

The Uniting Church in Australia

Synod of NSW and the ACT

By-Laws

Under clause 63 of the Constitution for the Uniting Church in Australia, a Synod may make by-laws not inconsistent with either the Constitution or the Regulations for the Uniting Church in Australia. Such by-laws can prescribe all matters that by the Constitution are required or permitted to be prescribed in connection with a Synod. Such by-laws can also prescribe matters that are necessary or convenient to be prescribed for the carrying out or giving effect to the Constitution or for the life of the Church within the Synod.

Record of amendments

| By Law | Date | Updated |
|---|---------------------------------------|------------|
| PART 4: Boards of the Synod <ul style="list-style-type: none"> Updated to reflect the new Committee Structure. | Approved SSC 09/07/2021 (117/21SC) | 16/08/2022 |
| PART 8: Synod Board <ul style="list-style-type: none"> Updated with the new Synod Board By-Laws to replace the Uniting Resources By-Laws. | Approved SSC 09/07/2021 (117/21SC) | 16/08/2022 |
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| Part 6: Treasury & Investment Services | Approved SSC 28/07/17 | 08/03/2018 |
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Part 1: General Information

1.1 Introduction

- 1.1.1 The By-Laws of the Synod of New South Wales and the ACT are made under the Uniting Church in Australia Regulations (the Regulations) as both varied, amended or substituted from time to time. The By-Laws are in addition to and are to be read in conjunction with the *Uniting Church in Australia Act 1977 (NSW)* (the Act), the Constitution and the Regulations and are only properly understood when so read.
- 1.1.2 In the event of inconsistency of any provision contained in these By-Laws with the Act, the Constitution and/or the Regulations, the order of precedence to resolve such inconsistency is as follows:
- a) first – the Act;
 - b) second – the Constitution;
 - c) third – the Regulations;
 - d) fourth – the By-Laws.
- 1.1.3 In these By-Laws, words in the singular shall include the plural and vice versa and words of one gender include both genders.

1.2 Definitions

- 1.1.2 In these By-Laws, the definitions in the Constitution and Regulations apply; and unless the context or subject matter of the Constitution or the Regulations require otherwise, the following definitions also apply:

“Act” means the *Uniting Church in Australia Act 1977 (NSW)*

“Assembly” means the group of people appointed under Regulation 3.3.8 at any point in time

“Board” means a board established under Part 4 of these By-Laws to carry out the responsibilities and functions of the institution established for each designated Ministry Area of Synod

“Bodies” includes councils, committees, departments, colleges, boards, agencies, funds and any other Synod institution, entity or property trust

“Church” means The Uniting Church in Australia

“Constitution” means the Constitution of the Church

“Executive Director” means an executive officer appointed under Part 3 of these By-Laws

“SSC NRC” means the Synod Standing Committee Nominations and Remuneration Committee as appointed under Part 9 of these By-Laws

“Ministry Area” means an area of responsibility within the Synod specified in By-Law 4.1.1 and for which an institution is established

“Property” (as referred to in Part 8 of these By-Laws) means property of whatever nature and includes real property, buildings, infrastructure, money, investments, files, documents, intellectual property and rights relating to property

“Property Trust” means either one or both of the Uniting Church in Australia Property Trust (NSW) and the Uniting Church in Australia (Australian Capital Territory) Property Trust

“SARC” means the Synod Audit and Risk Committee as appointed under Part 9 of these By-Laws*

“SSC” means the Synod Standing Committee

“Synod” means the Synod of NSW and the ACT and includes the bodies within its organisational structure

“the College” means the United Theological College and includes its faculty, staff, committees and activities

“UAICC” means the Uniting Aboriginal and Islander Christian Congress.

“within the bounds of the Synod” means within the range of people, bodies, places and activities for which the Synod has oversight and responsibility

(Note: Part 2 is out of date and will be updated))

Part 2: The Synod

2.1 Responsibility for Policy Matters

2.1.1 Subject to By-Law 2.3.10, Synod is responsible for determining all policy matters within the bounds of the Synod.

2.2 Ordinary Synod Meeting Membership

Membership

2.2.1 The membership of the Synod consists of a maximum of 500 persons and includes:

- a) the President and Secretary of the Assembly;
- b) the Moderator, the Ex-Moderator, the Moderator-elect (where one has been elected), the General Secretary and the Property Officer;
- c) members (Ordained and Lay) of Presbyteries and the NSW Regional Committee of UAICC as follows:

| Column 1 | Column 2 | Column 3 | Column 4 |
|-----------------|------------------|---|---|
| Presbytery | Synod membership | Members of a youthful age – to accord with Assembly definition (such number to be included in the number in column 2) | Members from a multi-cultural background (such number to be included in the number in column 2) |
| Canberra | 30 | 2 | 2 |
| Far North Coast | 15 | 2 | 2 |

| Column 1 | Column 2 | Column 3 | Column 4 |
|---|----------|----------|----------|
| Georges River | 30 | 2 | 2 |
| Illawarra | 20 | 2 | 2 |
| Korean | 20 | 2 | 0 |
| Macquarie Darling | 15 | 2 | 2 |
| Mid North Coast | 15 | 2 | 2 |
| New England North West | 15 | 2 | 2 |
| Parramatta Nepean | 50 | 8 | 8 |
| Riverina | 15 | 2 | 2 |
| Sydney Central Coast | 30 | 2 | 2 |
| Sydney | 50 | 8 | 8 |
| The Hunter | 20 | 2 | 2 |
| NSW Regional Committee of the UAICC | 15 | 2 | - |

- d) the Chairs, Executive Directors and up to two (2) other members of each of the Synod Boards;
- e) the Associate Secretary, the Chairs of SSC NRC and SARC, the Chair of the NSW Regional

Committee of UAICC and another member of it, and the Chair of the Multicultural Ministry Advisory Group and another member of it;

- f) two (2) representatives of (and elected by) the accepted ministry candidates within the bounds of the Synod; and
- g) such number of co-opted members appointed in accordance with Regulation 3.3.7(c) as brings the membership of Synod up to the maximum number allowed by Assembly, or such lesser number in the circumstances where Regulation 3.3.7(d) applies.

2.2.2 Before electing or appointing lay confirmed members, the Presbyteries must invite the Congregations to submit nominations.

2.2.3 Lay members appointed by the Presbytery need not be elders or members of the Presbytery but it is desirable that they be members of Congregations or Faith Communities of the Presbytery.

2.2.4 Co-opted members must be appointed by SSC from lists of names submitted by the Presbyteries and the Boards to the General Secretary by a date determined by the General Secretary and notified to the Presbyteries and Boards.

2.3 Synod Standing Committee

Name

2.3.1 The Standing Committee referred to in paragraph 36 of the Constitution and in Regulation 3.7.4.1 shall be known as Synod Standing Committee (SSC).

Membership of Synod Standing Committee

2.3.2 SSC is constituted by each ordinary meeting of Synod and comprises the ex officio members as specified in By-Law 2.3.4, and other members appointed in the manner specified in By-Law 2.3.5.

2.3.3 All members of SSC, including ex-officio members, must have been members of the Synod.

2.3.4 The ex officio members of SSC are:

- a) the Moderator, ex-Moderator, Moderator-elect (where one has been elected) and General Secretary [under Regulation 3.7.4.1(a)(i)];
- b) the Chair of each Board (or the Chair's nominee); and
- c) a nominee of the NSW Regional Committee of UAICC.

2.3.5 Other members of SSC include twelve (12) people elected by Synod by at least a fifty (50) per cent vote. In addition, other members may include up to two (2) members co-opted in order to bring in any necessary skills balance needed once the elected membership is known.

2.3.6 The overall elected membership of SSC must comprise:

- a) Not less than one third (1/3) women; and
- b) No fewer lay members than ministerial members.

2.3.7 Presbyteries are not permitted to have more than two (2) members each on SSC (excluding ex-officio members).

2.3.8 The Associate Secretary, the Executive Director of each Board and the Chairs of SARC and SSC NRC have a standing invitation to attend SSC on a speak but not vote basis.

Term of elected members of the Synod Standing Committee

2.3.9 The Synod approved the following term of elected members of the SSC:

- a) the four elected members with the highest number of votes in the ballot be appointed for two terms (i.e., three years and up to Synod 2023) subject to:
 - (i) at least one of each gender
 - (ii) at least one of each Ordained and Lay status
 - (iii) each to be from a different Presbytery
- b) the four identified in point (i) above shall be eligible to serve on the SSC in the second term if they are duly appointed members of that Synod
- c) Synod 2021 elect 8 SSC members (i.e., assuming all of the 4 outlined above are eligible to continue as an SSC member - otherwise elect that number above eight that is required to achieve the 12 elected position)
- d) of those elected at Synod 2021, four be elected for two terms and the remainder for one term
- e) the process of electing eight members be repeated at each subsequent Synod
- f) the maximum continuous term for a Synod elected SSC member shall be nine years
- g) for each SSC, there shall be no more than two persons from any one Presbytery.

