Presbytery and Synod Standing Committee
Minutes
25 September 2015

Membership: Members: Chair, Deidre Palmer (Moderator), Nigel Rogers (CEO/General Secretary), Rob Williams, (Ex-Moderator), Peter Batterby (Synod Property Officer), Denise Champion (UAICC), Tim Hein, Margaret Brown, Mark Boyce, Sue Ellis, Susan Doughty, Sue Page, Danica Patselis, Adam Dinham, Tony Nancarrow, Sandy Boyce, Bronte Wilson, Michael McClaren, Wayne Abbott, Resourcing: Sharonne Price, Amelia Koh-Butler, Malcolm Wilson, Steve Taylor, Rob Brown Guest: Christina Cook
Minutes - Tracey Bost

Apologies: Rob Williams, Margaret Brown
Late: Mark Boyce, Bronte Wilson

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<th>Business Session</th>
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1.6 **Priority Order of Business**
Several fixed orders noted.

1.7 **Proposals**
As part of the deliberative process Standing Committee agreed to fully consider any budgetary and missional aspects in accordance with the Strategic Plan.

1.8 **Receive Reports**
It was AGREED that the Presbytery and Synod Standing Committee resolve to:
RECEIVE all reports as provided (electronic and hard copy) in the Standing Committee business papers 25 September 2015. (PSSC15.215)

2.0 **Review of Previous Minutes**

2.1 **Approval/Edit Previous Minutes**
It was AGREED that the Presbytery and Synod Standing Committee resolve to:
APPROVE the Minutes of the Presbytery and Synod Standing Committee Meeting 14 August 2015 noting a signed copy of the Uniting Church and Resthaven Memorandum of Understanding will be attached along with an updated version of the Uniting Communities Inc Rules and Regulations and the Rules and Regulations of The Ranch Inc. (PSSC15.216)

2.2 **Action List – reviewed**

3.0 **Receive Correspondence**

3.1 It was AGREED that the Presbytery and Synod Standing Committee RECEIVE the correspondence as listed below: (PSSC15.217)
1. Lenswood UC – Change of Network.
3. Email from Rev Ashley Davis (PRMP – Rural) requesting clarification of Rules regarding the Chairperson of PRC.
4. Communique from meeting between the Premier and LoCCSA.

3.2 It was AGREED that the Presbytery and Synod Standing Committee resolve to:
1. NOTE the Lenswood Uniting Church change of Network from Community Outreach Mission Network to Hope Mission Network. (PSSC15.218)
2. NOTE the President’s message regarding the Redress and Civil Litigation Report released by the Royal Commission, for information. (PSSC15.219)
3. NOTE the email from Rev Ashley Davis - see 5.1.4 (PSSC15.220)
4. NOTE the Communique from a meeting between Leaders of Christian Churches SA representatives and the Premier of South Australia. (PSSC15.221)

4.0 Strategic moment

4.1 See Standing Reports.

5.0 Reports and Operational Matters

5.1.1 CEO/General Secretary's Report

The CEO/General Secretary, Rev Nigel Rogers, spoke to his report, including:

- Pastoral Care for Rev Dr Amelia Koh-Butler and Terry Butler;
- Resignation of Sharonne Price

It was AGREED that the Presbytery and Synod Standing Committee resolve to:

1. AMEND the Presbytery Strategy and Planning Team Mandate as shown in Appendix 1. (PSSC15.222)

2. NOTE the Queensland Synod was appointed to lead the National Governance Conversation, in collaboration with other Synods who will assume the role of ‘Project Sponsors’ responsible for progressing specific items that enhance this work. (PSSC15.223)

3. AGREE to the following dates for Standing Committee meetings in 2016 (noting that Standing Committee will continue to meet on Fridays for 2016; from 2017 Standing Committee may choose to meet on an alternate day):

   - 12 February
   - 11 March
   - 8 April
   - 6 May
   - 10 June
   - 12 August
   - 9 September
   - 7 October
   - 9 December (PSSC15.224)

4. ENDORSE the appointments of the Uniting Church Adult Fellowships General Committee membership as shown:
### ADULT FELLOWSHIPS

**Purpose:** Servicing Adult Fellowship Groups  
**Reports to:** Standing Committee  
**Contact Person:** Janet Woodward

#### Membership: General Committee 2015/2016 (August, September)

<table>
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<tr>
<th>Office</th>
<th>Membership</th>
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<tr>
<td>Rev Lindsay Faulkner</td>
<td>President</td>
</tr>
<tr>
<td>Mrs Heather Maynard</td>
<td>President Elect</td>
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<tr>
<td>Mrs Janet Woodward</td>
<td>Secretary / Treasurer</td>
</tr>
<tr>
<td>Mr Max Howland</td>
<td>Minute Secretary</td>
</tr>
<tr>
<td>Mrs Iris Furnell</td>
<td>National Corresponding Member</td>
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<tr>
<td>Mrs Betty Christensen</td>
<td>Member</td>
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<tr>
<td>Mrs Coralie Wright</td>
<td>Member</td>
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<tr>
<td>Mrs Beryl Hodgkiss</td>
<td>Member</td>
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<tr>
<td>Mrs Margaret Wilson</td>
<td>Member</td>
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<td>Mr John Duval</td>
<td>Member</td>
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#### Regional Coordinators

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<th>Regions</th>
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<tr>
<td>Adelaide North West</td>
<td>Mrs Val Hutchinson</td>
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<tr>
<td>Eyre</td>
<td>Mrs Judy Cassidy</td>
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<tr>
<td>Fleurieu North</td>
<td>Mr Ross Ford</td>
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<tr>
<td>Fleurieu South</td>
<td>Mrs Jean Mur</td>
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<td>Mount Lofty</td>
<td>Mrs Judy Coad</td>
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<td>Frome</td>
<td>Mrs Christine Parker</td>
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<td>Coorong North</td>
<td>Mrs Anita Woods</td>
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<td>Coorong South</td>
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<td>Riverland</td>
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Members are elected for a 4-year term, and may be re-elected to a second term. (PSSC15.225)

It was AGREED that the Synod Standing Committee resolve to:

5.  
   a) In response to a letter received on 3 September 2015 from the Vic/Tas Synod General Secretary, AGREE to transfer to the Synod of Victoria and Tasmania its powers in relation to the discipline of the respondent, except for the appointment of an Advisor for the respondent, as per Regulation 5.6.7(e)(ii). (PSSC15.226)

   b) AGREE to cover all reasonable costs associated with the Vic/Tas Panel travelling to South Australia to interview the minister for this complaint. (SSC15.227)
6. AGREE that the CEO/General Secretary convene a Joint Nominating Committee (JNC) for the Executive Officer, Pastoral Relations and Mission Planning, to include the following people:

   CEO/General Secretary, Rev Nigel Rogers (Convenor)
   Rev Rob Brown - Executive Officer, UnitingCare
   Rev Sue Page - Member of Standing Committee
   Relevant member in the life of the Presbytery and Synod (PSSC15.228)

   ACTION: Standing Committee to forward suggestions for a lay person with the relevant skills to join the JNC.

