

13.1 UNITINGCARE SOUTH AUSTRALIA BY-LAWS

13.1.1 The Presbytery and Synod shall establish UnitingCare South Australia (UnitingCare SA).

OVERALL MANDATE

13.1.2 To nurture and support the work of the organisations associated with the Uniting Church (formerly referred to as agencies, schools and colleges) and to ensure that, as far is possible within the constraints of each organisation's constitution, the Synod's responsibilities as outlined in Uniting Church in Australia regulation 3.1.5(f), and 3.7.4.7 are fulfilled in relation to them. (See *Extract from Uniting Church in Australia Regulations, 2018 in Appendix 1*).

RELATIONSHIPS

13.1.3 UnitingCare SA will work cooperatively with:

- (a) each of the organisations,
- (b) the Presbytery and Synod, and
- (c) other bodies relevant to achieving the overall mandate.

13.1.4 In relating to the organisations UnitingCare SA will respect the structural independence implied in separate incorporation while fostering mutuality, cooperation and deepening relationships.

13.1.5 As at March 2019 the organisations associated with the Uniting Church include the following separately incorporated organisations of the Uniting Church in Australia (South Australian Synod) established under Regulation 3.7.4.7:

- Annesley College*
- Clayton Church Homes Incorporated
- Eldercare Incorporated
- Helping Hand Aged Care Incorporated
- Lincoln College Incorporated
- MediaCom Education Incorporated
- Pedare Christian College Incorporated
- Pilgrim School Incorporated
- Prince Alfred College*
- Resthaven Incorporated
- Scotch College, Adelaide*
- Seymour College Incorporated
- St. Andrew's Hospital Incorporated
- UCare Gawler Incorporated
- Uniting Communities Incorporated
- UnitingCare Wesley Bowden Incorporated

- Uniting Country SA Limited
- Uniting In Care Salisbury Incorporated
- UnitingSA Limited
- Westminster School Incorporated

**These schools are incorporated by Act of Parliament.*

The Synod recognises the separate incorporation of these organisations. The Synod does not have the capacity to determine the outcome of decisions about the financial and operating policies of these organisations. Whilst the Synod is, in most cases, both the “appointing body” and “approving body” as defined in the constitutions of these various organisations this does not provide capacity to have control over organisations insofar as “control” is defined in the *Corporations Act 2001 (Commonwealth)*.

The Synod is not the “appointing body” for Clayton Church Homes Incorporated, Seymour College or UnitingSA Limited. In addition, changes to the constitutions of Clayton Church Homes Incorporated and UnitingSA Limited are approved by those organisations.

13.1.6 As of March 2019 four other organisations established under Regulation 3.7.4.7 operate under the legal oversight of the UCA (SA) Property Trust. These entities are small community service organisations that have not been separately incorporated:

- UnitingCare Copper Triangle
- UnitingCare Kapunda
- UnitingCare Mt Gambier
- UnitingCare Glenelg

This segment of the By-Law (13.1.3 to 13.1.6) shall be reviewed biennially.

OUTCOMES

13.1.7 In establishing UnitingCare SA the Presbytery and Synod seeks the following outcomes:

- (a) That the named organisations associated with the Uniting Church are active participants in God's mission of reconciling and renewing the whole creation and that all people involved with the organisations are more whole as a result of this involvement.
- (b) That the Uniting Church in SA actively participates in areas of advocacy which affect disadvantaged or vulnerable members of our community.
- (c) That members of staff, governing bodies and volunteers within these organisations are able to articulate what it means to be a Uniting Church organisation and how their

programs and services are congruent with the values and ethos of the Uniting Church in Australia.

- (d) That there is increased cooperation between the organisations and other parts of the church.
- (e) That governance systems are in place which ensure
 - (i) appointments to governing bodies are timely and those appointed are adequately resourced,
 - (ii) constituting documents are adhered to and amendments are undertaken and recorded appropriately,
 - (iii) any relevant risk inherent in the Synod's relationship with organisations associated with the Uniting Church is identified and managed responsibly.
- (f) That the responsibilities of the Synod as outlined in 3.1.5(f) and 3.7.4.7 are fulfilled as far as is possible within the constraints of each organisation's constitution.
- (g) That such other responsibilities as the Presbytery and Synod shall determine from time to time are undertaken.

13.1.8 Internal Working Relationships

UnitingCare SA consists of the members of the UnitingCare SA ministry team and of ad hoc working groups that may be called together by the Executive Officer from time to time.

Such groups:

- can be established by the Executive Officer to ensure that skilled and experienced people are available as situations arise and when there is the need for expert opinion not available from within existing resources;
- enable short term and targeted groups to be established and then disbanded;
- may assist in providing access to expertise which is not otherwise available on a permanent basis.