Powers and Responsibilities

2.3.10 Under paragraph 36 of the Constitution and Regulation 3.7.4.1(d), SSC acts on behalf of Synod whenever SSC deems it appropriate so to do between meetings of Synod in respect of all matters that are the responsibility of Synod except when Synod specifically reserves any matters for a meeting of Synod.

2.3.11 Without limiting the generality of the powers or responsibilities of SSC under Regulation 3.7.4.1 and By-Law 2.3.10, SSC subject to any determination of Synod from time to time retains its responsibility to:

- a) determine strategic direction
- b) set advocacy priorities
- c) consider any matters relating to Synod values or culture and significant policies that will support their effective implementation
- d) determine responsibility for matters of discipline which are the responsibility of the Synod under the Regulations
- e) approve any processes required to select/reselect the General Secretary and Moderator
- f) provide oversight of and facilitates the work of the Presbyteries
- g) consider matters brought to it by the Synod Board and the manner in which the Synod Board is to periodically report to it
- h) approve the Synod Policy in relation to Board Remuneration (applicable to the remuneration of any board or agency of the Synod)
- i) determine the manner and frequency it requires the Synod Board to report to it.

2.3.12 SSC will usually meet not less than eight (8) times between the ordinary meetings of Synod and also as convened by the General Secretary if required.

Email or postal vote

2.3.13 Matters coming before SSC for determination may be dealt with by email or postal vote provided that:

- a) no matter will be deemed to be resolved in the affirmative unless at least four-fifths (4/5) of the members of SSC vote in the affirmative; and
- b) if within seven (7) days after the referral of such matter/s to the members of SSC, three (3) or more members of SSC give written notice to the Moderator that they require the matter to be referred to a duly convened meeting of SSC.

2.4 Moderator

Nomination Process

2.4.1 SSC NRC is responsible for the nomination and election process for the office of Moderator subject to regulation 3.6.3.1 (a).

Term of Office

2.4.2 A person who is elected as Moderator:

- a) is designated Moderator Elect from the time of election until installation as Moderator;

- b) shall be elected for a term of three (3) years and shall hold office from the time of installation until the next Moderator is installed;
- c) shall not be eligible for re-election until after the expiry of one further term, unless the provision of this by-law is waived by a full meeting of the Synod.

Duties of the Moderator

2.4.3 The Moderator shall carry out the duties listed in Regulation 3.6.3.2 and any other such responsibilities as are given to the Moderator by these By-Laws or by the Synod or SSC.

2.4.4 The Moderator:

- a) must be provided with a copy of the agenda, working papers and minutes of each meeting of each Board;
- b) may attend and speak at meetings of each Board;
- c) may attend and speak at meetings of any working group or other bodies; and
- d) may visit any centre or activity of the Church within the bounds of the Synod.

2.5 General Secretary

Designation of Office

2.5.1 The Secretary of Synod referred to in paragraph 35 of the Constitution and in Regulation 3.6.3.3 shall be known as "General Secretary and Chief Executive Officer of the Synod" (the General Secretary).

Overall role, function and purpose of the General Secretary

2.5.2 The General Secretary exercises the responsibilities of Secretary to Synod and any other such responsibilities as are given to the General Secretary by these By-Laws, Synod or SSC.

2.5.3 The General Secretary has an executive leadership, pastoral and advisory role and is to provide strategic leadership in developing and executing Synod's strategies in mission and ministry in partnership with Presbyteries, Congregations, working groups and other bodies.

2.5.4 The General Secretary carries out the decisions of Synod and SSC and is not independent of Synod and SSC but is the principal conduit and facilitator for the implementation and presentation of decisions made by them.

2.5.5 The General Secretary works closely with the Moderator; however, the position of Moderator is primarily not an administrative position, unlike that of the General Secretary. The General Secretary deals with pastoral matters pertaining to specified ministries.

Appointment and Re-appointment

2.5.6 The appointment of a person to become the General Secretary is made by Synod on the

recommendation of the Nominating Committee as appointed by SSC. SSC NRC is responsible for the nomination and election process of the office of the General Secretary. The appointment is made at the next ordinary meeting before the appointment is to take effect and takes effect from the actual date determined by Synod when the appointment is made.

- 2.5.7 Unless the General Secretary in office has given indication of not being available for re-appointment, the SSC must:
- a) implement a review to enable it to recommend to Synod whether the term of appointment be extended;
 - b) the review shall normally be commenced twelve (12) months prior to the meeting of the Synod at which a decision regarding any extension of appointment shall be made; and
 - c) the review shall be conducted with procedures which shall be approved by the SSC.
- 2.5.8 If SSC recommends to Synod that the term of appointment for the General Secretary be extended, it must also recommend the length of such extension.
- 2.5.9 If the SSC determines not to recommend that the term of appointment be extended, it must implement procedures for recommending a new appointee.
- 2.5.10 Not less than six (6) months before the meeting of Synod at which the appointment of the General Secretary is to be made or such lesser period as SSC may determine, SSC must determine a date by which the nominations need to be made by SSC NRC to a meeting of SSC.
- 2.5.11 SSC must recommend only one (1) name to Synod for appointment as General Secretary.
- 2.5.12 When SSC brings to Synod its recommendations for appointment of a General Secretary, the matter must be dealt with in closed session by secret ballot and in a manner that will avoid debate that may be unfair to the interests of the nominee.
- 2.5.13 If the meeting of Synod rejects the nomination recommended under By-Law 2.5.11, it must thereafter appoint a General Secretary in whatever manner it determines.

Reporting Relationships

- 2.5.14 The General Secretary is appointed by Synod and is responsible to it and the SSC.
- 2.5.15 The General Secretary convenes and chairs the Synod Executive Directors' Meetings. The General Secretary acts as Chief Executive Officer; and the Associate Secretary and the Executive Directors of the Boards report to the General Secretary.

Responsibilities of the General Secretary

- 2.5.16 The General Secretary is responsible for:

- a) ensuring execution of Synod policy
- b) co-ordinating Synod activities;
- c) overseeing the management of Synod staff;
- d) acting as the liaison officer of Synod with the Presbyteries and other bodies within Synod bounds;
- e) providing all necessary reports and information as may be required by Assembly; and
- f) undertaking such other tasks as Synod may require.

2.5.17 The General Secretary is an ex officio member of all Synod bodies with full speaking and voting rights and is eligible to be counted in a quorum.

2.5.18 Following discussion with the Associate Secretary, the General Secretary may determine whether to allocate to the Associate Secretary any ex officio membership of one (1) or more of these bodies.

2.6 The General Secretary's Office

2.6.1 The General Secretary has an office and staff responsible for providing support in fulfilment of his/her duties including any work that Synod or SSC resolves to be under the direct oversight of the General Secretary.

(Note: Part 3 is out of date and will be updated)

Part 3: Executive Directors

3.1 Overview

- 3.1.1 The Synod shall appoint an executive officer for each Board in accordance with the procedures set out in By-Law 3.2.
- 3.1.2 The executive officer appointed for a Board shall, unless the Synod otherwise determines, be designated "Executive Director".

3.2 Appointment of Executive Directors

- 3.2.1 The appointment of a person to become Executive Director shall be made by the SSC and shall take effect from the date determined by the SSC when the appointment is made.
- 3.2.2 The SSC shall, not less than six months prior to the meeting at which the appointment of the Executive Director is to be made or such lesser period as the SSC may determine, determine a date by which all nominations need to be made by the SSC NRC to a meeting of the SSC.
- 3.2.3 At the meeting of the SSC at which the appointment is to be made the SSC NRC shall submit the name of one candidate only. The matter shall be dealt with in closed session and in a manner that will avoid debate that may be unfair to the interests of the nominee. Voting shall be by written ballot conducted in such a manner as to give freedom to the SSC to reject the name presented by the SSC NRC.
- 3.2.4 If the SSC rejects the nomination submitted under By Law 3.2.2 it shall thereafter appoint an Executive Director in whatever manner may be determined.

3.2.5 Appointment of a Minister as Executive Director

- a) A call to a Minister to be Executive Director shall be issued by the SSC for an initial period of five (5) years.
- b) Subsequent extensions of up to five (5) years may be approved after review by the SSC—such reviews to be documented in accordance with procedures approved by the SSC [see also By-Law 3.3.2].
- c) The Terms of Placement for a Minister called to be Executive Director shall be prepared by the General Secretary in consultation with the relevant Board and signed by the General Secretary.