5.1.2 Associate General Secretary’s Report

   It was AGREED that the Presbytery and Synod Standing Committee resolve to:

   1. APPROVE the amendments to Synod By-law 12.1 (Standing Committee) as shown in Appendix 2. (PSSC15.229)
   2. APPROVE the amendments to Standing Committee Presbytery Rule PR 1.7, as shown in Appendix 3. (PSSC15.230)

5.1.3 UnitingCare Report

   It was AGREED that the Synod Standing Committee resolve to:

   1. APPOINT Ms Astrid Kuivasaari to the Board of Uniting Communities for an initial 3 year term commencing 1 October, 2015, and ending on 30 September, 2018. (SSC15.231)
   2. ACKNOWLEDGE the appointment of Mr Greg Box to the Board of Uniting Communities for a 2 year term commencing 1 October, 2015, and ending on 30 September, 2017. (SSC15.232)

   3. (a) APPOINT Mr Roland Roccioletti as Chair of the Board of Lincoln College Incorporated for an initial 1 year term commencing 1 January 2016 and concluding on 31 December 2016. (SSC15.233)

      (b) REQUEST the Manager of Chaplains to convene a conversation with Lincoln College, ministers, practitioners and other Uniting Church stakeholders in the area of young adults in tertiary education, so that opportunities for collaboration in this ministry might be explored. (SSC15.234)

      (c) REQUEST the Associate General Secretary invite the incoming chairperson of Lincoln College to engage in conversation concerning:

          • Polity and ethos of the Uniting Church
          • Relationship between Lincoln College Board and the Uniting Church
          • The Strategic Plan of the Presbytery and Synod (SSC15.235)
4. ACKNOWLEDGE and THANK Dr Gregor Ramsey (AM) for his service to the *Lincoln College Incorporated Board* as Chairperson of the Board. (SSC15.236)

5. APPOINT Mrs Kathryn Gramp to the *Prince Alfred College Council* for a further term of three years to commence on 1 January 2016 and conclude on 31 December 2018. (SSC15.237)

6. APPOINT Professor Nigel Bean to the *Prince Alfred College Council* for a further term of three years to commence on 1 January 2016 and conclude on 31 December 2018. (SSC15.238)

7. APPOINT Mr Trevor Lambert to the *St Andrew’s Hospital Incorporated Board* for a first term commencing on 25 September 2015 and concluding on 31 October 2015. (SSC15.239)

8. APPOINT Mr Richard McLachlan to the *St Andrew’s Hospital Incorporated Board* for a first term commencing on 25 September 2015 and concluding on 31 October 2016. (SSC15.240)

9. APPROVE the changes to the constitution of UnitingCare Wesley Port Adelaide, shown as Appendix 5.. (SSC15.241)

### 5.1.4 Associate General Secretary’s (Planning and Management) Report

Sharonne Price left the meeting for this item.

Regarding the continuing discussion from the previous Standing Committee, re: Chair of PRC:

It was AGREED that the *Presbytery and Synod* Standing Committee resolve to:

NOTING the transitional situation of the Executive Officer, Pastoral Relations & Mission Planning, SUSPEND Placements Committee Presbytery Rule 1.4.4 until an appropriate time in 2016. (PSSC15.242)

### 5.2 Property Trust/Resources Board Report

It was AGREED that the *Synod* Standing Committee:

1. NOTE the financial report for the Mission and Service Fund for the quarter ended 30th June 2015. (SSC15.243)

2. REQUEST the October 2015 Annual Presbytery and Synod meeting APPROVE the adoption of the Hope Mission Network, Tarooki Campsite and Uniting Church Arts and Cultural Development Group Inc. 31st December 2014 Financial Statements. (SSC15.244)

3. In accordance with sections 11(2)(d) and 11(6) of ‘The Uniting Church in Australia Act, 1976-1977’, RECOMMEND that the following appointments be made at the 2015 Annual Synod meeting:
   i. Rev Dr Graham Humphris as Chairperson of the Property Trust for a period of one year from the rise of the 2015 Annual Synod meeting. (SSC15.245)
   ii. Dr Alice McCleary as a member of the Property Trust for a period of two years commencing from the rise of the 2015 Annual Synod meeting. (SSC15.246)
   iii. Mr Steve Roder as a member of the Property Trust for a period of two years commencing from the rise of the 2015 Annual Synod meeting. (SSC15.247)
iv. Mr Rob Williamson as a member of the Property Trust for a period of two years commencing from the rise of the 2015 Annual Synod meeting. (SSC15.248)

v. Rev Ross Honey, as a member of the Property Trust for a period of two years commencing from the rise of the 2015 Annual Synod meeting. (SSC15.249)

vi. Peter Ronald Richard Battersby as Secretary of the Property Trust for a period of one year from the rise of the 2015 Annual Synod meeting. (SSC15.250)

4. In accordance with Resources Board By-law 18.1.2 RECOMMEND that the following appointments be made at the 2015 Annual Synod meeting:
   
   i. Rev Ross Honey to the Resources Board for his 2nd term commencing from the rise of the 2015 Annual Synod meeting and concluding at the rise of the 2017 Annual Synod meeting. (SSC15.251)
   
   ii. Mr Steve Roder to the Resources Board for his 3rd term commencing from the rise of the 2015 Annual Synod meeting and concluding at the rise of the 2017 Annual Synod meeting. (SSC15.252)
   
   iii. Mr Rob Williamson to the Resources Board for his 4th term commencing from the rise of the 2015 Annual Synod meeting and concluding at the rise of the 2017 Annual Synod meeting. (SSC15.253)

5. ENDORSE for the approval of the Presbytery and Synod the 2016 Mission and Service Fund Budget and in particular, a break even operating budget (on an accrual basis) and a capital expenditure budget of $195,360. (SSC15.254)

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<th>5.4</th>
<th>Leadership Development Council Report</th>
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<tr>
<td>Acting Principal from 1 October 2015, Craig Bailey, presented a verbal LDC report, including:</td>
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<td>- Ongoing conversations regarding the UCLT property;</td>
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<td>- Uniting College Grants Committee membership;</td>
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<td>- Replacement of Chair for the Missiology JNC</td>
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<td>It was AGREED that the Presbytery Standing Committee resolve to:</td>
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<tr>
<td>1. APPOINT Dr Peter Gunn to the Uniting College Grants Committee. (PSC15.255)</td>
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<td>2. NOTE correspondence received in regard to the “risk analysis of a Uniting Church agency property being offered as a long term co-location option” as per the April 2015 Standing Committee Minutes, is no longer possible. (PSC15.256)</td>
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<td>3. NOTE the continued investigation by the Leadership Development Council of option 2a from a report to the LDC. (PSC15.257)</td>
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4. **AGREE** that the CEO/General Secretary in consultation with members of the Resources Board, or their delegates and the Leadership Development Council form a Development Team with appropriate levels of expertise for the purpose of conducting an investigation into the Brooklyn Park site with a view to establishing a redeveloped college site and facilities by December 2016. (PSC15.258)

5. **NOTE** the change in Chair of the Missiology Director JNC from Rev Dr Steve Taylor to Mr Craig Bailey. (PSC15.259)

### 5.5 Pastoral Relations and Mission Planning (PR&MP) Report

The Executive Officer Pastoral Relations and Mission Planning presented a verbal report, for information.

