategy.

Further, that the Sub-Committee be authorised to both buy and sell individual shares subject to all such transactions complying with the Investment Risk Strategy adopted 11 March 2010.”

ATTACHMENT D - NCIA CONSTITUTION AND BY-LAWS

A copy of the Constitution and By-Laws is issued to all Directors and members of the company.

A copy of the Constitution and By-Laws is with the master copy of the Corporate Governance Manual.

ATTACHMENT E - LIST OF POLICIES

SCHEDULE OF NCIA POLICIES

POLICY NAME	VERSION DATE	POLICY NAME	VERSION DATE
Camp Subsidies	08/10/2008	Child Protection	04/06/2009
Code of Ministerial Conduct	May 2004	Code of Practice for Ministers	17/11/2009
Computer Policy	16/08/2006	Conflict Resolution	23/06/2005
Post Retirement Arrangement	19/04/2007	Housing in Retirement Fund	23/02/2005
Investment Strategy	11/03/2010	Licence Agreement	23/06/2005
Long Service Leave (memo)	05/05/2003	Ministers Choosing to Live in their Own Homes	31/08/1992
Office Equipment for Ministers	05/04/1992	Ordination and Licensing	?
Ordination and Licence for Men not Serving a Society or Group	05/05/2004	Organisers of Summer Schools	?
Procedure for Appointment of New President (memo)	?	Procedures for Providing Approval for Recognition of a Camp	?
Recommendations for Organisers of Summer Schools	?	Scale of Fees	19/09/2007
Standard Terms of Contract for Full Time Ministers	5/05/2004	Standard Terms of Contract for Ministers Owning Their Own Homes (memo)	02/04/1992
Superannuation Reserve Policy Statement	04/08/2010	The Church of the Future	2002

Updated 23/10/2010

ATTACHMENT F - CODE OF MINISTERIAL CONDUCT

Code of Ministerial Conduct

Issued by the General Conference of the New Church (UK) July 1997 and adopted by the NCIA
May 2004

INTRODUCTION

This Code of Conduct is published by the Council of Ministers, in consultation with the Executive of the NCIA. Whilst it is not a complete definition of Ministers' responsibilities and appropriate behaviour, it is intended to establish standards for their work and conduct. In doing so it seeks to protect the well-being and reputation of The New Church in Australia, its Ministers, and the people whom they serve.

The Code is to be regarded as applying to all who engage in ministerial work under the auspices of The New Church in Australia. This primarily includes those who are ordained Ministers.

A SACRED TRUST

On the occasion of their Ordination all Ordained Ministers of The New Church in Australia are charged with the responsibility of upholding the integrity and good name of the Church and its Priesthood:

"Let your behaviour fit the dignity and sanctity of your calling. Be faithful to the trust and the confidences committed to you. While you instruct others in the doctrines of charity and faith, remember your own spiritual weaknesses, so that you are careful to lead your people to depend upon our Lord's strength alone as together you move towards integrity and purity of life."

Ministers are entrusted by the Church with many privileges, and their calling is held in high regard by those whom they serve. People look to Ministers to set an example of morality and soundness of life. Church members and associates regard a Minister as being a trustworthy person in whom they can confide, often sharing very personal and intimate details. Vulnerable people turn to the Minister in time of need, seeking help and friendship. People in the wider world also often regard a Minister as someone who can be trusted and turned to in time of trouble. If the expectations of these people are not to be betrayed it is important that Ministers conduct themselves in a manner that is appropriate to their office, and that they recognise certain boundaries beyond which they do not trespass in their work and private life.

Ministers generally, over the years of their service, develop their own unwritten code of conduct and regulate their personal behaviour well. However, it is felt desirable that an objective statement should be available to all who serve the Church in any form of ministry. From time to time cases of inappropriate behaviour by those working in the Church's name have occurred. Whilst such cases are thankfully few, when they occur much hurt and distress is caused to those for whom the Church has a pastoral responsibility. Many people are affected, including the Church member [or associate] directly involved, the Minister, the Minister's family, and the wider membership of the Church. Damage will also result to the good name of the Church, diminishing its effectiveness in its mission and ministry.