3.2.6 Appointment of a Lay person as Executive Director

- a) The appointment (and termination) of a lay person as Executive Director will be made by the SSC and the employer will be the members of the relevant Board.
- b) An offer of employment to a lay person to be Executive Director shall be on the basis of ongoing employment, normally with the following requirements regarding termination:
- (i) Where the termination is at the instigation of the SSC for reasons other than as shown in 3.2.9(b)(ii) below, the SSC shall provide three (3) month's notice of termination or the payment of three (3) months remuneration in lieu.
- (ii) Summary termination, without notice, shall apply where the Executive Director:
- engages in any act or omission constituting serious misconduct;
 - in the reasonable opinion of the SSC fails or neglects to perform or carry out their powers or Duties in a manner satisfactory to the SSC;
 - is convicted of a criminal offence which in the reasonable opinion of the SSC might tend to injure the reputation or the business of the Synod;
 - refuses or neglects to comply with any lawful and reasonable order given to them by the SSC; or
 - is bankrupt or makes an arrangement with their creditors.
- c) Where the termination is at the instigation of the Executive Director, one (1) month's notice of termination shall apply or the forfeiture of one (1) month's remuneration in lieu.

3.2.7 If an Executive Director is for any reason temporarily unable to act or the position otherwise becomes vacant, the Board in conjunction with the General Secretary may appoint a person to act while such inability subsists or until the SSC makes a new appointment.

3.2.8 Any person appointed to act in place of an Executive Director shall during the period of the appointment have all the powers and authorities of the Executive Director.

3.3 Review of Executive Directors

3.3.1 The relevant Board in consultation with the General Secretary shall conduct an annual performance review of each Executive Director and shall report to the SSC.

3.3.2 Where the Executive Director is a Minister, the five (5) year review set out in By-Law 3.2.5(b) shall also incorporate a review of the role by the SSC, in consultation with the relevant Board and in accordance with procedures approved by the SSC.

3.3.3 Where the Executive Director is a lay person, there shall be a review of the role each three (3) years

by the SSC, in consultation with the relevant Board and in accordance with procedures approved by the SSC.

- 3.3.4 A review conducted in terms of 3.3.2 and 3.3.3 shall incorporate the annual review otherwise required in 3.3.1.

3.4 Responsibilities of Executive Directors

- 3.4.1 The Executive Director shall liaise with the General Secretary to ensure the effective functioning of the Synod and that individual Board strategic directions are consistent with the mission of the Church and the strategic directions adopted by the Synod.
- 3.4.2 The Executive Director shall be responsible to the Board for the administration of the affairs of the Board in accordance with the policy and decisions of the Board and these By-Laws.
- 3.4.3 The Executive Director is empowered to make executive decisions necessary to manage the work of the Board and associated funds from day to day.
- 3.4.4 The Executive Director shall confer regularly with the General Secretary, the Chairperson of the Board, the Executive Directors of the other Boards and such other persons as the Board shall direct.
- 3.4.5 Unless the Board shall otherwise determine the Executive Director shall be convenor of all committees or other Bodies appointed by the Board. The Executive Director with Board approval may delegate such responsibility.

3.5 Executive Directors' Meetings

- 3.5.1 The General Secretary shall meet regularly with the Executive Directors, such meetings to be known as Executive Directors' Meetings.
- 3.5.2 The functions of the Executive Directors' Meetings shall include:
- a) Maintaining communication among Boards and the General Secretary's Office concerning issues, developments, policies and decisions affecting the Church.
 - b) Sharing information, experience and advice.
 - c) Reporting, consulting and making recommendations on matters of common concern and interest.
 - d) Providing support, encouragement and assistance to the General Secretary and Executive Directors; and
 - e) Discussing any other matters which the General Secretary or any Executive Director considers appropriate.
- 3.5.3 Executive Directors' Meetings shall normally take place at least monthly and shall be convened by

the General Secretary by at least 48 hours' notice in writing accompanied by a draft agenda delivered to each Executive Director.

- 3.5.4 Minutes shall be kept of proceedings at Executive Directors' Meetings; shall be circulated to all members; and shall be signed by the Chairperson of the succeeding meeting. A minute secretary shall be elected by the meeting from among those present.
- 3.5.5 The General Secretary shall chair all Executive Directors' Meetings but in the absence of the General Secretary the Executive Directors may elect one of their number to chair the meeting.
- 3.5.6 Executive Directors' Meetings shall normally act in an advisory capacity. Where matters require a decision and this cannot be achieved on a matter considered by the Chairperson to be of importance or urgency, it shall be promptly referred to the SSC for determination.
- 3.5.7 The quorum for Executive Directors' Meetings shall be three (3).

(Note: Part 4 is out of date and will be updated)

Part 4: Boards of The Synod

4.1 Ministry Areas

4.1.1 For the effective conduct of the Church's worship witness and service within the Synod, there shall be recognised the following areas of responsibility which are referred to as 'Ministry Areas':

- Mission & Education
- Social Responsibility
- Finance and Property
- Treasury & Investment

4.1.2 Pursuant to clause 32 of the Constitution and Regulation 3.7.4, and by these By-laws;

- a) the Synod establishes and constitutes an institution for each Ministry Area of the Synod, each institution having the objects set out in these By-laws;
- b) a Board is established and will be continued and maintained for each of the institutions.

4.1.3 Each Board shall ensure that due weight is given to the following principles:

- a) The whole Church is called to share in Christ's mission.
- b) Each Body of the Church has its own integrity and its particular role to play within the mission of the Church.
- c) The engagement of the Boards in the mission of the Church will be guided by strategic directions adopted by the Synod.
- d) The Boards shall co-operate with one another wherever possible in order to further the ministry of the whole Church.
- e) The whole Church, including the Boards, will be responsible for making resources available where they are needed.

4.1.4 The Board of each institution is a separate decision-making body that determines policy and carries out its responsibilities and functions in a manner that is consistent with the purposes of the Church and its Constitution & Regulations, these By-laws, and the policies and decisions of the Synod, as made or varied from time to time.

4.2 Reporting to Synod

- 4.2.1 Each Board shall furnish a report to the Synod as the Synod determines and shall report to the SSC as may be required by the SSC.

4.3 Appointment of Board Members

- 4.3.1 The appointment of Board Members shall be the responsibility of the Synod which shall request nominations from the GNRC.
- 4.3.2 No person shall be elected member of more than one Board.
- 4.3.3 A person who receives sufficient votes to be elected to more than one Board shall be required to indicate the one Board on which the member will serve. The member's name shall then be removed from the list of those receiving sufficient votes to serve on the other Board(s) and the person receiving the next greatest number of votes shall be declared an elected member of that Board.
- 4.3.4 Persons elected to fill vacancies in each ballot shall be appointed in order of votes obtained, regardless of whether they are Ministers or lay persons.
- 4.3.5 Each of the members elected by the Synod pursuant to this By-Law shall hold office for a term of three (3) years unless a shorter term is specified at the time of election.
- 4.3.6 Casual vacancies in the members elected by Synod that occur between meetings of the Synod shall be filled by the SSC on the recommendation of the GNRC. Any member so appointed:
- a) shall retire when the previously elected member whose vacancy is being filled, would have retired; and
 - b) shall be eligible for re-election.
- 4.3.7 Elected members of Boards are to observe their duties of good faith including through avoiding actual conflict of interests and the perception, whether founded or not, of a conflict of interest. All actual or identified potential conflicts of interest must be declared by Board members at all meetings.

4.4 Accounts and Audit

- 4.4.1 Subject to the direction of Uniting Resources, each Board shall prescribe and keep such books of account, records and registers as are necessary to maintain proper custody, compliance with statutory requirements and financial control over the assets and funds of the Synod for which it is responsible.
- 4.4.2 Unless otherwise approved by Uniting Resources, each Board and any funds and other entities for which the Board is directly responsible, shall adopt an accounting period ending on 30 June of each year.

- 4.4.3 Unless otherwise approved by Uniting Resources, the annual accounts of the Boards and any fund or entity for which it is directly responsible, will be audited by the Synod Auditor approved by the SSC on the recommendation of the Synod Risk Oversight Committee.
- 4.4.4 Uniting Resources may require or request information in a prescribed format from each Board and any funds and other entities for which the Board is responsible so as to compile a combined Annual Financial Report to present to the Synod or the SSC.

Part 5A: Uniting Mission and Education

5A.1 to 5A.7.2 (Repealed)

Part 6: Treasury and Investment Services

Treasury and Investment Services (“TIS”) is established under By-Law 4.1 of the Synod of NSW and the ACT (“the Synod”) of the Uniting Church in Australia (“the Church”).