### 5.6 Mission Resourcing Report

It was **AGREED** that the Presbytery Standing Committee resolve to:

1. **RECEIVE** the Minute of Appreciation – Will Hall. (PSC15.260)

2. **ENDORSE** the direction being taken to move Uniting Young People responsibilities into an Intergenerational Unit and appoint a Discipleship Developer. (PSC15.261)

3. **REQUEST** the Executive Officer Mission Resourcing to work closely with the IMRC to refine a PD and bring recommendations to the PRC/Placements Committee. (PSC15.262)

4. **CONFIRM** Uniting Venues’ Adare Campsite as the Preferred Venue for KCO 2016 along with whatever other support venues that can be secured in Victor Harbour. (PSC15.263)

5. **CONFIRM** the Preferred Dates for KCO 2016 as September 10-11. (PSC15.264)

6. **PURSUE** a partnership with Uniting Venues (Beyond Limits) to assist in the development of the ‘Explore’ component of KCO with Volunteer Leaders. (PSC15.265)

7. **During 2016**, further **EXPLORE** the possibilities of:
   a) **sequential camping** (Ages 7-10 and 11-12) to improve support of discipleship formation. (PSC15.266)
   b) **back-to-back KCOs** at Adare (either age-specific or repeat events) to reduce the risk of reliance on non-UC venues. (PSC15.267)
   c) **supporting multiple KCOs** at several sites. (PSC15.268)

### 5.7 Moderator’s Reflections Report

It was **AGREED** that the Presbytery and Synod Standing Committee resolve to:

AGREE to include in its 2015 November meeting a discussion of Rev Dr Lin Manhong’s Cato Lecture on being a church that lives on the margins. (PSSC15.269)
5.8 Interim Mission Resourcing Council Report

It was AGREED that the Presbytery Standing Committee resolve to:

1. APPROVE the establishment of an Interim Mission Resourcing Council to operate until the end of September 2016 under the Terms of Reference as shown in Appendix 4 of the September 2015 meeting of the Standing Committee. (PSC15.270)

2. (a) Appoint the following people to the Interim Mission Resourcing Council for a term commencing 26 September 2015 until 30 September 2016, subject to their acceptance:
   - Danica Patselis
   - David Hoffman
   - Rowan Steele
   - Suzie Cousins
   - Jenny Walker
   - David Williamson
   - Linda Driver
   - a member of the PR&MP Team
   - a member of UCLT faculty
   - a member from a 200+ congregation

   (b) The CEO/General Secretary and Associate General Secretary to appoint a convenor. (PSC15.271)

3. Authorise the CEO/General Secretary and the Executive Officer Mission Resourcing to appoint other members to the Interim Mission Resourcing Council within the requirements of the Terms of Reference should others need to be approached to fill vacancies on the Council. (PSC15.272)

4. REQUEST the Associate General Secretary to AMEND the Interim Mission Resourcing Council Terms of Reference to reflect the membership changes, see 2(a). (PSC15.273)

5.9 International Mission Review Report

It was AGREED that the Presbytery resolve to:

ENDORSE the following proposals for consideration at the October 2015 Annual Meeting. (PSC15.274)

1. AGREE that the Partnership between the Uniting Church in Australia, Presbytery and Synod of South Australia and the Uniting Church of Christ of the Philippines (UCCP) North Luzon Jurisdiction be a major focus of the work of International Mission Officer and the Philippines Support Group to fulfill the expectations of the re-negotiated agreement.
| 2. | AGREE that the Partnership between the Uniting Church in Australia, Presbytery and Synod of South Australia and the Uniting Church of Christ of the Philippines (UCCP) Middle Luzon Jurisdiction be a major focus of the work of International Mission Officer and the Philippines Support Group to fulfill the expectations of the proposed agreement. |
| 3. | AGREE that the Moderator sign the final Partnership Agreement at the upcoming Annual Presbytery and Synod Meeting. |
| 4. | AGREE that the Partnership between the Uniting Church in Australia, Presbytery and Synod of South Australia and the Presbyterian Church in the Republic of Korea (PROK) Iksan Presbytery be renegotiated and extended considering: |
|   | a. inclusion of a specific section in the MOU highlighting and clearly stating the importance of Building Relationships between both partners |
|   | b. the formal recognition of a PROK Support Group to facilitate and promote the partnership on behalf of the Presbytery/Synod in consultation with the International Mission Officer and raising awareness of the partnership through information sharing at meetings of the Presbytery/Synod and via UCE News which invite participation of congregations in projects developed in terms of any renegotiated MOU |
|   | c. youth exchanges have rarely occurred during the life of the partnership. This area needs careful and creative reassessment |
|   | d. vocational and professional development currently includes a broad range of possibilities –for example linking those in the medical, palliative care and social work professions and with disability and related chaplaincy ministries - and must include developing those surrounding theological studies in Australia and Korea |
|   | e. Sabbatical stays and retreats need to be promoted by either partner |
|   | f. the sharing of a mission project with PROK (e.g. as has been the case with the UCCP in the Philippines) enabling three partner churches to work together, strengthening relationships and working towards the reconciliation to which God calls us |
|   | g. invite our PROK partners to consider ongoing support for the Adelaide Korean Congregation as a mission opportunity, particularly given the financial difficulties relating to the support of its minister. |
| 5. | AGREE that we maintain a Partnership relationship with Gereja Kristen Injili Di Tanah Papua (Evangelical Christian Church In The Land Of Papua (GKI) via the principal framework and projects managed by Uniting World and directly through limited congregationally driven activities (such as Blackwood UC – Flora). |
| 6. | AGREE that the Presbytery and Synod of South Australia Uniting Church in Australia focus on supporting educational activities and building relationships via: |
|   | 1. Education with the focus on the transfer of skills via a two-way exchange with Australian communities to break down geographic and social isolation and |
2. Working in tandem with Uniting World and the other Synods around Australia to discern the best ways to address the partner’s needs by building our relationship with providers of education, building cross-cultural links and intercultural solidarity to exemplify the people-to-people and community-to-community connections.

7. AGREE that the partnership between the Uniting Church in Australia, Presbytery and Synod of South Australia and the Church of Christ in Thailand (CCT) continue as a “second tier Partnership” with emphasis on developing its existing strengths in ministry with:
   - CAM – The Centre for Aids Ministry (CAM) of the CCT in First District Chiang Mai, and particularly in partnering with CAM to address the needs of youth in its networks of ministries.
   - endorsing and encouraging further the 10 year relationship between Zion Saimai CCT congregations in suburban Bangkok, Omkoi CCT in northern Thailand and Seeds UC in Adelaide
   - enabling further partnering in theological education between McGilvary College of Divinity, Payap University, Chiang Mai and the Uniting College for Leadership and Theology in Adelaide, South Australia

8. AGREE that UCSA liaise appropriately with Uniting World in such a relationship with the CCT via a mechanism of an annual visit by Uniting World to SA to share and review with the appropriate officers of Mission Resourcing SA the ongoing development of these three strategic partnership areas.

9. AGREE that the Presbytery and Synod of South Australia:
   1. Affirms the longstanding connection of trust and service between UCSA and the UCPNG through the many people who have served as missionaries in PNG, both before and after Church Union, giving thanks to God for their committed service and their continuing passion for the people of PNG
   2. Recognises the role of the National and World Mission Support Group, Uniting Church Adult Fellowships and UCAF regional rallies over many years in fostering support for the UCPNG.
   3. Acknowledges that this passion for PNG can continue to be fostered without UCPNG being recognised as a church in “partnership” with UCSA
   4. Welcomes the commitment of Uniting World to maintain links with supporters of UCPNG in South Australia via an emailing list and the provision of newsletters, project information and promotional resources and
   5. To keep faith with the PNG support base, it would be desirable for the PNG Task Group to review the operation of the new strategies for PNG engagement by members of UCSA during 2017.
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<tr>
<td>6.0</td>
<td>NOTE that no additional Standing Committee will be held in October 2015.</td>
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<tr>
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<td>Adjournment</td>
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<td>7.0</td>
<td>Next meeting: Friday 20 November 2015</td>
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<td>Devotions: Rob Brown</td>
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<td>The Moderator closed the meeting at 9.35 pm</td>
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PRESBYTERY STRATEGY AND PLANNING TEAM MANDATE

1. The primary mandate of the Presbytery Strategy and Planning Team is to provide the presbytery with forward-looking, broad-based advice about its life together including but not limited to:
   a. the number and location of congregations and agencies that would best serve the life of the church
   b. the strategic areas (including “green fields” sites) where the church needs to focus.
   c. The key issues facing the UCA in SA over the next 5-10 years that impact on the congregation’s life and witness.
   d. the allocation and re-distribution of resources – human, financial, property.
   e. appropriate policies through which other bodies could process and utilise these directions.