Whilst a written Code of Ministerial Conduct cannot eliminate all dangers of abuse, and prevent all scandals, it does serve an important use. It encourages good practice amongst those who are serving the Church in its ministry, it affirms the Church's desire to protect

those for whom it is caring, and it provides a basis for educating new Ministers and developing the Church's thinking.

VULNERABILITY

Ministers, in common with all human beings, are susceptible to temptation. The position of trust which they hold can expose them to very real risks, and it is important for them to recognise the vulnerability both of themselves and of those they serve.

Like any human being Ministers desire affection, have sexual feelings, and have times of loneliness and need when they are particularly vulnerable to temptation. The close pastoral relationship between Ministers and those they serve can often lead to situations where the Minister is alone with a person. That person may themselves be particularly vulnerable because of their emotional state, and in this situation it is possible for the relationship to stray beyond proper professional boundaries.

The one-to-one basis on which Ministers often work also exposes them to the danger of false accusations being made against them. The absence of witnesses makes for difficulty in refuting false accusations. Whilst this danger cannot be entirely eliminated, an awareness of it can help a Minister to employ various safeguards and so avoid many pitfalls.

Another area of vulnerability is in matters of finance. Ministers are often entrusted with sums of money, as for example donations, wedding fees, or benevolent funds. Such money is wholly the property of the Church, but in holding it the Minister is exposed to the temptation to take or use the money for self. This might even be justified at the time as being "a loan" which the Minister intends to pay back at some future date. Such excuses are no answer to the charge that, both legally and morally, it is an act of theft. The fact that Ministers are trusted, and that close scrutiny of their handling of money is considered unnecessary, increases the danger of these temptations in financial matters.

It is possible for Ministers to delude themselves that they are stronger than others, that their motives are purer, and that they are more capable of resisting temptation when it comes. Such delusions may result in their guard being down, thus leaving them more prone to fall than otherwise might be the case.

The particular vulnerability to temptation which Ministers face in certain aspects of their work means that they need to be very alert and on their guard. The Code of Ministerial Conduct is designed to alert Ministers to the dangers, and also enable them to recognise certain boundaries beyond which they ought not to stray.

A BIBLICAL PERSPECTIVE

The Bible presents teaching on the role of the Pastor or Shepherd. In Ezekiel, the Lord speaks a warning to those shepherds who abuse their office:

"Because my shepherds cared for themselves rather than for my flock... I am against the shepherds and will hold them accountable for my flock" Ezekiel 34:8,10 - NIV

Rather than caring for their flocks, these shepherds had exploited the sheep for personal gain and gratification. They had fallen short of the standard set by the Good Shepherd, who was willing to make self-sacrifices for the well-being of his flock. The teaching is equally applicable to Pastors or Ministers, who should never use their office to exploit those under their care for personal gain or sexual gratification. The same point is made in the Heavenly Doctrines of the New Church:

"Priests, whose ministry is conducted solely for the sake of profit or to seek honoursare spiritual thieves, since they take away from people their means of salvation."
True Christian Religion 318

Elsewhere all believers are warned against putting a stumbling-block in the way of other people:

"Do not put a stumbling-block in front of the blind." Leviticus 19:14-NIV

"Make up your mind not to put any stumbling-block or obstacle in your brother's way."
Romans 14:13 - NIV

Ministers have a particular duty to care for the spiritual growth of those they serve, and therefore they ought to avoid any conduct which might put this in jeopardy. Nor should Ministers use their office to exercise inappropriate power over others. Jesus makes it clear that ministry is service not domination:

"The Son of Man did not come to be served, but to serve." Mark 10:45 - NIV

The Lord never abuses his position by compelling people into a relationship with him, indeed he teaches us elsewhere that the love of dominating others is a hellish love which has no place in his Kingdom:

"The love of controlling others, as a result of self-love, is extremely hellish."
Conjugal Love 262

The Lord's way of caring for people is to give fully of himself to them, whilst respecting their personal freedom. He seeks only relationships in which both parties are free, and neither seeks to control or to manipulate the other. Respect for other people means never taking advantage of them, and always having a concern for their spiritual growth and wellbeing.