6.1 Objects

6.1.1 The objects of TIS are to:

- a) advise the Synod with regard to investment strategy generally;
- b) advise the Synod on matters mentioned in Regulation 3.7.4.6 relating to investment of funds by or on behalf of the Synod and Presbyteries, Church Councils and other bodies within the bounds of the Synod and adopting or recommending policy relating to investment; and implementing, monitoring and supervising compliance with policy;
- c) provide authorisation for making investments into specific investment asset classes;
- d) authorise the investment of funds for any of the purposes of the Church or any activity of the Church.

6.2 Responsibilities and Functions

6.2.1 TIS is responsible for the provision of treasury and investment services of the Synod as set out from time to time in these By-Laws including:

- a) reviewing and adjusting Synod’s investment strategies on a regular basis;
- b) providing periodic reports as required to Synod and SSC;
- c) working with Synod and other boards, agencies and entities for the mutual benefit of Synod and each entity;
- d) advising Synod as required as to the evolving market place and relevant regulatory environment and obligations;
- e) supporting Synod by:
 - (i) managing the Church’s funds professionally, prudently, ethically and profitably with due attention to the management of risk;
 - (ii) providing financial solutions that recognise the evolving and expanding needs of all Church entities within the bounds of Synod; and

- (iii) managing such discrete funds and legal/investment entities that are approved by the SSC to further the work of Synod, including but not restricted to UCTAL;
- f) distributing the maximum prudent surplus to the Church each year;
- g) building the Church an endowment for the future by ensuring appropriate attention is given to both risk and return;
- h) forming or recommending the formation of other funds and/or entities that are necessary or desirable to further the objects of TIS and are of benefit to the Synod;
- i) engaging an Executive Director in accordance with the procedures specified under ByLaw 3.2;
- j) acting in accordance with the Constitution and Regulations of the Church and the ByLaws of the Synod and in accordance with the policies of the Synod except so far as they are contrary to any legislative or external regulatory requirement;
- k) furthering the objects of TIS by applying funds and doing such things as may be considered necessary or desirable to promote the charitable purposes and interests of the Church;
- l) to the extent possible or prudent, collaborating with comparable entities in other Church Synods;
- m) establishing such joint ventures and collaborations as are approved by SSC to further the work of TIS; and
- n) engaging staff, contractors, advisers etc.

6.2.2 TIS may appoint a related entity such as UCTAL or engage a third party to fulfil its responsibilities and functions in the performance of the treasury and investment services of the Synod.

6.3 TIS Authority

6.3.1 To the extent TIS's responsibilities and functions are performed through UCTAL, such activities will fall within the definition of "banking business" in the Banking Act 1959 (Cth).

6.3.2 In addition, TIS undertakes activities considered to be "financial services" for the purposes of Part 7 of the Corporations Act 2001 (Cth) that are regulated by the Australian Prudential Regulation Authority ("APRA") and the Australian Securities and Investments Commission ("ASIC").

6.3.3 In circumstances exemptions are granted, TIS endeavours to abide by the relevant APRA prudential standards and ASIC legislative and regulatory requirements where practicable. TIS require its Officers to meet APRA's Fit and Proper requirements and have a sound understanding of banking and financial services business and the associated regulatory environment.

6.4 Governance of the Board

- 6.4.1 The Board of TIS is ultimately responsible for the sound and prudent management of TIS.
- 6.4.2 The membership of the Board comprises a minimum of seven (7) members and a maximum of ten (10) members.
- 6.4.3 The Synod General Secretary is an ex officio member of the Board with full speaking and voting rights.
- 6.4.4 The Executive Director of TIS is a member of the TIS Board.
- 6.4.5 The Board membership of TIS is the same as that of UCTAL. When an Officer of the TIS Board is elected, a process will be undertaken to ensure this Officer is concurrently elected as a Director of UCTAL.

Eligibility for Membership

- 6.4.6 A majority of members of the TIS Board must be persons who are confirmed members or members in association of the Church.

Appointment Process

- 6.4.7 Officers of the TIS Board must have seniority and expertise in their chosen field, the necessary skills, knowledge and experience to understand the risks of TIS, including legal and prudential obligations, and relevant financial services experience and financial literacy together with a relevant blend of expertise that includes but is not limited to, the following areas:
- a) accounting;
 - b) actuarial;
 - c) financial;
 - d) property;
 - e) business;
 - f) communication and marketing;
 - g) legal;
 - h) information technology;
 - i) banking, lending and investment;
 - j) governance, risk management and compliance;
 - k) management of a financial institution; and

- l) or such other areas.
- 6.4.8 Nominations for TIS Board membership must be made by the SSC NRC and the TIS Board giving due consideration to a mix of people of different genders, ages and cultural backgrounds all of whom must be able to demonstrate each of the following attributes:
- a) affinity with the Uniting Church;
 - b) commitment to fiduciary requirements;
 - c) financial and accounting literacy;
 - d) thorough understanding of risk and its management;
 - e) thorough understanding and commitment to the governance role;
 - f) analytical thinking capacity;
 - g) capacity to operate as a team player;
 - h) capacity to devote time to the work of the TIS Board; and
 - i) a commitment to ongoing improvement and effectiveness of the TIS Board.
- 6.4.9 A minimum of two thirds of TIS Board members are to be elected by Synod through processes approved by the SSC NRC including a requirement that voting papers incorporate information on whether the applicant has been assessed in accordance with APRA's Fit and Proper requirements, and whether the UCTAL Board recommends the applicant after interviewing the applicant and considering the Board's current skills mix.
- 6.4.10 A maximum of one third of TIS Board members must be appointed by SSC on the recommendation of the UCTAL Board following consultation with the SSC NRC.
- 6.4.11 Elected Officers are appointed for three (3) years unless the SSC determines otherwise or unless an appointment is to fill a casual vacancy.
- 6.4.12 Members are eligible for re-appointment subject to a maximum continuous period of nine (9) years, unless a longer term was specified at the time of election.
- 6.4.13 Casual vacancies in members elected by Synod that occur between meetings of the Synod must be nominated by the SSC having regard to the skills required by the UCTAL Board at the time. Any casual member so appointed:
- a) must retire when the previously elected member whose vacancy is being filled, would have retired; and
 - b) is eligible for re-election.

Cessation of Membership and Conflicts of Interest

- 6.4.14 A person's membership of the TIS Board will cease if it is vacated pursuant to the provisions of the Corporations Act 2001 (Cth) or the person:
- a) becomes bankrupt;
 - b) becomes of unsound mind or the person's estate becomes liable to be dealt with in any way under the law relating to mental health;
 - c) dies;
 - d) refuses to accept office or resigns and that resignation is accepted by the TIS Board;
 - e) is absent without leave of the Board for three consecutive meetings;
 - f) has failed to disclose a material personal interest or has a fundamental ongoing conflict of interest;
 - g) fails to meet ongoing obligations under APRA's Fit and Proper requirements;
 - h) becomes disqualified from managing corporations under the Corporations Act 2001 (Cth);
 - i) in the case of a person who was a member of the Church at time of appointment, ceases to be a member of the Church where this cessation would cause the Board to fail the majority requirement in clause 9.4.6;
 - j) ceases to hold a qualification that is a prerequisite for that person's membership; or
 - k) otherwise, when the SSC resolves to terminate that person's appointment.
- 6.4.15 Where a matter arises in which the member of the TIS Board has or may have a material personal interest in an issue affecting the Board's business or operations, the member will, at the first possible opportunity after becoming aware of the situation, advise the Chair (or in the case of the Chair, advise the Executive Director) and declare the interest at any meeting of the Board at which the matter may be discussed. Permanent conflicts will be recorded in a Board Register. Other conflicts will be recorded in meeting minutes as declared.

6.5 Appointment of Officers of the Board

- 6.5.1 The SSC must appoint a Chair from among the members of the TIS Board. A person cannot be Chair for more than six (6) consecutive years. The Chair presides at meetings of the TIS Board and in the absence of the Chair at a meeting, the members present can appoint a Chair for that meeting from among those present.
- 6.5.2 The TIS Board may appoint such other Board roles as it determines and upon such conditions as it chooses.

6.5.3 The Chair or his/her nominee is to become a member of the SSC upon being appointed Chair of the TIS Board subject to the requirements of the Constitution, Regulations or these ByLaws in relation to membership of the Synod.

6.6 Meetings of the Board

6.6.1 The TIS Board may meet, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.

6.6.2 An Officer may at any time request a meeting, and the Synod General Secretary upon the request of an Officer, must convene a meeting of the TIS Board by giving reasonable notice to each Officer.

Voting

6.6.3 In making decisions, the Board is to follow the procedure set out in the latest edition of the *Manual for Meetings in the Uniting Church* published by the Church.