2. Authorise that the advice of the Presbytery Strategy and Planning Team needs to be taken into account by other presbytery bodies when making decisions about planning or allocation of resources according to their own mandate.

3. Agree that whenever the advice of the Presbytery Strategy and Planning Team is not accepted by another presbytery body, then no further action is taken by that presbytery body until representatives of the Presbytery Strategy and Planning Team and the presbytery body have met in order to seek an agreed outcome. If no agreed outcome can be achieved the matter will be referred to Standing Committee.

4. Agree that the membership of the Presbytery Strategy and Planning Team be:
   - CEO/General Secretary or nominee (Convenor)
   - Chairperson of Presbytery
   - Associate General Secretary – Planning and Management
   - Executive Officer UnitingCare or nominee
   - Executive Officer Resources or nominee
   - General Manager, Resources or nominee
   - Executive Officer Mission Resourcing or nominee
   - Executive Officer Pastoral Relations & Mission Planning or nominee
   - Four people elected by the Presbytery for a term of two years and who may be re-elected for a further two year term
   - Up to two people co-opted for up to two years for their expertise in assisting it to fulfil its mandate.

Amended 25 September 2015
12.1 SYNOD BY-LAW

12.1.1 The membership of the Synod of South Australia shall consist of:
   a. The President and General Secretary of the Assembly.
   b. All of the members of the Presbytery of South Australia.

STANDING COMMITTEE

12.1.2 Members:
   a. Moderator, ex-Moderator, Moderator-Elect, CEO/General Secretary of the Synod and Property Officer of the Synod as ex officio members.
   b. One (1) person appointed by the UAICC (SA).
   c. Thirteen (13) other members elected by the Presbytery. Of the thirteen (13) elected members:
      i. At least four (4) shall be women and at least four (4) shall be men, the other five (5) being of either gender.
      ii. At least three (3) members shall be from rural Congregations.
      iii. At least two (2) members shall be persons under 35 years of age.
      iv. Only two (2) members may be paid staff working full-time at 212 Pirie Street and the Uniting College for Leadership & Theology.
   d. Up to two (2) members co-opted by the Committee.
   e. Within the ex-officio, appointed, elected and co-opted members there is to be expertise in financial management, legal knowledge and principles of good governance.
   f. Ministers and lay persons shall be elected, the lay members being not fewer in number than the ministerial members.
   g. All members of each Standing Committee are to undertake an induction process in governance and financial management.

12.1.3 Others Attending
   a. An observer invited by the UAICC, with the observer to have the right to speak on particular matters only when invited by the UAICC member and when the Standing Committee agrees.
   b. Executive Officers and Associate General Secretary/Secretaries shall attend as observers to resource the Committee.
   c. Others may attend to facilitate the meeting at the invitation of the Moderator and/or the CEO/General Secretary.

   Note: All meetings of any council of the Church are open meetings, which any person can attend as observers, and at which they can speak with the permission of that Council.
12.1.4 The method of election shall be in the following manner:

a. The Presbytery and Synod shall hold an election for the Standing Committee at its annual meeting.

b. The Standing Committee shall appoint a nominating committee of up to five (5) people.

c. The Nominating Committee:

i. Shall receive expressions of interest from prospective nominees as well as suggestions of suitable prospective nominees from members of Presbytery and Synod.

ii. May approach people they consider would be suitable members of the Standing Committee.

iii. Shall consult the people identified to determine their willingness to be nominated for membership of the Standing Committee.

iv. Shall assess the suitability of the candidates according to agreed criteria.

v. Shall bring to a full meeting of the Presbytery and Synod the names and profiles of the nominees, at least the number required to be elected.

vi. Shall particularly seek nominations from people with skills in financial management, legal knowledge and the principles of good governance.

d. Members of the Presbytery and Synod may make additional nominations at or prior to the meeting where the election will take place.

e. That the following be the criteria to guide the Nominating Committee:

i. The requirements of the regulations and categories needed such as gender balance, lay and ordained, rural and urban, and youth.

ii. The ability to contribute to the deliberations and decision making of the Standing Committee.

iii. The collective membership reflect the perceived theological diversity within the Presbytery and Synod.

iv. The inclusion of people who could contribute significantly in leadership to the Uniting Church in the future.

f. Elected members will serve for a 2 (two) year period and be eligible for re-election for a maximum of three additional consecutive two year terms.

12.1.5 The Standing Committee shall have the power to deal with matters of policy referred to it by the Synod provided the quorum shall be the number next above half the membership of the Committee.

12.1.6 The Standing Committee shall have the power to deal with matters of a policy nature not referred to it by the Synod provided that a quorum shall be the number nearest two-thirds of the members of the Committee.

12.1.7 The Standing Committee shall have the power to make decisions by email with members given 48 hours to respond. For approval, any proposals will require at least a 2/3 vote in favour of each proposal and all such decisions will be noted at the subsequent Standing Committee meeting.
12.1.8 The Standing Committee shall report all decisions to the subsequent meeting of the Synod. The confirmed minutes of the Standing Committee shall be made available to any member of the Synod upon request.

1. An electronic poll may be called by the Moderator, on the advice of the CEO/General Secretary, if it is considered by the Moderator to not be practicable or necessary to call a face to face meeting or a teleconference of the Standing Committee because of the nature of the business and/or the urgent need for a decision.

2. Where there is an electronic poll, a briefing paper will be circulated by electronic means to all members of the Standing Committee stating:
   (a) The reason for calling an electronic poll
   (b) The background to the matter before the Standing Committee
   (c) The proposal
   (d) The closing date and timetable for the poll

3. Members of the Standing Committee will be given an opportunity to ask questions or raise any issue with regard to the proposal. Members of the Standing Committee shall have at least 48 hours from the time of the announcement of the poll to do this.

4. The CEO/General Secretary will then circulate to all members a report of the questions raised, responses to those questions and any relevant comments of the members. A reworded version of the poll proposal may be presented at this time.

5. Members shall then vote on the poll. Members will have at least 48 hours to record their vote from the time the CEO/General Secretary has circulated the report on the questions of members as set out in 4 above.

6. Executive Officers and Associate General Secretary (who are not members of Standing Committee) will be provided with the briefing paper and invited to raise questions or issues, and also will be provided with any subsequent report and reworded version of the poll – but will not be allowed to vote.

7. A quorum of the Standing Committee in accordance with Regs 3.5.49 and 3.5.50 must be engaged in a vote on a proposal for a decision to be made.

8. If any member of the Standing Committee votes against the proposal, the matter is deferred. A member may abstain in which case the matter is not deferred.

9. The General Secretary will as soon as practicable declare the poll after its close, to the members of the Standing Committee.
10. The date of the declaration of the poll will be the date of the decision of the Standing Committee. Such a decision is a decision of the Standing Committee.

11. The decision will be minuted noting the date of the declaration of the poll, the issue, those participating and the result. The minutes will be approved by the subsequent ordinary meeting of the Standing Committee.