The Executive Officer is directly accountable by way of line management to the General Secretary for the fulfilment of the Executive Officer position description. Other members of the UnitingCare Staff SA Team are accountable to the Executive Officer.

The Executive Officer and relevant staff (through the Executive Officer) are to report to the Standing Committee with regard to the general ministry centre work plan. They are jointly accountable for ensuring that the mission of the Church is fulfilled through oversight of "all aspects of the Uniting Church's relationship with its aged care and community service organisations, schools, colleges and hospitals, including risk management and reporting".

Appendix 1 – Uniting Church in Australia Regulations

EXTRACT

RESPONSIBILITIES OF THE SYNOD (Para 32, Constitution)

3.1.5 Without limiting the generality of the responsibilities of a Synod as set out in Paragraph 32 of the Constitution, a Synod shall be responsible for:

- (f) overseeing the colleges and schools and other institutions within the bounds
(See Reg 3.7.4.7)

INSTITUTIONS

3.7.4.7 (a) For the purposes of this Regulation, unless the context or subject matter otherwise indicates:

- (i) **institution** means any body whether incorporated or unincorporated established by or on behalf of the Church or any of the uniting churches or in which the Church participates for a religious, educational, charitable, commercial or other purpose;
- (ii) person includes a church, a body corporate and an unincorporated body;
- (iii) **the Church** includes any body of the Church.

(b) Subject to any directions by the Assembly on matters of policy, the Synod, paying due regard to the responsibilities of any other body:

- (i) shall determine what institution shall be continued, established, conducted or discontinued by or on behalf of the Church;
- (ii) may authorise the establishment or continuation of any institution by the Church conjointly with another person, or require the withdrawal of the Church from any institution which has been or may hereafter be established by the Church conjointly with another person;
- (iii) may approve or authorise the participation of the Church in, or the association of the Church with, any institution, or may terminate or cause to be terminated any such participation or association;
- (iv) may authorise affiliation of the Church with, or membership of the Church in, such bodies (being bodies conducting or connected or associated with an institution or with which an institution is associated) as shall seem appropriate to the Synod and may terminate or cause to be terminated any such affiliation or membership;
- (v) may make any such determination, authorisation, approval, termination or requirement subject to conditions and from time to time vary the conditions.

- (c) The Synod may authorise the separate incorporation of any institution or the participation of the Church in, or its association with, an incorporated institution.
- (d)
 - (i) The property of any institution referred to in paragraph (b)(i) shall, subject to any special trusts which may be applicable, be vested in the appropriate Synod Property Trust unless the Synod determines otherwise;
 - (ii) In the case of each other institution referred to in paragraph (b) the Synod may concur in the property of that institution being vested in the Synod Property Trust or in such other person and subject to such terms and conditions as to the Synod shall seem proper.
- (e) In respect of institutions established or conducted by or on behalf of the Church and the Church's participation in or association with other institutions and its membership of or affiliation with bodies pursuant to paragraph (b)(iv) the Synod may:
 - (i) oversee and from time to time review the same;
 - (ii) appoint an official visitor thereto for the purpose of exercising oversight;
 - (iii) intervene in such manner as it is able and as it considers necessary or proper in the interests of the Church.
- (f) Subject to any by-laws and any conditions applicable pursuant to paragraph (b)(v), an institution which is established or conducted by or on behalf of the Church or the council or other authority administering the institution:
 - (i) shall be responsible and accountable for its proper management to the Synod or such body as it designates;
 - (ii) may exercise all the powers and functions delegated to it by the Synod or such body as it designates; and
 - (iii) shall report and present audited financial statements to the Synod or such body as it designates at least annually and at other times as the Synod requires.
- (g) Where an institution is established and conducted by the Church conjointly with any other person, the provisions of paragraph (f) shall apply, subject to any relevant provisions contained in any constitution or any other instrument relating to the joint establishment and conduct of the institution.
- (h) Where an institution is primarily responsible to a body of the Church within the bounds of a particular Synod, that Synod shall have the powers and responsibilities given to the Synod under this Regulation.
- (i) In relation to an institution, and to the extent to which the Church is concerned:
 - (i) The constitution or other instrument whereby an institution is established, continued or conducted by or on behalf of the Church shall:

- (1) specify the name, purpose and management procedures of the institution;
 - (2) provide for effective representation of the Synod, the Presbytery, the Church Council or other body as the case may be on the managing or controlling authority of the institution;
 - (3) provide for the furnishing of regular reports and financial statements to the Synod or such body as it designates.
- (ii)
- (1) The Synod shall be responsible for granting or approving the constitution or other instrument whereby the institution is established, conducted or continued and shall have authority to amend, revoke or suspend the operation of such constitution or instrument, notwithstanding any provisions within the constitution or other instrument.
 - (2) No alteration of such constitution or other instrument shall be operative unless and until it is approved by the Synod.