6.6.4 If a resolution by formal majority is necessary, each Officer personally present is entitled to one vote. The Chair may not exercise a deliberate vote but, if the voting is equal, may exercise a casting vote.

Quorum

6.6.5 Unless otherwise determined, five (5) Officers present at any duly convened meeting constitutes a quorum.

Minutes

6.6.6 The Executive Director of the TIS Board must cause minutes to be kept of all proceedings of meetings of the Board. Such minutes must be signed by the Chair of the meeting at which the proceedings were held or by the Chair at the next succeeding meeting.

6.6.7 The Executive Director of the TIS Board must promptly circulate minutes of meetings of the Board to the General Secretary and the Executive Directors of all other Boards.

Executive Director

6.6.8 The TIS Board is responsible for:

- a) undertaking recruitment of the Executive Director in a manner that is consistent with guidelines set by the SSC NRC;
- b) recommending its preferred candidate for Executive Director for submission to the SSC for approval;
- c) monitoring the performance of the Executive Director in consultation with the General Secretary as provided for in By-Law 3.3; and

- d) terminating, if required, the appointment or placement of the Executive Director subject to By-Law 3.2.

6.7 Synod Entity Obligations

- 6.7.1 The Synod has resolved that all Congregations and Presbyteries must observe the following requirements and authorises TIS to take all reasonable steps to ensure compliance by all Congregations and Presbyteries with the requirements.

Compulsory Deposits/Investments

- 6.7.2 All Congregations and Presbyteries of the Synod, as well as boards and Agencies within Synod, deposit all their cash funds above \$5,000 as well as other investments, into UCTAL.

- 6.7.3 For the purposes of this by-law:

"Investments" mean all assets including, but not limited to, cash at bank and on deposit, shares in corporations, units in investment funds, mortgage securities and bills of exchange.

"Agencies" mean all organisations established by a Congregation or Presbytery or by the Synod itself within the bounds of Synod including the council, committee, board, activity group, service provider or incorporated body excluding UCTAL.

- 6.7.4 The only exemptions from the provisions of By-Law 9.7.1 will be those approved by Synod as well as where an Agency is bound to otherwise comply with legislative or external regulatory requirements governing the investments of funds (for example, the Trustee Act 1925 (NSW)). UCTAL maintains the list of approved exemptions.

- 6.7.5 UCTAL may approve the use of external managers to assist it to carry out its responsibility for managing cash and investments provided such external managers act under UCTAL's oversight and UCTAL considers the Church entities, Agencies and Synod goals are served and there has been due consideration of all material risks.

Compulsory Loans

- 6.7.6 Borrowings between Uniting Church entities within the Synod other than via UCTAL will be prohibited other than in exceptional circumstances and approval has been granted by the Synod Office and borrowings for working capital are no greater than \$10,000 indexed by the Consumer Price Index annually is required. UCTAL maintains the Synod list of approved exemptions.

6.8 UCTAL Constitution and other documents

- 6.8.1 These By-Laws have been prepared and act as a consolidation of existing governance documents including UCTAL's constitution and corporate governance charter, existing SSC resolutions and previous Church By-Laws.
- 6.8.2 UCTAL is governed by its constitution. Upon approval, these By-Laws will require changes to the UCTAL constitution to enable them to become fully operational.

Part 7: Social Responsibility / Uniting CARE

NSW.ACT

7.1 Context

- 7.1.1 Uniting (NSW.ACT) is and continues to be an institution established by the Synod pursuant to Regulation 3.7.4.1 and By-Law 4.1 for the Ministry Area of Social Responsibility.
- 7.1.2 Uniting continues to live the rich missional heritage of the pioneering Presbyterians, Methodists and Congregationalists. The ministry and legacy of Burnside, War Memorial Hospital, Congregational Homes Trust, the Methodist and Presbyterian Boards of Social Responsibility and of local Congregations continues through the current mission of Uniting.
- 7.1.3 Responsibility for the governance of Uniting is and will continue to be vested in the Uniting Board subject to the provisions of the Church Laws (including By-Law 4.1.3).
- 7.1.4 The Synod has contemporaneously with the adoption of these By-Laws (by an amendment to the existing By-Laws) established a Uniting Constitution for the regulation of Uniting as an institution and may from time to time amend, revoke or replace that Constitution consistent with these By-Laws and the Regulations.
- 7.1.5 The Uniting Board shall be accountable to Synod for the discharge of its responsibilities under and in accordance with these By-Laws and the Uniting Constitution.

7.2 Purpose and Objects

- 7.2.1 The purpose of Uniting is derived from the commitment of the Uniting Church in Australia to Christ's mission and is to provide benevolent relief to people suffering from poverty, sickness, distress, misfortune, destitution or helplessness by any means, including by:
- a) promoting the welfare of people who are vulnerable and disadvantaged through the provision of a range of services, including aged and patient care services, pastoral care services, foster care, family services, youth services, disability support services, counselling and mediation, early learning and childcare, and retirement; and
 - b) doing all other things incidental or ancillary to, and in furtherance or in aid of, the above purposes.

7.2.2 Without limiting the generality of its main purpose, Uniting may express that purpose through the following:

- a) the delivery of the community services determined from time to time by the Uniting Board;
- b) collaborating with the Synod and the wider Church in discerning and interpreting the relationship of the mission of the Uniting Church to the delivery of social justice, community services and chaplaincy work;
- c) providing advice to the Synod and to others as required by the Synod in relation to the general delivery of community services within the bounds of the Synod;
- d) providing leadership through the development of social policy and research, and advocacy on health and care services to the community;
- e) facilitating collaboration, networking and sharing across community services within the Synod;
- f) facilitating the provision of whole of chaplaincy, pastoral, health, aged and other care to Uniting patients, clients, residents, their families, staff and volunteers;
- g) providing chaplaincy and pastoral care to people using Uniting services and to people in hospitals, prisons, and detention centres.

7.3 Powers and Functions

7.3.1 The powers of Uniting are all the powers as are lawful and required by Uniting to give effect to the purpose and objects set out in By-Law 7.2 subject only to the limitations contained in these By-Laws.

7.3.2 The powers granted in By-Law 7.3.1 include the power to act as the licensee delegate of the Property Trust in regard to licenses, approvals and approved provider status issued by the NSW, ACT or Commonwealth governments, as well as by or for local government bodies.

7.4 Not-for-profit

7.4.1 The assets and income from time to time held by the Property Trust for the beneficial use of Uniting must be applied solely in the furtherance of the purposes and objects of Uniting in accordance with the Constitution and no portion may be applied, paid or transferred to any member of the Uniting Board, either directly or indirectly by way of dividend, bonus, benefit or otherwise except as permitted by the Uniting Constitution.

7.5 Uniting Constitution

7.5.1 The Uniting Constitution must be read subject to these Part 7 By-Laws and these By-Laws will prevail to the extent there is any inconsistency between them.

7.6 Responsibilities and matters for Synod

Reserved Authorities

7.6.1 Notwithstanding any other provision within the Church governing rules, the following powers, authorities and matters are Reserved Authorities relating to Uniting that are matters for decision by the Synod:

- a) selection, appointment, reappointment and removal of all members of the Uniting Board;
- b) approval of the Policy in relation to Board Remuneration;
- c) selection, appointment, reappointment and removal of the chair of the Board of Uniting;
- d) power to dissolve Uniting subject to By-Law 7.4 and the provisions contained in the Uniting Constitution relating to the dissolution of Uniting;
- e) power to revoke, vary, amend or replace these By-Laws and the Uniting Constitution;
- f) approval of the strategic direction of Uniting in line with the Synod strategic direction;
- g) approval of the Strategic Capital Plan in line with the Synod strategic direction;
- h) approval of the delegations from Synod to the Uniting Board;
- i) power to appoint, re-appoint or remove the Executive Director, acting on the prior recommendation of the Uniting Board;
- j) power to carry out any of the activities of Uniting through, or in joint venture with, a body corporate; and
- k) appointment of auditors for Uniting; and
- l) such other matters which are by the Uniting Constitution, the Regulations or the By-Laws expressly declared to be matters for decision by the Synod or by a delegate of the Synod other than Uniting.

Consultation and Co-operation

7.6.2 In exercising any of the powers, authorities or matters comprising the Reserved Authorities referred to in By-Law 7.6.1, Synod should except in the case of emergency consult and require all relevant persons including its delegates to consult in good faith with the Uniting Board prior to the exercise of the relevant power or authority; and

7.6.3 In relation to all such consultations, the Uniting Board shall in good faith and in timely fashion provide to Synod or relevant persons all relevant information in the possession of Uniting so as to enable the exercise of the relevant power or authority.