TRAVELLING EXPENSES

12.1.9 The Presbytery shall include in its Annual Budget (which is incorporated within the Synod Mission and Service Fund) a provision for the reimbursement for the travelling expenses incurred in respect of:

a. Attendance of representatives from each Congregation at authorised meetings of the Presbytery.

b. Authorised meetings of the following Presbytery or Synod committees:
   i. Standing Committee;
   ii. Pastoral Relations Committee/Placements Committee;
   iii. Any commission, board or other committee that has a direct reporting responsibility to the Presbytery or Synod Standing Committee;
   iv. Meetings of Mission Network key liaison persons organised by the Presbytery or the Synod;
   v. Joint Nominating Committees;
   vi. Such other meetings as may be authorised by the Presbytery, the Synod or the Standing Committee from time to time.

12.1.10 a. The rate of reimbursement, shall be at the relevant rate (that is, according to membership or otherwise of the motor vehicle leasing scheme) approved by the Synod each year for “running costs” for “Ministers of the Word, Deacons, Deaconesses, Lay Pastors, Youth Workers or Ministry Interns”.

b. The first hundred and fifty (150) kilometres of travel incurred for any member attending meetings of the Presbytery and Synod pursuant to by-law 12.1.6 b. shall NOT be subject to reimbursement.

c. Travel for a Minister for the purpose of placement conversation, where the distance travelled is greater than one hundred (100) kilometres, shall have half the cost met by the Travel Equalisation Fund and half by the calling congregation. The cost of travel that is less than one hundred (100) kilometres, shall be met by the calling congregation. (Placements Handbook 10.2.11).

d. With respect to representatives from Kangaroo Island attending Presbytery meetings provision shall be made within the Presbytery Budget for reimbursement of economy air fares.
e. Each congregation shall ensure that arrangements for authorised travel are made on the most economical basis.

f. Only claims (by individuals or congregations) that are submitted within three months from the date of travel will be reimbursed.

MODERATOR

Nominations for the Office of Moderator and Process of Election

12.1.11 a. The Moderator shall normally hold office for a period of three (3) years but it shall be open to a nominee to indicate that they are available for a lesser period. The position shall be full-time.

b. At its meeting a year preceding when the election of a Moderator is required, the Synod shall elect a Moderator Nominating Committee of five persons.

12.1.12 In the year in which a ballot for Moderator-Elect is to be held each mission network and congregation may nominate a person or persons for the office.

a. No later than 1 March in the year in which the ballot is to be held the Chairperson of the Nominating Committee shall call for nominations from networks and congregations.

b. Nominations for Moderator-Elect submitted by networks and congregations shall be in writing and in the hands of the Chairperson of the Nominating Committee by 30 April. Nominations from congregations need to be signed by an appropriate officer of the congregation and nominations from networks by an appropriate officer of the Network. Nominations from the floor at a meeting of Synod will NOT be accepted.

c. In its discernment, in addition to those persons nominated by networks and congregations, the Moderator Nominating Committee may approach any eligible member of the Church to consider allowing their name to be considered by the Committee in its discernment process.

d. The Moderator Nominating Committee shall forward all nominees a document describing the responsibilities of the Moderator, the terms of appointment and the arrangements for carrying out their existing responsibilities.

12.1.13 a. The Moderator Nominating Committee shall present at least three (3) nominees to the Annual Meeting of the Synod to be considered for election, accompanied by a report from the Committee and a profile of each nominee, with no reference being made to who initially nominated a person.

b. The report of the Moderator Nominating Committee shall be forwarded to members of the Synod at least three weeks prior to the meeting where the ballot is due to take place.
c. The Chairperson of the Moderator Nominating Committee shall present the report to the Annual Meeting of the Synod and shall answer any questions from members of the Synod that arise from it.

d. Each nominee shall address the Annual Meeting of the Synod for up to five (5) minutes regarding their vision for the Church and what they believe they would bring to the role should they be elected.

e. The presentation of the nominees, their statements and the ballot for Moderator shall take place on the one day at the Synod meeting.

f. Personal CVs of the nominees shall be available at the Synod meeting in sufficient copies for members of the Synod to peruse.

g. No person shall be declared elected unless they shall receive at least one half of the votes cast.

h. Voting shall be by a preferential secret ballot.

12.1.14 The Synod shall make available a Personal Assistant to provide secretarial and administrative assistance to the Moderator.

12.1.15 a. If, for any reason, the Moderator is unable to continue in office, the Standing Committee shall elect a Moderator to act until the next meeting of Synod. If no Moderator-Elect has been chosen, an election shall be held and the person appointed to act in the interim shall be eligible for nomination.

b. The title “ex-Moderator” shall apply to the most recent past Moderator able to undertake the duties of ex-Moderator. All other former Moderators shall be called past Moderators.

CEO/GENERAL SECRETARY OF SYNOD

12.1.16 The Synod shall appoint a full-time officer as CEO/General Secretary of the Synod.

12.1.17 a. In the fourth (4th) year of the CEO/General Secretary’s initial term and each three (3) years thereafter, if re-appointed, the Standing Committee shall appoint a committee to review the placement.

b. Such committee shall complete the review by 30 September of the same year and report to the first meeting of the Synod or Standing Committee after that date.

c. The decision to re-appoint or to seek a new placement shall be made by the Synod or Standing Committee.

d. When a new placement is to be made, Standing Committee shall take such action as is necessary to bring a suitable nomination to the next Meeting of the Synod by advertising and/or by inviting nominations from the Presbytery and/or by making direct approaches, subject however to the requirement that the placement shall be made only by the Synod either at the next Meeting or at a Special Meeting thereof.
CEO/GENERAL SECRETARY’S PASTORAL COMMITTEE

12.1.18 The Synod shall appoint five (5) persons nominated by the CEO/General Secretary to assist the CEO/General Secretary in carrying out their responsibilities in relation to the care of the Ministry.

12.1.19 The committee shall be convened as required by the CEO/General Secretary or whenever any member of the committee requests that a meeting be called.

12.1.20 The committee shall not be required to keep minutes of meetings or to report to Synod.

REPRESENTATIVES OF THE ASSEMBLY

12.1.21 The representation at the Assembly from within the Presbytery and Synod is as follows:
   a. Seventeen (17) Ministers of the Word, Deacons or Deaconesses (including the Moderator and CEO/General Secretary of the Synod where either or both of these are Ministers).
   b. Seventeen (17) confirmed lay members (including the Moderator and CEO/General Secretary of the Synod where either or both of these are lay persons)

With the requirement that in clause a. at least 30% of representatives shall be women and at least 30% shall be men and in clause b. at least 40% of representatives shall be women and at least 40% shall be men. At least 30% of the total number of all representatives shall be from rural congregations with at least six (6) representatives under the age of thirty-five (35).

12.1.22 The election by the Presbytery and Synod of the Ministers of the Word, Deacons or Deaconesses and Confirmed Lay members specified in By-laws 12.1.19 a. and b. above shall take place at the Annual Meeting of the Presbytery and Synod immediately preceding the Assembly using the following process.

   a. The Standing Committee shall appoint a nominating committee of up to five (5) people.
   b. The Nominating Committee:
      i. Shall receive expressions of interest from prospective nominees as well as suggestions of suitable prospective nominees from members of Presbytery and Synod.
      ii. May approach people they consider would be suitable members of the Assembly.
      iii. Shall consult the people identified to determine their willingness to be nominated for membership of the Assembly.
iv. Shall assess the suitability of the candidates according to agreed criteria.

v. Shall bring to a full meeting of the Presbytery and Synod the names and profiles of the nominees, at least the number required to be elected.

c. Members of the Presbytery and Synod may make additional nominations at or prior to the meeting where the election will take place.

d. That the following be the criteria to guide the Nominating Committee:
   i. The requirements of the regulations and categories needed such as gender balance, lay and ordained, rural and urban, and youth.
   ii. The ability to contribute to the deliberations and decision making of the Assembly.
   iii. The collective membership reflect the perceived theological diversity within the Presbytery and Synod.
   iv. The inclusion of suitable people willing to be nominated to the Assembly Standing Committee.
   v. The inclusion of people who could contribute significantly in leadership to the Uniting Church in the future.

