

ANGLICAN DIOCESE OF RIVERINA



OP SHOP

Op Shop Policy

Approved by Diocesan Council 8th October, 2025

Date for Review 8th October, 2028

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1. Management structure

- 1.1 The **Op Shop** is subject to the authority of **Parish Council** as provided in these rules.
- 1.2 The **committee** is a sub-committee of **Parish Council**. **Parish Council** is responsible for managing the **Op Shop**.

2. The Management Committee

- 2.1 The **Op Shop** is, subject to these rules, governed by the management **committee** that is made up of **committee members**.
- 2.2 Appointment of officers and members of the committee:
Parish Council:
 - a. will annually approve the appointment the members of the **committee**, whose membership will include:
 - i. the **rector**, who will hold the position of Chair, and
 - ii. at least one other member of **Parish Council**, and
 - iii. a Secretary and a Treasurer, or a combined Secretary/Treasurer, who is a member of **Parish Council** and/or a member of the **congregation**, and
 - iv. a **co-ordinator** for the **Op Shop** who is a member of **Parish Council** and/or a member of the **congregation**;
 - b. may also appoint other officers it considers appropriate for the proper and efficient management of the **Op Shop**;
 - c. may fill a vacancy in an office. A person so appointed holds office until the next annual appointment of officers.
- 2.3 **Parish Council** may appoint and remove **committee** members to and from any positions (such as Treasurer, Secretary, or a combined Secretary/Treasurer, and co-ordinator) and decide their responsibilities in those roles.
- 2.4 The **committee** is made up of a minimum of three **committee members**.
- 2.5 A majority of the **committee members** must be members of the **congregation**.
- 2.6 Before appointments are made under rule 2.2, the **committee** may submit one or more nominations for consideration by **Parish Council**.

- 2.7 Each **committee member** finishes their time on the **committee** at the next annual general meeting after they were appointed, but they can be appointed again.
- 2.8 To be eligible to be a **committee member**, a person:
- i. must not be ineligible to be a responsible person under the ACNC Act
 - ii. must be appointed under rule 2.2
- i. must be a member of the **Op Shop** at the time of their application, appointment, and for the duration of their time on the **committee**.
- 2.9 A **committee** member stops being on the **committee** if they:
- i. resign, by writing to the **committee** and/or **Parish Council**
 - ii. stop being a member of the **Op Shop**
 - iii. are removed by **Parish Council**
 - iv. are absent without the consent of the **committee** from all meetings of the **committee** held during a period of six months
 - v. become ineligible to be a responsible entity (**committee** member) under the **ACNC Act**, or
 - vi. die.
- 2.11 If a **committee member** stops being on the **committee** before the next annual general meeting, **Parish Council** can temporarily appoint a member of the **Op Shop** to fill the vacancy on the **committee** until the next annual general meeting.
- 2.12 Before a temporary appointment is made under rule 2.11, the **committee** may submit one or more nominations for consideration by **Parish Council**.

3. Record-keeping

- 3.1 The **Op Shop** must make and keep written financial records that:
- i. correctly record and explain the **Op Shop's** transactions and financial position and performance, and
 - ii. enable true and fair financial statements to be prepared by the Op Shop Treasurer and to be audited.
- 3.2 The **Op Shop** must also keep written records that correctly record its operations, and be able to produce these records if required by law.
- 3.3 The **Op Shop** must retain its records for at least seven years, or as otherwise required by the **ACNC Act** or any other laws that may apply (for example, taxation law).
- 3.4 The **committee members** must take reasonable steps to ensure that the **Op Shop's** records are kept safe.
- 3.5 Copies of the **Op Shop's** written and financial records are to be forwarded to **Parish Council** in time for the **Parish Council** AGM, or more frequently if required by **Parish Council**.

4. Funds and assets

- 4.1 The **committee** must adhere to the policies and decisions of **Parish Council** in relation to the holding and management of funds and assets on behalf of the **Op Shop** or its **purposes**, and the **Parish Council** oversees these funds and assets and who can make decisions about them.
- 4.2 The **Op Shop** can receive funding from:
- i. sales
 - ii. donations
 - i. grants
 - ii. fundraising
 - iii. interest, and
 - iv. any other lawful sources approved by **Parish Council** that are consistent with furthering the **Op Shop's purposes**.
- 4.3 All monies will be banked at a bank directed by the **Parish Council**; the preference of the **Diocesan Council** being that monies are deposited directly into the Parish General Fund.