- 7.6.4 The decision of the Synod prevails in relation the exercise of powers, authorities or matters referred to in By-Law 7.6.1 and their decision is final.
- 7.6.5 Uniting and other relevant Bodies shall, except in the case of emergency, consult, engage and co-operate with each other prior to the exercise of their relevant power or authority.
- 7.6.6 Synod may, pursuant to Church Laws, direct any Body to report or otherwise be responsible or accountable to Uniting in respect of a matter for which Uniting has power or authority pursuant to these By-Laws.

7.7 Property Trust

Assets and income

- 7.7.1 The assets and income held by the Property Trust for the beneficial use of Uniting are and shall continue to be held by the Property Trust on behalf of the Church for Uniting, with due regard for the principles of the Church in accordance with section 13 of the Act and clause 50 of the Constitution of the Church.
- 7.7.2 The assets and income, referred to in By-Law 7.7.1, must be applied solely in furtherance of purposes of Uniting as set out in these By-Laws and Uniting Constitution.

7.8 Governance of the Uniting Board

Uniting Board functions

- 7.8.1 The Uniting Board has responsibility for the general governance, direction and control of Uniting in accordance with and subject to these Uniting By-Laws and the Uniting Constitution. Without limitation, this responsibility includes:
- a) Setting, subject to the approval of the Synod, and overseeing the strategic direction of Uniting in line with the Synod strategic direction;
 - b) Supporting, overseeing and working with and through the Executive Director of Uniting to ensure the implementation of all Uniting plans and policies; and
 - c) Ensuring that Uniting operates in accordance with the Uniting Constitution and these By-Laws consistent with Church Laws.

Composition

- 7.8.2 The Uniting Board shall consist of: at least 8 and not more than 12 persons being:
- a) the person from time to time occupying the office of General Secretary of Synod;
 - b) if determined by the Synod, acting on a resolution of the Uniting Board supporting the appointment, the Executive Director; and

- c) at least 6 and not more than 11 other persons appointed by Synod in accordance with Uniting Constitution.

Eligibility for office

- 7.8.3 The eligibility requirements for appointment to the Uniting Board shall be as set out in the Uniting Constitution.

Appointments

- 7.8.4 Appointments to the Uniting Board shall be in accordance with the Uniting Constitution consistent with all relevant Synod By-Laws relating to the eligibility and appointment of Board members to institutions established by the Synod.

Duties

- 7.8.5 Each of the Uniting Board members has the duties, liabilities and indemnities conferred on them by these By-Laws and/or the Uniting Constitution consistent with Church Laws.

Uniting Board delegations

- 7.8.6 The Uniting Board may delegate (with or without limitation) any of its powers subject to any limitation on the power of the Uniting Board to delegate in accordance with these By-Laws.

Accountability and reporting

- 7.8.7 Pursuant to By-Law 4.2.1 the Uniting Board must report regularly to Synod in accordance with the Reporting Schedule approved by Synod.

7.9 Executive Director

- 7.9.1 The Executive Director is accountable to the Uniting Board for all strategic and operational matters relating to Uniting and for implementation of Uniting policies and decisions.
- 7.9.2 The Executive Director may sub-delegate powers received from the Uniting Board (under By-Law 7.8.6) to position holders within Uniting subject to the prior approval of Uniting Board.

7.10 Dissolution

Property

- 7.10.1 If Uniting is dissolved pursuant to Regulation 3.7.4.7 and By-Law 7.6.1(c), any property remaining after settlement of all due debts and liabilities must be transferred or distributed strictly in accordance with the Uniting Constitution.

7.11 Definitions

- 7.11.1 In this Part 7 the definitions in the Constitution, Regulations and By-Laws apply, and unless the context or subject matter of the Constitution, Regulations or By-Laws require otherwise, the

following definitions also apply:

- a) **Church Laws** means the *Uniting Church in Australia Act (NSW) 1977*, the Constitution of the Uniting Church in Australia authorised by that Act, the Basis of Union, Uniting Church in Australia Regulations and the Synod By-Laws (including these By-Laws);
- b) **Reserved Authorities** means those powers, authorities and matters relating to Uniting that are matters for decision by the Synod pursuant to By-Law 7.6.1;
- c) **Uniting or UnitingCare NSW.ACT** means the institution established by the Synod pursuant to Regulation 3.7.4 and By-Law 4.1 for the Ministry Area of Social Responsibility;
- d) **Uniting Board or Board** means the board of Uniting;
- e) **Uniting Constitution** means the constitution for the regulation of Uniting as an institution established pursuant to By-Law 7.1.3 and as in force from time to time.

Part 8: Synod Board

8.1 Objects

- 8.1.1 The Synod Board is established by the Synod Standing Committee pursuant to its delegated power Regulation 3.7.4.1(d) and the enactment of Regulation 3.8.2.
- 8.1.2 Purpose of the Synod is derived from Constitution, Regulations to pursue the religious purposes of The Uniting Church in Australia.
- 8.1.3 The objects of the Synod Board are to assist the Synod Standing Committee in:
- a) operationalising the strategy of the Synod.
 - b) bearing the regulatory responsibility of the Synod to the maximum extent permitted at law
 - c) monitoring and supervising the activities of relevant Executives and Officers
 - d) audit and risk responsibility
 - e) policy making and reviewing (subject to endorsement by SSC on identified policy matters)
 - f) being the conduit for accountability of Synod agencies and institutions to the Synod
- 8.1.4 The Synod Board responsibilities are enacted by the Synod Standing Committee (SSC) delegating some its responsibilities to the Synod Board, and subject only to the matters reserved to itself as contained in 8.2.1.

8.2 Responsibilities and Functions

- 8.2.1 Synod Standing Committee retains its responsibility to:
- a) determine strategic direction
 - b) set advocacy priorities
 - c) consider any matters relating to Synod values or culture and significant policies that will support their effective implementation
 - d) determine responsibility for matters of discipline which are the responsibility of the Synod under the Regulations
 - e) approve any processes required to select/reselect the General Secretary and Moderator
 - f) provide oversight of and facilitates the work of the Presbyteries
 - g) consider matters brought to it by the Synod Board and the manner in which the Synod

Board is to periodically report to it

- h) approve the Synod Policy in relation to Board Remuneration (applicable to the remuneration of any board or agency of the Synod)
- i) determine the manner and frequency it requires the Synod Board to report to it.

8.2.2 Synod Standing Committee delegates its remaining responsibilities to the Synod Board, noting that it:

- a) will receive a report on significant matters considered by the Synod Board at least every four months, or as it requests
- b) may choose to adjust which matters it delegates to the Synod Board at any time.

The powers granted in 8.2.2 include the power to act as the licensee delegate of the Property Trust in regard to licenses, approvals and approved provider status issued by the NSW, ACT or Commonwealth governments as well as by or for local government bodies.

8.2.3 The Synod Board works from the delegations provided by SSC, including the responsibilities to:

- a) operationalise the strategic directions set by Synod and Synod Standing Committee having regard to risk and available resourcing
- b) provide reports on significant matters considered by the Board to the SSC
- c) make recommendations to SSC on matters the SSC has reserved to itself
- d) have reporting to it all Synod bodies including bodies with responsibility for Governance, Audit and Risk, Schools, Community Services, Ministry and Mission; along with the ability to may make changes to these bodies to best achieve its responsibilities.
- e) act as the Ministerial Education Board for the Synod
- f) act as the Property Board for the Synod
- g) be responsible for oversight of Parish Missions in exercise of the Synod's responsibilities
- h) oversee compliance and delegations
- i) be the governing body responsible for Synod Office staff.

8.3 Synod Board Delegations

8.3.1 The Synod Board may delegate (with or without limitation) any of its powers subject to any limitation on the power set out in these By-Laws.

8.4 Not for Profit Nature

8.4.1 All assets and income from time to time held by the Property Trust for the beneficial use of the Synod

or any of its constituent parts, must be applied solely in furtherance of the purposes of the Synod.

8.5 Synod Board Operation

8.5.1 The Synod Board shall comprise:

- a) For the period up to November 2022 (or such earlier time that the SSC may determine), the individuals determined by the Standing Committee to compose the transitional board
- b) Thereafter, between eight to ten members elected by the Synod for terms of up to three (3) years in order to meet the identified skills, experience and diversity;
- c) the Synod General Secretary is an ex-officio member of the Synod Board with full participation and voting rights;

8.6 Eligibility for Membership

8.6.1 Having regard to the skills required of Board members, the majority of members must be members or members- in-association of the Church.

8.7 Appointment Process

8.7.1 The Synod Board will be responsible for the facilitation of the process for appointment and reappointment of Synod Board members, and to make recommendations to the Synod Standing Committee for those appointments. It is expected that this process will include members of the Standing Committee and / or others who are independent of the Synod Board.