12.1.23 Nominations by members of the Presbytery and Synod must be on the appropriate form.

12.1.24 Nominations shall be closed and the ballot held at a time decided by the Presbytery and Synod.

APPOINTMENTS TO PRESBYTERY OR SYNOD BODIES

12.1.25 In determining the membership of Bodies appointed by the Presbytery or Synod the principle expressed in Regulation 3.1.11(b) shall be applied.

12.1.26 All appointments made by the Presbytery or Synod to Presbytery or Synod Bodies respectively shall take effect from the rising of the Presbytery or Synod, as the case may be, unless otherwise determined.

ACCOUNTS OF INSTITUTIONS, AGENCIES AND SYNOD FUNDS

12.1.27 The accounts of all Institutions, Agencies and Funds which are responsible to the Presbytery or Synod shall be audited annually by a qualified auditor who is a member of the Institute of Chartered Accountants in Australia or the Australian Society of Accountants or any other body recognised for the purposes of the Companies Act of South Australia (see Regulations 5.5.10 (d) and (e).

12.1.28 A copy of the audited accounts shall be furnished to the Executive Officer, Resources Board.
12.1.29 The Resources Board shall arrange for the audited statements to be reviewed and shall report to the Standing Committee or the Synod.

12.1.30 The Presbytery and Synod shall annually appoint a Business Committee.

12.1.31 Business Committee shall comprise
   • The Moderator (ex officio)
   • The Moderator –elect (ex-officio)
   • The CEO/ General Secretary of Synod (ex-officio)
   • The Associate General Secretary (ex-officio)
   • A representative from UAICC
   • At least two other members

12.1.32 The names of the Business Committee shall be listed in the opening proposals at the annual Presbytery and Synod meeting.

12.1.33 Responsibilities of the Committee.
   a. To recommend dates, times and venues for all Presbytery/Synod meetings to the Standing Committee.
   b. To respond to requests received from councils, agencies of the church and individuals for presentations to be made during the business sessions of the Presbytery/Synod.
   c. To arrange for keynote speakers/Bible study leaders to address the Presbytery/Synod when appropriate.
   d. To plan the Order of Business for all Presbytery/Synod meetings.
   e. To exercise oversight of Worship Committees appointed for meetings of the Presbytery/Synod.
   f. To encourage and exercise oversight of the prayer life surrounding meetings of the Presbytery/Synod.
   g. To liaise and provide assistance, where necessary, to individuals and agencies responsible for resourcing sessions of the Presbytery/Synod.
   h. To inform members of the Presbytery/Synod of forthcoming meetings, their content and any other matters helpful for the smooth progression of business and the wellbeing of members.
   i. To reflect upon and evaluate each meeting of the Presbytery/Synod, taking account of individual responses from Presbytery/Synod members, as well as feedback from the Church Office staff debrief.
   j. To meet, as required, during each Presbytery/Synod meeting, to ensure the most appropriate ordering of business, should the agenda require revision.
   k. To fulfil any other responsibilities which may be appropriately referred to the Committee by the Chairperson/Moderator, the General Secretary or Standing Committee.
   l. To recommend co-options (12.1.30) to Presbytery and Synod Standing Committee.
   m. To exercise the above responsibilities within the provisions of The Manual for Meetings 5.8 Business Committee.
PRESBYTERY OF SOUTH AUSTRALIA RULES

PR1.7 STANDING COMMITTEE PRESBYTERY RULES

PR1.7.1 Members:

- a. Moderator, ex-Moderator, Moderator-Elect, CEO/General Secretary of the Synod and Property Officer of the Synod as ex officio members.
- b. One (1) person appointed by the UAICC (SA).
- c. Thirteen (13) other members elected by the Presbytery. Of the thirteen (13) elected members:
  - i. At least four (4) shall be women and at least four (4) shall be men, the other five (5) being of either gender.
  - ii. At least three (3) members shall be from rural Congregations.
  - iii. At least two (2) members shall be persons under 35 years of age.
  - iv. Only two (2) members may be paid staff working full-time at 212 Pirie Street and the Uniting College for Leadership & Theology.
- d. Up to two (2) members co-opted by the Committee.
- e. Within the ex-officio, appointed, elected and co-opted members there is to be expertise in financial management, legal knowledge and principles of good governance.
- f. Ministers and lay persons shall be elected, the lay members being not fewer in number than the ministerial members.
- g. All members of each Standing Committee are to undertake an induction process in governance and financial management.

PR1.7.2 Others Attending

- a. An observer invited by the UAICC, with the observer to have the right to speak on particular matters only when invited by the UAICC member and when the Standing Committee agrees.
- b. Executive Officers and Associate General Secretary/Secretaries shall attend as observers to resource the Committee.
- c. Others may attend to facilitate the meeting at the invitation of the Moderator and/or the CEO/General Secretary.

Note: All meetings of any council of the Church are open meetings, which any person can attend as observers, and at which they can speak with the permission of that Council.

PR 1.7.3 The method of election shall be in the following manner:

- a. The Presbytery and Synod shall hold an election for the Standing Committee at its annual meeting.
- b. The Standing Committee shall appoint a nominating committee of up to five (5) people.
- c. The Nominating Committee:
i. Shall receive expressions of interest from prospective nominees as well as suggestions of suitable prospective nominees from members of Presbytery and Synod.

ii. May approach people they consider would be suitable members of the Standing Committee.

iii. Shall consult the people identified to determine their willingness to be nominated for membership of the Standing Committee.

iv. Shall assess the suitability of the candidates according to agreed criteria.

v. Shall bring to a full meeting of the Presbytery and Synod the names and profiles of the nominees, at least the number required to be elected.

vi. Shall particularly seek nominations from people with skills in financial management, legal knowledge and the principles of good governance.

d. Members of the Presbytery and Synod may make additional nominations at or prior to the meeting where the election will take place.

e. That the following be the criteria to guide the Nominating Committee:

i. The requirements of the regulations and categories needed such as gender balance, lay and ordained, rural and urban, and youth.

ii. The ability to contribute to the deliberations and decision making of the Standing Committee.

iii. The collective membership reflect the perceived theological diversity within the Presbytery and Synod.

iv. The inclusion of people who could contribute significantly in leadership to the Uniting Church in the future.

f. Elected members will serve for a 2 (two) year period and be eligible for re-election for a maximum of three additional consecutive two year terms.

PR1.7.4 The Standing Committee shall have the power to deal with matters of policy referred to it by the Presbytery provided the quorum shall be the number next above half the membership of the Committee.

PR1.7.5 The Standing Committee shall have the power to deal with matters of a policy nature not referred to it by the Presbytery provided that a quorum shall be the number nearest two-thirds of the members of the Committee.

PR1.7.6 The Standing Committee shall report all decisions to the subsequent meeting of the Presbytery. The confirmed minutes of the Standing Committee shall be made available to any member of the Synod upon request.
TERMS OF REFERENCE
Interim Mission Resourcing Council

KEY RESPONSIBILITIES AND MANDATE

The Interim Mission Resourcing Council will be appointed until the end of September 2016 to enable particular tasks to be undertaken and to bring to the Standing Committee recommendations concerning a body to be established for the period beyond September 2016.