Ministers are called by the Lord to represent him and his ministry on earth. This is a high use, and a weighty responsibility. Faithful Ministers will seek to ensure that there is nothing in their behaviour, or treatment of those in their care, which hinders the Lord's work with his people. The duty of the Minister in this is well expressed in the following quotation:

"We put no stumbling-block in anyone's path, so that our ministry will not be discredited."
2 Corinthians 6:3 - NIV

GUIDELINES FOR MINISTERIAL CONDUCT

1. PROFESSIONAL COMPETENCE AND INTEGRITY

Ministers Should:

- 1.1 Behave at all times in a manner that will uphold the good name of the Church and its Ministry.
- 1.2 Be accountable to the Council of Ministers and to the Executive of The New Church in Australia.
- 1.3 Set aside time for personal Bible reading, prayer, and spiritual renewal.
- 1.4 Develop and monitor their own professional competence, and work within its limits.
- 1.5 Seek further training or counselling to deal with any areas of weakness in their professional or personal life.
- 1.6 Co-operate with Ministerial colleagues and Church officials across the whole range of Church activities in which they are involved.
- 1.7 Properly maintain all formal records and registers relating to their work.
- 1.8 When handling Church finances, keep proper records and provide the relevant Church officials with a full account.
- 1.9 Set aside time for personal relaxation and holidays.

Ministers Should NOT:

- 1.10 Take on any duties which are beyond their competence, or are likely to prevent the proper discharge of their current responsibilities.
- 1.11 Undertake any professional duties whilst under the influence of alcohol or drugs.
- 1.12 Seek to present personal views as being the official standpoint of the Church.
- 1.13 Treat Church members, professional colleagues, or members of the public in a rude, discourteous, or aggressive manner.
- 1.14 Undermine the position or work of colleagues, or foster a spirit of professional competitiveness.
- 1.15 Handle Church finances in such a way as to blur the distinction between a Minister's own money and that of the Church.

2. PASTORAL CARE

Ministers Should:

- 2.1 In any pastoral situation, be aware of their own emotional needs and the vulnerability of the other person.
- 2.2 Be clear about what they are competent to offer, and not go beyond that.
- 2.3 Be aware of the power of their position as a Minister, spiritual guide, and representative of the Church.
- 2.4 Respect the personal freedom of those under their pastoral care.
- 2.5 Encourage the other person to grow in maturity, not dependency.
- 2.6 Keep an appropriate emotional distance from those under their pastoral care.

- 2.7 Be aware of body language, and avoid any words or gestures likely to encourage an intimate or sexual response.
- 2.8 Confide in a colleague and/or one's own spouse when undertaking any pastoral work which might be misinterpreted as crossing the boundaries of what is appropriate.
- 2.9 Treat any sensitive and personal information that has been confided to them in a confidential manner.
- 2.10 Avoid secret meetings with Church members or members of the public. [It is important that Ministers should recognise the difference between confidentiality and secrecy].
- 2.11 Pay attention to the atmosphere of the place of meeting, including the arrangement of furniture and lighting.
- 2.12 When working with married couples, wherever possible seek to see them together. If it is helpful to see one of them separately, this is best done with the knowledge and agreement of the other.
- 2.13 Receive continuing supervision when involved in long term counselling relationships or therapy.

Ministers Should NOT:

- 2.14 Abuse the privileged access which Ministry gives them to people, their homes, and their workplace.
- 2.15 Divulge any pastoral confidences, except with the consent of the person concerned, or when it is necessary for professional reasons. In training situations, where actual pastoral cases are being discussed, the anonymity of those involved should be preserved.
- 2.16 Seek any financial, material, emotional or sexual gain from a pastoral relationship.
- 2.17 Visit someone alone at home late at night, except in case of pastoral emergency and having first informed an appropriate third person.
- 2.18 Spend an excessive amount of time in pastoral work with one person, couple or family.
- 2.19 Be alone with a child or children in a place where there are no other adults close at hand.

POSTSCRIPT

It is recognised that no Code of Conduct can cover every detail of a Minister's work. What is set out above is a general guide, and Ministers should apply the principles given as far as they can in the detail of their work. Whenever Ministers are in doubt about what is appropriate in a particular case they should consult the President of Conference or other senior colleague.

The provision of this Code of Conduct is not intended to call into question the high spiritual, moral, and ethical standards which are generally observed by Ministers. It is rather designed to preserve their reputation and protect them from any damage which might be caused by the publicity surrounding a few problem cases. By encouraging good practice it seeks to ensure that the Church provides the highest quality of pastoral care for those to whom it ministers.