8.7.2 Members shall be eligible for re-appointment subject to a maximum continuous period of nine (9) years.

- a) specific skills that are relevant for the Synod Board, including expertise in:
 - (i) Organisational Strategy and Leadership
 - (ii) Mission/ministry & theology
 - (iii) Community Services
 - (iv) Finance/Capital Allocation
 - (v) Investment/Banking
 - (vi) Property
 - (vii) Governance
 - (viii) Risk
 - (ix) (where possible) Legal, HR, IT and Marketing
- b) the following general matters:

- (i) an affinity with and understanding of the Uniting Church;
- (ii) active experience in Christian mission and/or ministry
- (iii) a commitment to following Christ;
- (iv) commitment to fiduciary requirements;
- (v) financial and accounting literacy;
- (vi) thorough understanding of risk and its management;
- (vii) thorough understanding and commitment to the governance role;
- (viii) analytical thinking capacity;
- (ix) capacity to operate as a team player;
- (x) capacity to devote time to the work of the Board; and
- (xi) a commitment to ongoing improvement and effectiveness of the Board.

8.8 Cessation of Membership

8.8.1 A person's membership of the Board will cease:

- a) When the member of the Board;
 - (i) dies;
 - (ii) resigns and the resignation is accepted;
 - (iii) ceases to hold a qualification which is a prerequisite for the person's membership;
 - (iv) is convicted of an offence that would, in a comparable case of a director of a company result in disqualification of the director under the Corporations Act 2001 (Cth) and/or ACNC legislation or guidelines;
 - (v) becomes bankrupt;
 - (vi) is absent without leave of the Board for three consecutive meetings of the Board;
 - (vii) has a material personal interest in any matter before the Board and fails to disclose the interest to the Board and/or votes on the matter and the person's position is declared vacant by the Board;
- b) The Moderator with the approval of the SSC resolves to terminate the person's membership following an enquiry undertaken in accordance with Synod bylaw 3.6.3.2 (j) .

8.9 Appointment of Officers of the Board

8.9.1 The SSC shall appoint the Chair.

- 8.9.2 The Chair presides at meetings of the Synod Board and in the absence of the Chair at a meeting the members present can appoint a Chair for that meeting from among those present.
- 8.9.3 Following appointment, the Chair or nominee shall become a member of the SSC subject to the requirements of the Constitution, Regulations or these by-laws in relation to membership of the Synod and the SSC.
- 8.9.4 The Board may appoint such other executive roles as it determines and upon such conditions as it chooses

8.10 Meetings of the Board

- 8.10.1 The Board may meet, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- 8.10.2 The Chair or the Synod General Secretary shall on the requisition of any three (3) members of the Board, summon a meeting of the Board by giving reasonable notice to each member.

8.11 Voting

- 8.11.1 In making decisions, the Board is to follow the principles of and to the extent practical and contextually relevant the procedures set out in the latest edition of the Manual for Meetings in the Uniting Church published by the Church.
- 8.11.2 If a resolution by formal majority is necessary, each Officer personally present is entitled to one vote. If the voting is equal, the Chair may exercise a casting vote.

8.12 Quorum

- 8.12.1 Unless otherwise determined, half of the total members being present at any duly convened meeting constitutes a quorum.

8.13 Minutes

- 8.13.1 The Synod Board shall appoint an Executive Officer for the purpose of ensuring minutes are kept of all proceedings of meetings of the Board.
- 8.13.2 Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

8.14 Committees

- 8.14.1 At a minimum the Board will appoint an Audit and Risk Committee.
- 8.14.2 The Board will specify the purposes, functions and authority of any committee that it establishes and may, where appropriate, delegate responsibilities to committees. A Charter for each committee will be established by the Board for this purpose.
- 8.14.3 The Board shall determine the manner in which committee members will be appointed.

Appointments of committee members may be terminated by the Board.

8.14.4 Membership of each committee will include at least one Board member who will be the Chairperson. A quorum for a committee meeting will set by the Board.

8.14.5 Any committee established by the Board shall be limited to the activities set by the Board in its establishment and may not delegate any of its responsibilities.

8.14.6 Minutes of committee meetings will be circulated to all Board members prior to the next ensuing Board meeting.

8.15 Conflict of Interest

8.15.1 Where a matter arises in which the member of the Board has or may have a material personal interest in an

8.15.2 issue affecting the Board's business or operations, the member will, at the first possible opportunity after becoming aware of the situation, advise the Chair (or in the case of the Chair, advise the General Secretary) and declare the interest at any meeting of the Board at which the matter may be discussed.

8.15.3 Permanent conflicts will be recorded in a Board Register. Other conflicts will be recorded in meeting minutes as declared.

8.16 Remuneration

8.16.1 Synod Board Members are entitled to such remuneration as is determined in accordance with Synod Policy.

8.17 Transitional Board

8.17.1 Notwithstanding the above, Synod Standing Committee appoints an initial transitional Board that will be in place until no later than 30 November 2022.

(Note: Part 9 is out of date and will be updated)

Part 9: Committees of the Synod

9.1 Overview

9.1.1 These By-Laws shall apply except in so far as they are contrary to any specific By-Laws or other determinations of Synod or other appointing body.

Committees, Working Groups and Other Bodies

9.1.2 a) The Synod Standing Committee may appoint committees or working groups to undertake such responsibilities as the Synod or Synod Standing Committee may determine. Any committee or working group so appointed shall become effective at the conclusion of the meeting at which it is appointed.

b) The Synod or Synod Standing Committee shall determine the purpose of the committee or terms of reference of the working group and the requirements of reporting by the committee or working group.

c) The Synod or Synod Standing Committee shall determine the duration of the committee or working group and shall consider whether a committee or working group shall be extended beyond that term.

d) The Synod or the Synod Standing Committee may at its discretion appoint to committees or working groups persons who are not confirmed members or members in association of the Church, such members not to exceed one-third of the total membership of the committee or working group.

9.1.3 a) Any committee or working group appointed by Synod or the Synod Standing Committee may co-opt additional persons provided that the number of persons so co-opted shall not exceed one-fifth of the number of members appointed by the Synod or the Synod Standing Committee as the case may be.

b) The Synod Standing Committee shall fill any casual vacancy occurring in the membership of a committee or working group appointed by the Synod or Synod Standing Committee.

Meetings

9.1.4 a) The quorum for meetings of committees or working groups appointed by the Synod or the Synod Standing Committee shall not be less than one-third of the total membership.

b) Committees, working groups appointed by the Synod or Synod Standing Committee shall regulate

their meetings in accordance with the Manual for Meetings.

Decision Making

- 9.1.5 Persons who are appointed as members of committees and working groups shall be free to exercise discretion in determining matters before the committee or working group and shall not be required to decide at the direction of the appointing or any other body.

9.2 Repealed

9.3 Repealed

9.4 Repealed

9.5 Faith and Unity

- 9.5.1 The Synod Standing Committee shall appoint a Faith and Unity Committee of up to 12 members, the members being appointed for a term of two years. Members shall be eligible for re-appointment. In addition, one member shall be appointed by each of the UTC Faculty and the Students' Association.

- 9.5.2 The Committee shall be responsible to the Synod, reporting through the Synod Standing Committee.

- 9.5.3 The Synod Standing Committee shall appoint a Chairperson of the Committee.

- 9.5.4 The Committee may appoint other officers as it thinks fit.

- 9.5.5 The Faith and Unity Committee shall:

- a) advise and consult with Synod and Synod Standing Committee on matters of ecumenical relationships, doctrine, worship and liturgy
- b) be responsible for affiliations with, and nominations for the appointment of Uniting Church representatives to:
 - (i) NSW Ecumenical Council
 - (ii) Australian Church Women (NSW Unit)
 - (iii) NSW Committee for the World Day of Prayer
- c) relate on behalf of the Synod to:
 - (i) National Theology and Discipleship and Working Groups on:
 - Doctrine
 - Worship
 - Missiology
 - (ii) National Unity and International Mission and the

- Working Group on Christian Unity
- (b) co-operate with and advise presbyteries and congregations on matters of ecumenical relationships, doctrine, worship and liturgy
- (c) relate to presbyteries through Faith and Unity Convenors/Committees.

