

SAMARITANS HOUSING ORDINANCE 2013

Whereas the members of the Board who form the Board of the Samaritans Foundation seek to offer the provision of housing as an expression of community and Christian care, and

Whereas the members of the Board have formed the view that it is prudent that the provision of housing be a service that is offered distinct from other services offered by the Samaritans Foundation, and

Whereas the members of the Board desire to form an incorporated body to offer that service

Be it ordained by the Diocesan Council of the Diocese of Newcastle as follows -

Short title

1. This Ordinance is the Samaritans Housing Ordinance 2013.

Interpretation

2. Words used in this Ordinance shall have the same meaning as in the Samaritans Foundation Diocese of Newcastle Ordinance 1984.

Object

3. The object of Samaritans Housing shall be enable the provision of housing, social housing, housing services and related services in its own right and in partnership with others including but not limited to churches, corporations and government.

Board

4. The Board of Samaritans Housing shall be the Board of the Samaritans Foundation.

Chief Executive Officer

5. The CEO of Samaritans Housing shall be the CEO of the Samaritans Foundation.

President

6. The President of Samaritans Housing shall be the Bishop of Newcastle.

Powers of the Board

7. The Board shall have the power to control and manage the affairs of Samaritans Housing and has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of Samaritans Housing including but not limited to:
 - 7.1 defining and ensuring compliance with the organisation's values and strategic objectives;
 - 7.2 establishing a framework for approving strategies, policies and plans to achieve those objectives;
 - 7.3 satisfying itself as to the integrity of financial information and approving annual budgets and accounts and business plans;
 - 7.4 establishing and monitoring a framework for delegation and systems of internal control which are reviewed periodically as determined by the board;
 - 7.5 establishing a framework for the identification, management and reporting of risk;

- 7.6 taking decisions and agreeing policies on all matters that might create a significant financial or other risk to the organisation or that raise significant issues of principle;
- 7.7 establishing mechanisms for communication and receiving feedback from the Bishop, Diocesan Council and organisation's stakeholders;
- 7.8 monitoring the organisation's performance and taking timely corrective action if required;
- 7.9 taking overall responsibility for self-assessment and other responsibilities as part of implementing any relevant regulatory framework;
- 7.10 ensuring that at all times that Samaritans Housing, if registered with any regulator as a provider of social housing, takes account of any undertaking given by Samaritans Housing to such regulator, or intervention or obligation imposed upon Samaritans Housing by such regulator;
- 7.11 satisfying itself that the Samaritans Housing affairs are conducted lawfully and with probity;
- 7.12 establishing a governance charter for the board;
- 7.13 establishing and operating induction and development programmes and performance appraisal system for the Board and individual Board members;
- 7.14 assuring the effectiveness of governance on a regular basis;
- 7.15 purchasing, acquiring or disposing, assigning, or taking or granting any interest in land including any mortgage, charge or other security whatsoever, construct or carry out works to buildings;
- 7.16 helping any charity or other body not trading for profit in relation to housing and related services; and
- 7.17 borrowing money or issuing bonds, notes loan stock or any other debt instrument or enter into any transaction having the commercial effect of a borrowing.

Management and delegation

8. The board may delegate any powers under written terms of reference to a committee or to officers or employees. Those powers shall be exercised in accordance with any written instructions given by the board. All acts and proceedings of any delegate shall be reported to the board.

Reports

9. The Board shall provide a report on Samaritans Housing to each session of Synod and shall provide a report to the Samaritans Foundation and Diocesan Council when requested to do so.

Common Seal

10. Samaritans Housing must have a Common Seal which is to be kept under the control of the CEO. The Common Seal must only be affixed to an instrument with authority of the Board and the affixing of the common seal must be attested by the signature of two members of the Board and the signature of the CEO or a person authorised in writing by the CEO to sign on behalf of the CEO.

Not for Profit

- 11.1 Samaritans Housing is to operate as a not-for-profit organisation.

- 11.2 The funds of Samaritans Housing are to be derived from subscriptions, other fees, gifts, donations, grants, sponsorships and such other sources of monetary contribution as the Board determines.
- 11.3 The profits, income and property of Samaritans Housing, however derived, shall be applied solely towards the promotion of the Objects.
- 11.4 No portion of the profits, income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the Members of the Board. This provision does not prevent the payment, in good faith, of:
- (a) reasonable and proper remuneration to any employee of Samaritans Housing, or to any Member of the Board in return for any goods and services actually rendered to the Foundation;
 - (b) interest at a rate not exceeding interest at the rate for the time being charged by bankers in Newcastle for overdrawn accounts on money lent; and
 - (c) reasonable and proper rent for premises demised or let by any Member of the Board
- 11.5 No Member of the Board shall be appointed to any salaried position within Samaritans Housing or any capacity of Samaritans Housing paid by fees.
- 11.6 No remuneration or other benefit in money or money's worth shall be given by Samaritans Housing to any Member, except repayment of out-of-pocket expenses or interest on money lent or reasonable and proper rent for premises demised or let to Samaritans Housing.

Indemnity

12. Every member of the Board, officers and servants of Samaritans Housing, shall be indemnified by Samaritans Housing from and against all costs, losses and expenses, which any such member of the Board, officer or servant, may properly incur, or become liable to pay by reason of any contract entered into, or other act, or thing, any way in the discharge of his or her or their duties, and it shall be the duty of the Board to pay the same out of the funds of Samaritans Housing.

Winding Up

- 13.1 If, upon winding up of Samaritans Housing there remains 'surplus property' (i.e., property remaining after satisfaction of the debts and liabilities of Samaritans Housing and the costs, charges and expenses of the winding up), such surplus property shall be distributed amongst those charities, non-profit organisations or associations as the Diocesan Council may determine which have similar purposes to the Foundation.
- 13.2 If Samaritans Housing is an Endorsed Deductible Gift Recipient (DGR) at the time of its winding up, surplus property must be transferred to one or more entities as the Diocesan Council may determine, which have similar purposes to Samaritans Housing and which have status as an Endorsed DGR.
- 13.3 Where gifts to Samaritans Housing are deductible only if, among other things, the conditions set out in the relevant item in the tables in Subdivision 30-B of the Income Tax Assessment Act 1997 (Cth) are satisfied, a transfer of surplus property must be made in accordance with those conditions.