Issued on behalf of the Committee of Ministers,
John M Sutton (President of Conference.)
Robert A Gill (Secretary)
July 1997.

And adopted by the Australian Council of Ministers May 2004-05-20
Julian C Duckworth. (President of the New Church in Australia).
Trevor A Moffat (Secretary of the Council of Ministers).

ATTACHMENT G - COM CODE OF PRACTICE

Council of Ministers Code of Practice (as approved by the 2002 Council of Ministers)

Preamble

While certain procedures for Council of Ministers activity and responsibility already exist, and while there is also an understanding from current practice, the list below aims to set down a general Code of Practice for all things in which the Council of Ministers is responsibly involved.

The Council of Ministers

The Council of Ministers (COM) is made up of all Ministers in association with The New Church in Australia. This includes both active and retired ministers to whom all communications in regard to COM will be sent. It is the purpose of the COM to give spiritual guidance and vision to the organized Church and to deal with requirements

The COM Secretary

The COM shall appoint a Secretary who shall serve as the reference point for communication. The appointment shall be made at a COM meeting. The Secretary may be a Minister or an appropriate lay person. The length of appointment is not set but should provide for continuity.

The role of the Secretary is to ensure good communication among the Ministry and when required, to the wider New Church in Australia (NCIA). The Secretary shall prepare agendas for COM meetings and shall provide and distribute various Minutes among the Ministry and when agreed, to the wider Church. The Secretary shall be kept informed of developments that require the attention of the COM in regard to various arising situations from the Board, the President, and the Director of Spiritual Training of the Australian New Church College (ANCC).

COM meetings

The COM shall physically meet by mutual agreement to deal with matters brought to its attention. Notice shall be given to Societies and the Board by the COM Secretary. Individuals and Societies shall be invited to bring matters of doctrine and need to the attention of the COM through the Secretary. Additional discussion among the COM may be made by arrangement of a phone link when required. Any Minister may advise the Secretary of the need for such a discussion.

Attendance at and in meetings of COM is expected from Ministers. Voting shall be the prerogative of active Ministers, while all Ministers shall have the right of discussion. An open invitation shall be extended to a resident General Church Minister and a Minister within the New Church in New Zealand and all papers provided to them. They shall have all rights of COM involvement except voting rights.

Ministers' wives may be invited to be present and take part in a face-to-face COM meeting. The provision for this is to be agreed by the COM at its previous meeting. The NCIA Board is to be informed of this wish and will give its agreement or otherwise. The Board shall inform the Church of this decision.

Ministers no longer within COM

If and when a Minister goes abroad or is not in active or retired Ministerial service to the NCIA, they shall not have right to involvement in COM decisions. They may receive COM communications by agreement.

The Work of Ministry

Any Minister may contact the President of the NCIA with any request over an arising issue, and the President carries the responsibility of furthering the issue in consultation with the COM Secretary, the Vice-President and the ANCC Director of Spiritual Training at his discretion or their request.

In the case of any conflict within a Society, the Minister in association with or carrying pastoral responsibility for that Society shall approach the President for guidance. A Society may also make a similar approach to the President who shall speedily attend to the situation's needs, or delegate a representative to do so. The President shall use his judgment as to communication over such issue.

Ministerial Activity outside of Societies

When a Society within the NCIA or a New Church organization overseas approaches a Minister to provide service of any kind, the Minister shall inform the President of the request and shall also gain the permission of his own Society to be freed to undertake such service. It is expected that such requests are sensibly thought-through in terms of time and appropriateness. It is expected that Societies will be positive towards this wider Ministerial work. In the specific case of Societies without a serving Minister, the President or his representative shall initiate whatever cover is requested by that Society. The Society itself shall cover the travel and accommodation costs.

Ministerial Moves

A Society has the right to invite a particular Minister to consider accepting an invitation to become its Minister. It has this right after due consultation and communication through the Movement of Ministers Committee (the President and one lay person) and when the President and the Board have given agreement to the invitation being given.