5. Financial year

- 5.1 The financial year of the **Op Shop** is from 1 January to 31 December, unless **Diocesan Council** passes a resolution to change the financial year.

6. Membership

6.1 Membership of the **Op Shop** is limited to:

- i. the **rector**, and
- ii. persons appointed by **Parish Council** to hold positions on the **committee**, and
- iii. persons approved by the **rector** or **Parish Council** to do volunteer work at the Op Shop.

6.2 A person, as described in rule 6.1, can only be a member if they support the **purposes** and agree to be bound by these rules.

6.3 The **rector** and/or **Wardens** decides the process for receiving and approving or rejecting membership applications, as set out in the **Diocesan Due Diligence Protocol**. The Diocesan Due Diligence Protocol explains the requirements for Safe Ministry Checks (all Op Shop members/workers), Safe Ministry Training (Op Shop Co-ordinators), and Working With Children Checks (Op Shop Co-ordinators).

6.4 When membership is suspended, a member cannot exercise their members' rights such as voting at a **general meeting**.

6.5 A person immediately stops being a member if:

- i. their membership is cancelled under these rules, or
- ii. they resign by writing to the **committee** and/or **Parish Council**, or
- iii. they die.

7. Register of members

- 7.1 The **Op Shop** must maintain a register of members. This register must be made available to **Parish Council** so as to be able to forward the register to the Diocesan Registry Office as requested.
- 7.2 Members' names and contact details must be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register.
- 7.3 The **committee** must record the date that a person stops being a member of the **Op Shop** in the register of members as soon as possible after the person stops being a member.
- 7.4 If a member requests that access to their details on the register of members be restricted, **the rector or Wardens** may decide whether access will be restricted and will notify the member of this.

8. Members' access to documents

- 8.1 A member may make reasonable requests to inspect (at a reasonable time) the:
 - ii. rules of the **Op Shop**, and
 - iii. **general meeting** minutes.
- 8.2 Members may only use information that is accessed in accordance with rule 8.1 for lawful and proper **purposes** related to the **Op Shop**.
- 8.3 Subject to rule 8.4, the **Op Shop** must provide access to documents or copies requested under rule 8.1 within a reasonable time.
- 8.4 The **Op Shop** can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the **Op Shop**, or if the request is otherwise unreasonable.

9. Duties of the committee

- 9.1 The role of the **committee** is to ensure that the **Op Shop** is responsibly managed and pursues its **purposes**.
- 9.2 Among its other responsibilities, the **committee** is responsible for:
- i. making sure the **Op Shop** complies with the requirements of:
 - any relevant government body;
 - relevant Diocesan policies, including the **Diocesan Risk Management Policy**; and
 - the policies and directions of **Parish Council**;
 - ii. making sure that accurate minutes of **general meetings** and **committee** meetings are made and kept
 - iii. making sure that other records are kept in accordance with rules 3.1 to 3.5, and
 - iv. making sure that documents of the **Op Shop** are made available to members and to **Parish Council** in accordance with rules 8.1 to 8.6.
 - v. making recommendations to **Parish Council** for engaging, supervising, suspending and dismissing volunteer staff;
 - vi. supervising the activities of the **Op Shop**;
 - vii. properly and efficiently reporting the **Op Shop's** financial affairs to **Parish Council**;
 - viii. taking care of the property used in the **Op Shop's** activities;
 - ix. furnishing reports, as required by **Parish Council**.
- 9.3 **Committee** members must:
- i. comply with their legal duties under Australian laws and ensure that the **Op Shop** complies with its duties under Australian laws, and
 - ii. meet the requirements for responsible entities (**committee members**) of registered charities and comply with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:
 - a. to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a **committee member** of the **Op Shop**

- b. to act in good faith (fairly and honestly) in the best interests of the **Op Shop** and to further the **charitable purpose(s)** of the **Op Shop** set out in rule 5,
 - c. not to misuse their position as a **committee member**
 - d. not to misuse information they gain in their role as a **committee member**
 - e. to disclose any perceived or actual material conflicts of interest
 - f. to ensure that the financial affairs of the **Op Shop** are managed responsibly on behalf of **Parish Council**, and
 - g. not to allow the **Op Shop** to operate whilst it is insolvent.
- 9.4 For clarity, rule 9.3(ii) is intended to require compliance with the ACNC governance standards as amended or modified from time to time.