The Interim Mission Resourcing Council will have the following responsibilities:

- To provide a sounding board and advice to the Executive Officer, Mission Resourcing,
- To assist the Executive Officer, Mission Resourcing, in providing operational oversight to the staff and ministries in the Mission Resourcing Ministry Centre. This will include hearing reports from and providing feedback and guidance related to the following areas:

**Supporting the development of communities of Worship, Witness and Service**
- Including networks of Congregations and leaders who are engaged with
  - Justice
  - International Mission (including World Mission Support)
  - Covenanting (including Frontier Services Support)
  - Multi and Cross-cultural Mission and Ministry
  - Evangelism and Church-planting/Fresh expressions

**Supporting the formation of disciples**
- Intergenerational Faith Formation and Discipleship Development
  - Uniting Young People
    - Children and Family (including KCO)
    - Youth and Young Adult (including SAYCO)
  - Resourcing Intergenerational Mission and Ministry
    - Church Planting and Fresh Faith Expressions, including Godly Play and Messy Church
    - Adult Fellowship and resourcing active engagement in faith practices

DESIRED OUTCOMES

- Clarify core areas for Mission Resourcing to address within the Presbytery and Synod Strategic Plan
- Establish new staff structure to serve these core areas
- Establish goals for 2016-2017
• Develop a plan for an approach to integrated and sequential discipleship resourcing, including longterm plans for KCO, SAYCO, Live Life Loud and other mountaintop events/experiences.
• Recommendations for Standing Committee to appoint a body beyond September 2016 to fulfil the ongoing mandate as it will then be defined.

MEMBERSHIP

Initial TERM of Membership (for Interim Board): for a period of one year to end on 30 September 2016, unless the Council is dissolved by Standing Committee before that date.

Ex-Officio:
  Executive Officer, Mission Resourcing
  Associate General Secretary (Planning and Management)

8 Members (to be appointed by the Presbytery and Synod Standing Committee), four of whom should be Under-40
- With experience, expertise, skills across Justice, International Mission, Covenanting, CALD Mission and Ministry, Evangelism and New Forms of Church/Church Planting, with an expected key focus area on Intergenerational approaches to Discipleship and Missional Leadership, experience in Rural/Urban/various models
- Mix of men and women / mix of lay and ordained

FOCUS

Given the review of the Leadership Development Council (LDC) is currently taking place (with expected progress report in February), and that the Executive Officers of Mission Resourcing and Uniting College for Leadership and Theology are in conversation about potential areas for collaboration and cooperation, it may be possible to explore some shared governance and accountability models. It is likely this will become clearer in early 2016.

PRIORITIES

• Explore further potential collaboration/cooperation with UCLT and possible synergies or common interests with LDC
• Support for EO in establishing the future Field-staff Resourcing Team, including the development of Position Descriptions and forming JNCs
• Oversee transition of KCO to a sustainable Intergenerational event

Approved by Standing Committee on 25 September 2015
1. NAME

1.1 The name of the Association shall be “UnitingCare Wesley Port Adelaide Incorporated”.

2. DEFINITIONS

“Appointing Authority” means the South Australian Synod of the Uniting Church in Australia or its Standing Committee.

“Board” means, unless a contrary intention appears, the Board of Directors of UnitingCare Wesley Port Adelaide Incorporated.

“Church” means the Uniting Church in Australia, Synod of South Australia.

“Chair” means a person who on the recommendation of the Board is appointed Chair of the Board of UnitingCare Wesley Port Adelaide Incorporated by the Appointing Authority.

“Code” means the National Regulatory Code under the National Law.

“Community Housing Asset” has the meaning prescribed by Schedule 1, point 4 of the National Law.

“Community Housing Provider” means a community housing provider registered under the National Law.

“Housing Agency” has the meaning prescribed by Schedule 1, point 4 of the National Law.

“National Law” means Community Housing Providers National Law (South Australia) as defined by the Community Housing Providers (National Law) (South Australia) Act 2013.

“Regulations” means the Community Housing Providers (National Law) (South Australia) Regulations 2014 as amended.

“Remaining Community Housing Assets” means those community housing assets of the Association that remain after the liabilities of the Association have been discharged and the costs and expenses of the winding up have been paid.

“Special Resolution” has the same meaning as defined in the Act.

“Surplus Assets” means those assets other than Community Housing Assets that remain after the liabilities of the Association have been discharged and the costs and expenses of the winding up have been paid.

“the Act” means Associations Incorporation Act 1985.

3. OBJECTS

3.1 The Association is established for the purpose of engaging in public benevolent activities related to the relief of poverty, suffering and other misfortune of persons in the Australian community. The Association is committed to the delivery of its objective by:
a. Building strong and socially inclusive communities;
   • Delivering person centered, quality services that make a positive difference to children, young people, families and individuals;
   • Advocating for social change to raise awareness of, and to help alleviate, disadvantage, inequality and poverty;

b. Providing a continuum of care to the aged;

c. Providing a range of housing options to assist those in housing distress;
   • Developing partnerships to improve services and outcomes for community members;
   • Providing material assistance, education and support to people in financial distress;

d. Providing such other services consistent with the benevolent status of the Association in response to the needs of disadvantaged persons in consultation with them as may be determined by the Board from time to time.

4. SITUATION

4.1 The Association is situated at 70 Dale Street, Port Adelaide in the State of South Australia or at such other address or addresses as may be determined by the Board from time to time.

5. POWERS OF THE ASSOCIATION

5.1 The Association shall have all the powers conferred by section 25 of the Act.

6. PROPERTY AND INVESTMENTS

6.1 The income and property of the Association shall be applied towards the objects of the Association and no portion thereof shall be paid or disposed of by dividend bonus or otherwise by way of profit to any of the members of the Association, should the Association ever have members. Nothing herein contained shall prevent the payment in good faith of remuneration to any Officer or employee of the Association or to any member thereof for services rendered to the Association or prevent the payment of interest on any moneys borrowed from any member.

6.2 The Association by its corporate name UnitingCare Wesley Port Adelaide Incorporated may hold funds, property or investments which have been or may be conveyed or transferred to it for any of the purposes of the Association (subject to all existing trusts which may have been declared in respect thereof) and also may purchase, lease and hold real and personal property in the name of the Association and for the purposes thereof, may mortgage, charge, let, sell, or otherwise dispose of the same and execute mortgages, charges, transfers, and leases thereof, and may raise or borrow money upon
such terms and in such manner and upon such securities or security (if any) as the Board
shall think fit and secure the same or the repayment or performance of any debt liability
contract or engagement incurred or to be entered into by the Association in any way and
may purchase, pay off or redeem any such security, and generally may use and exercise
all the powers, privileges and authorities conferred by the Act or any amendment or re-
enactment thereof.

6.3 The Funds of the Association may be invested in any fund created or controlled by the
Church or in or upon any of the public stocks or funds or government securities of the
Commonwealth of Australia or any of the Australian States or in or upon freehold land
and buildings and freehold or leasehold securities in the Commonwealth of Australia or in
or upon the bond debentures, debentures stock, mortgages, unsecured deposits,
registered notes, obligations or securities, or the guaranteed preference or ordinary
stock, or shares, or ordinary preferred or deferred or other stock, or shares of any
company or society, or public municipal or local body, or authority in the Commonwealth
of Australia with power to vary or transpose any such investment from time to time to sell
dispose of any assets undertaking or shares or interest in any company or in any part
thereof for such consideration as this Association may think fit.

6.4 Accounts shall be kept of all moneys received and expended by the Association. A
statement of account of such moneys for each year ending 30 June and a balance sheet
at that date setting out the assets and liabilities of the Association shall be prepared
annually. Such statement and balance sheet shall be audited by one or more qualified
auditors and shall be submitted annually to the Board and to the Appointing Authority.
The auditor or auditors shall be appointed annually by the Board.

6.5 The books of account of the Association shall be open to the inspection of members of
the Board at all reasonable times.