9.6 – 9.8 Repealed

9.9 Repealed

Part 11: Repealed

Part 12: Ministers Entitlements

Refer to the [UCA - Ministry Handbook](#)

Part 13: Miscellaneous

13.1 Repealed

13.2 Parish Missions

Application for recognition as a Parish Mission

- 13.2.1 a) If a Congregation Meeting so resolves, the Church Council shall make written application in triplicate to the Presbytery for recognition of the Congregation as a Parish Mission. Such application shall clearly set out the reasons for the application identifying special ministries and shall include a statement as to how the congregation as a Parish Mission proposes to fulfil the criteria contained in the following paragraph (b)
- b) The criteria for the recognition of a congregation as a Parish Mission shall be that it will have the following three central elements in its life:
- (i) worship which serves as a focus for the total life of the Parish Mission.
 - (ii) Evangelism, as an intentional and focused priority in its life, and as a focal point for the church's ministry of word and deed within a specified region.
 - (iii) Multi-faceted community service programs (such as but not limited to advocacy on public issues and social justice from a Christian perspective, care with disadvantaged people, facilities and resources for the community) on a scale and style appropriate to the context in which the Parish Mission is located.
- c) The application shall also indicate the wish of the congregation in relation to ***Regulation 3.1.29***, including:
- (i) whether the Presbytery or the Synod appoint additional members to the Church Council;
 - (ii) the number of appointments it desires;
 - (iii) its nomination of persons for initial appointment.
- d) The Presbytery shall forward to the Synod any application from a Congregation for recognition as a Parish Mission together with its recommendations thereon.
- e) The Presbytery shall also forward a copy of the application and its recommendations thereon

to Uniting Mission and Education which shall forward its recommendations on the application to the Synod and send a copy thereof to the Presbytery and to the Church Council.

- f) The Synod or the Synod Standing Committee shall determine the application and shall determine who shall appoint the additional members to the Church Council pursuant to **Regulation 3.1.29**. If the Presbytery is not to make such appointments then they shall be made by the Synod Standing Committee.
- g) In a case where, in accordance with **Regulation 3.1.29(b)** the Synod decides to appoint the additional members to the Church Council, the Synod Standing Committee shall take account of any nominations forwarded with the application from the Church Council.
- h) Where the Synod has not determined that the additional appointments shall be made under **Regulation 3.1.29(b)**, the Presbytery shall, at its first meeting after the Synod has determined that a Congregation shall be recognised as a Parish Mission, appoint the additional members to the Church Council in accordance with **Regulation 3.1.29(a)**, taking into account any nominations submitted with the application.
- i) The Synod may from time to time alter the appointing body under **Regulation 3.1.29** with regard to any particular Parish Mission.

Evaluation of Parish Missions

- 13.2.2 a) As a Parish Mission is a Congregation it shall be subject to all Regulations and By-Laws relating to a Congregation.
- b) Each Parish Mission shall every two years submit a written report to Uniting Mission and Education which shall receive the report on behalf of the Synod. Such report shall be submitted not later than 31 May, and shall cover the work and finances of the Mission for the period of two years to 31 December of the previous year. Uniting Mission and Education, within its biennial report to the Synod, shall make a report to the Synod on the activities of each Parish Mission.
 - c) A Parish Mission shall supply copies of the financial accounts of its activities to Uniting Resources not later than a date to be determined by Uniting Resources.
 - d) The Parish Mission shall supply such further information as Uniting Mission and Education or the Synod shall request.
 - e) Uniting Mission and Education shall appoint a member of the consultation team where a presbytery is undertaking a consultation.
 - (i) The Parish Mission shall not be required to report to Uniting Mission and Education

and Uniting Mission and Education shall not be required to report to the Synod concerning a Parish Mission in the year in which a Presbytery is undertaking a consultation on the life and witness of the congregation.

- (ii) Uniting Mission and Education shall appoint a person to be a member of the consultation
 - (iii) If the activities of the Parish Mission include community service activities, the UnitingCare shall also appoint a person as a member of the consultation.
- f) Copies of the report of the consultation, together with the comments of the Church Council thereon, shall be forwarded to the Synod and to the Presbytery and shall form the basis of any further evaluation of the work of the Parish Mission.

Withdrawal of Recognition as a Parish Mission

- 13.2.3 a) The Church Council of a Parish Mission may request through the Presbytery that the Synod withdraw its recognition as a Parish Mission and the Synod may accede to such request.
- b) A Presbytery may recommend to Uniting Mission and Education and to the Synod that the recognition of a Parish Mission within its bounds should be withdrawn.
 - c) Uniting Mission and Education may either comment on the recognition, or recommend to the Synod the withdrawal of recognition as a Parish Mission.
 - d) In all cases where a Presbytery or Uniting Mission and Education is considering recommending withdrawal of recognition from a Parish Mission, the Church Council shall be informed and copies of all reports and documents concerning such proposed withdrawal of recognition shall be forwarded to the Church Council for consideration and consultation with the bodies concerned.
 - e) Unless requested by the Church Council of the Parish Mission to withdraw its recognition as a Parish Mission, the Synod shall allow at least twelve months to elapse from the time when the recommendation to withdraw recognition as a Parish Mission is made before withdrawal of recognition. During such period, full and free consultation shall be held between the Parish Mission, the Presbytery, the Uniting Mission and Education, and Synod officers. Notwithstanding anything hereinbefore contained, if a two-thirds majority of those present and voting at a meeting of the Synod determines that the matter of withdrawal of recognition is one of urgency, then the debate and decision of the Synod may proceed without awaiting the lapse of twelve months.

Appointment of Additional Members of Church Council

- 13.2.4 (a) (i) The Church Council shall forward to the Presbytery, no later than the Presbytery meeting held prior to the meeting of the Synod, nominations for the additional members of the Church Council to be appointed under ***Regulation 3.1.29(a)***.
- (ii) Where applicable the Church Council shall forward to the secretary of Synod prior to the meeting of Synod, its nominations for the additional members of the Church Council to be appointed under ***Regulation 3.1.29(b)***.
- b) Appointments under ***Regulation 3.1.29*** shall take effect from 1st January of the next year and such appointment shall be for a term of one year.
- c) Casual vacancies, or further appointments up to the number approved may be filled by any meeting of the Presbytery or by the Synod Standing Committee as the case may be, and shall operate only for the balance of the current term.
- d) Except as provided in paragraph (e) hereof appointees under ***Regulation 3.1.29*** shall be members or members-in-association of the Uniting Church but such appointees may maintain their membership in a Congregation other than that of the Parish Mission.
- e) Not more than three adherents of the Uniting Church may be appointed to the Church Council under ***Regulation 3.1.29***.
- f) A Church Council may make application in writing to the Synod or Presbytery as the case may be for a variation of the number of appointees to the Church Council within the limits provided in ***Regulation 3.1.29***.

Application for Extension of Placements

- 13.2.5 (a) A Parish Mission may make representation to the Presbytery seeking the agreement of the Presbytery to the extension of a ministerial placement beyond ten years in accordance with ***Regulation 3.1.28(c)***.
- b) Any such extension shall be for a period not exceeding three years at a time.
- c) In considering the extension of a ministerial placement beyond ten years the Presbytery shall take account of any evaluations made by Uniting Mission and Education and the comments of the Church Council thereon and shall also take account of the fact that, by reason of the designation of the Congregation as a Parish Mission pursuant to ***Regulation 3.1.28***, the Congregation shall be allowed to make a case for the extension of a ministerial placement.

Committees of the Church Council in a Parish Mission

13.2.6 The Church Council of a Parish Mission has the same responsibilities and authority to appoint a Finance Committee, Property and other Committees for the proper discharge of its functions as are given to all Church Councils as set out in **Regulations 13.2.7**.

Community Service Programs

13.2.7 (a) A Parish Mission seeking to establish a community service program shall consult with UnitingCare NSW/ACT in accordance with **By-Law N3.361(j)** prior to the establishment of that program.

b) A Parish Mission undertaking any community service program involving either the employment of staff or the receipt of Government funding for that program shall submit to the Synod for approval a constitution relating to that program. The Synod, upon the recommendation of UnitingCare NSW/ACT, may exempt the Parish Mission from the requirements of this By-Law.

13.3 Presbytery Membership and Oversight of Ministers

13.3.1 A Minister of the Word, Deacon or Accredited Youth Worker who is not regularly settled in a pastoral charge within the bounds of a Presbytery shall indicate in writing to the Synod the Presbytery to which the Minister would like to be a member.

13.3.2 Upon receipt of such indication, the Synod shall place the Minister under oversight of the Presbytery so indicated or such other Presbytery as it considers appropriate. The Minister shall be a member of such Presbytery unless, in the case of a Minister in an Assembly placement [**Regulation 2.7.6(ff)**] the Assembly designates that the Minister shall be placed under the oversight of another Presbytery in which case the Minister shall be a member of such other Presbytery.

13.3.3 Notwithstanding failure of a Minister to give written indication under **By-Law 13.3.1** the Synod may at its discretion determine or alter a previous determination as to the Presbytery which shall have oversight of such minister.