The Australian New Church College (ANCC)

The COM shall appoint a Director of Spiritual Training of the ANCC by mutual consideration and consent, and the length of appointment shall not be set. The Director of Spiritual Training takes the responsibility for matters relating to the work of the College. He shall provide the COM with six-monthly reports.

The COM serves as the College Board of Studies in all matters to do with the College except its finance and administrative requirements. The NCIA Board with the Principal serves as the College Council to manage and decide on finance and administration. The Director of Spiritual Training and President shall maintain regular contact over all matters to do with the College and extend this more widely when it is felt to be required.

The Director of Spiritual Training has the right to invite any Minister or lay person to be involved in College activities such as tutorials and seminar staffing. It is expected that Ministers will make arrangements for themselves to be available for College involvement as part of their professional life.

New Church in Australia Family Camps

When a Camp is arranged, the COM carries responsibility for its staffing and spiritual program. It is expected that there shall be an adequate number of Ministers at a camp to cover staff requirements. Ministers shall serve as staff at the expense of the NCIA as shall any other person(s) undertaking sufficiently major involvement in camp program responsibilities such as children's educational programs. The number of Ministers required for a camp is to be settled in sufficient time prior to the camp, at least three months in advance of its commencement.

Confidentiality

Matters of a confidential nature shall be communicated directly to the President who shall use his judgment in dealing with the situation and in the extent of including others in the matter. The President shall have the right to act in dealing with all matters to do with the spiritual and practical life of the New Church in Australia and shall use his jurisdiction and discretion to do this, with consultation with those whose involvement he deems appropriate to seek.

Julian Duckworth
NCIA President
COM meeting 24-26 October 2002

ATTACHMENT H - LICENCE AGREEMENT

LICENCE AGREEMENT

Licensor The New Church in Australia

Licencee Minister Concerned

PREAMBLE

The New Church in Australia having ordained Rev.
as a recognised Minister of The New Church in Australia licences the said Minister to carry out duties and ceremonies of Ministry in such a manner as is in accord with ordination and the ministerial office.

Ordination into Ministry being a sacred and responsible authorisation placed upon a person who serves as a representative of the Lord among people, requires that the manner in which the activities of the priesthood are fulfilled by an ordained Minister shall be in accordance with Divine order and in keeping with the truths revealed by the Lord through the Heavenly Doctrines and the practices that are considered acceptable within The New Church in Australia.

CODE OF MINISTERIAL CONDUCT

The Council of Ministers and the Executive of The New Church in Australia have adopted, for the time being, the general form of the Code of Ministerial Conduct of The General Conference of the New Church in Britain which provides guidelines for the conduct of its Ministers. It is the intention of The New Church in Australia in consultation with the Council of Ministers to revise, refine and develop this Code of Conduct so that it becomes a stand-alone document reflecting Australian conditions. For the time being the said document will apply to and be acknowledged and accepted by all Ministers recognised by The New Church in Australia.

The Execution of this Licence by the parties below implies an acceptance of the Code of Ministerial Conduct as attached to this document and also as amended from time to time.

ADMINISTRATION OF SACRAMENTS

The Minister is authorised to conduct the Sacrament of Baptism and the Holy Supper in accordance with the rites of the New Church the outline of which is contained in the Book of Worship.

CONSULTATION

Following ordination on-going contact with ministerial colleagues and attendance at Council of Ministers meetings is desirable

TERM

This licence will apply for an initial term of three years. At the end of three years (or earlier under certain circumstances which are referred to below) the licence will be reviewed and will be extended by confirmation in writing.

EARLIER REVIEW

The New Church in Australia reserves the right to review continuation of the licence earlier than three years should circumstances arise concerning the performance or actions of the said Minister.

REVOCAATION

In the event that, after due counselling and consultation with the said Minister The New Church in Australia considers there are just causes it reserves the right to revoke the Licence and this will be advised in writing giving reasons and the opportunity for the Minister to respond.

EXCLUSION CLAUSE

The New Church in Australia and its Directors do not accept liability for any acts or activities undertaken by the licensed Minister or under his auspices that could bring The New Church in Australia into disrepute or be classed as acts of immorality, dishonesty or blasphemy or other events or acts which would be regarded as unacceptable in the context of an organisational church situation.

Dated this day of 20.....

Secretary
The New Church in Australia

Minister