6.6 No moneys received by the Association shall be applied towards any activities of a
religious nature.

6.7 The financial year shall begin on the first of July in any year and end on the thirtieth of
June in the following year.

6.8 The Association will not dispose of any Community Housing Asset unless the disposal is
approved by special resolution.

7. OFFICERS

7.1 The Officers of the Association shall be the Chair and other office bearers as may be
determined by the Board. The Board must appoint a Public Officer as required by the Act.
7.2 Any Officers as determined by the Board and Public Officer shall be appointed from time to time by the Board and any person may hold more than one office.

7.3 The Board must recommend a Chairperson for approval by the Appointing Authority.

8. MANAGEMENT AND CONTROL

8.1 The management and control of the Association and its funds shall be vested in a Board. The Board shall comprise:

a. The Chair;

b. No more than nine or less than five persons appointed by the Appointing Authority who shall include the office bearers; and

c. Up to two persons co-opted by the Board who shall hold office for up to one year at a time to a maximum of three years, each of whom will have full voting rights as members of the Board.

8.2 At least half of the members of the Board shall be confirmed members or members in association of the Uniting Church in Australia.

8.3 The Appointing Authority shall appoint members to fill vacancies on the Board. Any extraordinary vacancies on the Board may be filled by the Board and any persons so appointed shall hold office for the remainder of the term of the person replaced.

8.4 Board members shall be appointed for a term of up to three years which terms are to conclude on the 31 December of the relevant year. Retiring members shall be eligible for re-election and a Board member may serve as an appointed member for up to nine years continuously.

8.5 No act or proceeding of the Board is invalid by reason only of a vacancy in the office of a member, less than half members being members of the Church (as per Clause 17), or a defect in the appointment of a member. The Appointing Authority shall be notified within one calendar month of the Board operating in accordance with this clause.

8.6 The Board may appoint such committees as may be required from time to time to carry out the objects of the Association.

8.7 Board members will act in good faith at all times.

9. REMOVAL OF A BOARD MEMBER

9.1 A member of the Board shall be deemed to have vacated their office if the member:
a. resigns;
b. dies;
c. is disqualified by the Act;
d. is absent without apology for three consecutive meetings;
e. is physically and mentally incapable of properly carrying out the duties of a member of the Association; or
f. is removed by resolution of the Appointing Authority.

10. MEETINGS OF THE BOARD

10.1 The Board will meet at least six (6) times each financial year for the transaction of the business of the Association at such a time and place as the Board shall from time to time determine and the Board may regulate the conduct of its meetings as it may decide, provided that at least half of the members of the Board present at a meeting shall constitute a quorum.

10.2 The Chair or their nominee shall be the Chair of all meetings; otherwise the members shall elect one of their members to be Chair of that meeting. The Chair shall have a casting as well as a deliberative vote.

10.3 It shall not be necessary to give to the members of the Board written notice of ordinary meetings of the Board but in the case of a special meeting of the Board at least twenty-four hours notice specifying the place, day and the hour of such meeting and the general nature of the business shall be given to each member of the Board. Such notice may be given to or served upon a member either –
   Personally; or by telephone; or by facsimile; or by sending it through the post in a prepaid letter addressed to such member at the member’s usual or last known place of business or abode within the State of South Australia; or by sending it by email to the email address nominated for that purpose by the member; or any other means of communication as determined by the Board. The non-receipt of such notice by any member shall not invalidate the proceedings.

10.4 Minutes of all proceedings of ordinary meetings and special meetings of the Board shall be confirmed by members of the Board present at a subsequent meeting and signed by the Chair of the meeting at which the proceedings took place or by the Chair of the meeting at which the minutes were confirmed and filed at the Association’s office.

10.5 A Board meeting may be held by the members communicating with each other by any technological means by which they are able simultaneously to hear each other and participate in discussion. The members do not need to be physically present for a meeting to be held. A member who participates in a meeting in this manner is taken to be present and entitled to vote at the meeting.
10.6 At all meetings of the Board, each member present will have one vote on all motions submitted, except the Chair of the meeting will, in the case of equal votes, have a second vote or casting note.

11. EXECUTIVE AND SUB-COMMITTEES

11.1 The Board may from time to time appoint an Executive Committee or any Sub-Committee or Sub-Committees and may at any time dissolve the same. The Board may from time to time delegate to the Executive Committee or a Sub-Committee or a Sub-Committee such power or powers as it may think fit and may at any time revoke such delegation.

12. SEALHOLDERS

12.1 All Board members and the Chief Executive Officer will be seal holders.

13. THE COMMON SEAL

13.1 The Common Seal of the Association shall be used only with the authority of the Board and shall be affixed in the presence of any two seal holders of the Association, who shall countersign the deed instrument or other document to which the seal is so affixed.

13.2 The following form of attestation shall be used: “The Common Seal of UnitingCare Wesley Port Adelaide Incorporated was hereunto affixed by the authority of the Board in the presence of...."

14. ALTERATION OF RULES

14.1 The Board may from time to time at any meeting specially called for that purpose add to annul, repeal, alter or vary any of these Rules and Regulations of the Association for the time being in force PROVIDED HOWEVER that no addition, annulment, repeal, alteration, or variation shall be made whereby the trusts of the said Act upon which the property of the Association is held would be varied or prejudiced and PROVIDED FURTHER that no addition, annulment, repeal, alteration or variation shall come into force until approved by the Appointing Authority.

15. WINDING UP

15.1 The Association may be wound up:
   a. voluntarily if the Association passes a special resolution; or
   b. by the Supreme Court on the following grounds:
      (i) that the Association has passed a special resolution that it be wound up by the Supreme Court;
(ii) that the Association is unable to pay its debts as and when they fall due;
(iii) that the Supreme Court is satisfied that it would be in the best interests of members or creditors of the Association if the Association was wound up; or
(iv) that the Supreme Court is of the opinion that it is just and equitable that the Association be wound up.

15.2 Upon the winding up of the Association, the property of the Association shall not be paid to or distributed among the members of the Association (if any) but shall be distributed as follows:

a. the Remaining Community Housing Assets will be transferred to:
   (i) a Community Housing Provider in South Australia; or
   (ii) a Housing Agency in South Australia.

b. any Surplus Assets shall be applied as the Board, with the consent of the Appointing Authority, shall direct including by the transfer of Surplus Assets to another body that has identical or similar aims or objects to the Association which prohibit the distribution of its assets and income to its members, and which is an institution or organisation which the Commissioner of Taxation has determined has a status similar to the status of the Association under the Income Tax Assessment Act 1997 as amended.

16. INTERPRETATION

16.1 The Board shall be the sole authority for the interpretation of these Rules. The decision of the Board on any question of interpretation or any matter affecting the Association and not provided in the rules will be final.

17. INDEMNITY

17.1 Each past, present and future member and any other past, present and future officer of the Association will be indemnified out of the assets of the Association against any liability incurred by them in their capacity as a member or other officer, in defending any proceedings, whether civil or criminal, in which judgement is given in favour or in which they are acquitted.

18. MEMBERS AND OFFICERS INSURANCE

18.1 The Association may take out and maintain a members and Officers insurance policy for the benefit of past, present and future members and any other past, present and future Officers of the Association and pay the premiums associated with that policy.
19. RULES AND BY-LAWS

19.1 The Rules or By-laws of the Association must not contain any provision that is contrary to or inconsistent with the National Law or the Code.

19.2 The Association may, by special resolution, pass, alter or rescind by-laws relating to the due management and regulation of the Association to ensure the Association complies with the Code.

Approved by Standing Committee 25 September 2015 (SSC15.241)