10. Committee meetings

- 10.1 A **committee** member can call a meeting by giving seven days' notice of a meeting to **committee** members unless the meeting is an urgent meeting (in which case reasonable notice must be given).
- 10.2 The **committee** can decide how often it meets, and the way it meets, including by allowing **committee** members to attend through technology, so long as it allows everyone to communicate.
- 10.3 The Chair will chair **committee** meetings. If the Chair does not attend, the **committee** members can choose who will chair that meeting.
- 10.4 A resolution is passed if more than half of the **committee** members voting at the **committee** meeting vote in favour of the resolution.
- 10.5 A majority (more than half) of **committee** members must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for **committee** meetings).
- 10.6 The **committee** can allow circular resolutions. To pass a circular resolution, each **committee** member must agree to it in writing, including by email or other electronic communication, and it is passed once the last **committee** member has agreed to it.

11. General meeting of members

- 11.1 **General meetings** of members can be called by the **committee**. The **committee** must call a **general meeting** if requested by a group of members making up at least 10% of members who are entitled to vote at **general meetings**. The members must state in the request any resolution to be proposed at the meeting.
- 11.2 If the **committee** does not call and hold a meeting where requested to do so under rule 11.1 within two months of the request, 50% or more of the members who made the request may call and arrange to hold a **general meeting**. The meeting must be held within three months from the time the request was made and as far as possible, should follow the procedures for calling **general meetings** set out in these rules. Subject to the approval of Parish Council, the members are entitled to claim any reasonable expenses that they incur in calling the meeting from the assets of the **Op Shop**.
- 11.3 At least 10% of the members that are entitled to vote at the meeting must be present at a **general meeting** (either in person or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants) for the meeting to be held (this is the quorum for **general meetings**).
- 11.4 Written notice of **general meetings** must be provided to all members (and the **Op Shop** auditor or reviewer, if one is appointed) at least 21 days before the meeting. Notice to members must either be sent to the members' contact addresses listed on the register of members or displayed in a visible position in the staff common area.
- 11.5 Any notice of **general meetings** must include the meeting details (including whether the meeting is to be held in two or more places and the technology that will be used to facilitate this), proposed issues to be discussed and resolutions to be moved at that meeting.
- 11.6 The **AGM** of the Op Shop will be held before the **AGM** of the Parish, for reporting and election of office bearers. The **AGM** of the management **committee** is to be chaired by the **rector**.
- 11.7 The ordinary business of the **AGM** is to confirm the minutes of the previous **AGM**, receive reports and statements on the previous financial year, and make recommendations to **Parish Council** for the appointment of **committee** members. The notice of the **AGM** must include any special business or resolutions to be considered.
- 11.8 A group of at least 10% of members who are eligible to vote at a **general meeting** can propose resolutions to be voted on at a **general meeting** by writing to the **committee** advising them of the proposed resolutions, so long as requirements to notify members of the resolutions prior to the **general meeting** can be met (which will depend on the type of resolution proposed).
- 11.9 Any resolution proposed under rule 11.8 must be considered at the next **general meeting** held no more than two months after the date the **committee** is notified of the request to present a resolution to members. This rule does not limit any other right that a member has to propose a resolution at a **general meeting**.

- 11.10 The Chair (see rule 2.2) will chair **general meetings**. If the Chair does not attend, the members at the meeting can choose another **committee** member to be the chair for that meeting. The Chair is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor or reviewer (if any)).
- 11.11 Each member has one vote.
- 11.12 A resolution (other than a **special resolution**) is passed if more than half of the members present at a **general meeting** vote in favour of the resolution.
- 11.13 Votes may be held by a show of hands or written ballot, or other method that the chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member can request a vote be held again by written ballot. If a vote of the members is tied, the chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.
- 11.14 The chair can adjourn the meeting if there are not enough members at the meeting (a quorum – see rule 16.3) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date.) Only unfinished business may be dealt with at a resumed meeting. The chair must adjourn the meeting if a majority of members entitled to vote at the meeting direct the chair to do so.
- 11.15 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.
- 11.16 The chair and the meeting minutes do not need to state the number or proportion of the votes in favour or against on a show of hands.

Dispute resolution process

- 11.17 If there is a dispute between a member or **committee** member and:

- i. one or more members, and
- ii. one or more **committee** members

the parties (the people who disagree) involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.

- 11.18 If the dispute cannot be resolved between the people involved, the **Parish Council** must be notified, and a dispute resolution process must be put in place by the **Parish Council** as outlined in the **Diocesan Discipline Protocol**.

Disciplining members

- 11.20 The **committee** can make recommendations to **Parish Council** that disciplinary action be taken against a member of the **Op Shop** if it considers the member has breached these rules or if the member's behaviour is causing (or has caused) damage or harm to the **Op Shop**. The **Parish Council** must follow a disciplinary process in accordance with the **Diocesan Discipline Protocol**.
- 11.21 Disciplinary action can include warning a member or suspending or cancelling the member's membership. It cannot include a fine. Membership cannot be suspended for more than 12 months.
- 11.22 **Parish Council** must arrange a disciplinary procedure as set out in the **Diocesan Discipline Protocol**.
- 11.23 **Parish Council** must notify the member of the outcome of the disciplinary procedure as soon as reasonably practical.
- 11.24 There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith (fairly and honestly) under rule 11.23.

12. Alteration of rules

- 12.1 Subject to rule 12.2 below, these rules may be changed, added to, or replaced by:
- a. **special resolution of Parish Council**; and
 - b. **adoption by Diocesan Council**.
- 12.2 A special resolution that amends these rules must not be passed, if passing it causes the **Op Shop** to no longer be a charity.

13. Charitable purpose and not-for-profit status

- 13.1 The **Op Shop** will pursue the following charitable **purposes**:
- i. To raise funds for the Parish of **[Name of Parish]**.
 - ii. To use such funds to benefit the Parish and its work, for other local charitable works as approved by **Parish Council**, and for any future development of **[Name of Parish]** Op Shop as approved by **Parish Council**.
 - iii. To provide a service to the community by providing cheap clothes and goods for sale.
 - iv. To acquire stock by donation for sale or distribution without charge to needy people.
- 13.2 The **Op Shop** may do all things that help it to achieve these **purposes**, in accordance with these rules.
- 13.3 The **Op Shop** and its **committee** may only, and subject to the approval of **Parish Council**, do things and use the income and assets of the **Op Shop** (including those held on trust for the **Op Shop** or its **purposes**) for the **purposes**.
- 13.4 The **Op Shop** must operate consistently with legal requirements for **registered charities**.
- 13.5 The **Op Shop** must not distribute any income or assets, directly or indirectly, to its members.
- 13.6 Rule 13.5 does not stop the **Op Shop** from doing the following things, provided they are
- i. approved by **Parish Council**, and
 - ii. done in good faith (fairly and honestly):

- a. paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **Op Shop**, or
- b. making a payment or providing a benefit to a member in carrying out the **Op Shop's** charitable **purpose(s)**.

Indemnity

- 13.7 To the extent possible under law, members (including **committee members**) are entitled to be indemnified out of the assets held for the **Op Shop** for any debts or liabilities incurred personally by a member when acting on behalf of the **Op Shop**, so long as the member was:
- i. authorised by both **Parish Council** and the **Op Shop** to take that action, and
 - ii. acting in good faith (fairly and honestly) and in the best interests of the **Op Shop**.
- 13.8 This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a member of the **Op Shop**. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

14. Contracts

- 14.1 The **Op Shop** cannot enter into contracts without the prior approval of, and continued oversight by, **Parish Council**.
- 14.2 As an unincorporated **association**, the **Op Shop** cannot enter into contracts in its own name but only in the collective name of three or more individuals appointed by the **Parish Council**.
- 14.3 The individuals who enter into the contract under the previous rule may elect to re-execute a contract if one or more of the individuals is no longer a member of the **Op Shop**, in which case the **Parish Council** shall appoint one or more individuals in their place.

15. Winding up

- 15.1 The **Op Shop** can be wound up by **Parish Council** passing a **special resolution** to wind up the **Op Shop**.
- 15.2 If the **Op Shop** is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:
 - i. must not be distributed to the members or former members of the **Op Shop**, and
 - ii. subject to the requirements of Australian laws and any Australian court order, must be distributed to the Parish of **[Name of Parish]** which is a **registered charity** with the **ACNC**, has similar **purposes** to the **Op Shop** and is not carried on for the profit or personal gain of members, or
 - iii. if unable to be distributed to the Parish of **[Name of Parish]**, then, subject to the requirements of Australian laws and any Australian court order, must be distributed to another organisation or other organisations with similar purposes, which is/are charitable at law, and which is/are not carried on for the profit or personal gain of members.
- 15.3 In making distributions upon winding up, the **Op Shop** must satisfy any obligations that apply to assets over which a trust exists.

16. Definitions

16.1 In this policy, words and phrases have the meaning set out below:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time.

AGM means **annual general meeting**.

association means the unincorporated association, herein named the '**Op Shop**'.

committee means the **association's** management **committee**. The **committee** is a sub-committee of **Parish Council** who is responsible for managing the **association**.

committee member(s) means the members of the management **committee**

co-ordinator means the person elected by the members of the management **committee** at the **association's** annual general meeting to co-ordinate the affairs of the **Op Shop**.

congregation means the communicant and confirmed members of the Anglican Church of Australia above the age of 18 who are also members of the Parish of [Name of Parish]

Diocesan Council means the elected and appointed representatives of the Synod of the Anglican Diocese of Riverina

Diocesan Discipline Protocol is the protocol for investigating a serious breach of Diocesan Canons and Ordinances active and in effect within the Diocese of Riverina

<https://anglicanriverina.com/wp-content/uploads/2023/05/Diocesan-Discipline-Protocol.pdf>

Diocesan Due Diligence Protocol outlines the various screening requirements for all clergy, lay ministers, volunteers and church workers within the Diocese of Riverina

<https://anglicanriverina.com/wp-content/uploads/2024/04/Riverina-Due-Diligence-protocol-2023.pdf>

Diocesan Risk Management Policy – the purpose of this policy is to establish a consistent approach to managing risk within the Diocese of Riverina. It sets out the requirements and responsibilities for risk and seeks to emphasise that the management of risk and reporting on risk is everyone's responsibility. This policy is applicable to all Parish, Op Shop, and Registry Office staff.

[Anglican Diocese of Riverina Risk-Management-Policy and Framework](#)

general meeting means the meetings of members of the **association** as described in rule 11, consisting of **AGMs** and special **general meetings**.

Op Shop means the **association**.

purposes means the charitable **purposes** of the **association** as described in rule 13.1.

parish means the Parish of [Name of Parish]

Parish Council means the Parish Council of the Parish of [Name of Parish]

rector means the rector of the Parish of [Name of Parish], OR the clergy of the Parish, OR two **Wardens**.

registered charities means charities registered with the **ACNC**.

special resolution means a resolution of members:

- i. of which at least 21 days' notice of the meeting at which it will be considered has been given to members, and
- ii. that is passed at a **general meeting** by 75% or more of the members voting (who are eligible to vote), voting in favour of it.

Wardens means the appointed and elected members of the **Parish Council** as appointed and elected in this role at the Parish **annual general meeting**.

SIGNING PAGE

DIOCESE	PARISH
Bishop (or Administrator)	Rector (or two Wardens)
<u>Name:</u>	<u>Name:</u>
Signature:	Signature:
Date:	Date:
	<u>Name:</u>
	Signature:
	Date:

A signed copy of this policy is to be retained by both the Parish and the Diocese.

If and when changes are made by the Diocesan Council to this policy, the amended version of the policy is to be signed by both parties, a copy of which is to be retained by both the Parish and the Diocese.