

23.1 UNITING CHURCH SOUTH AUSTRALIA RELIEF FUND BY-LAW

RULES

23.1.1 The Rules of the Uniting Church South Australia Relief Fund are contained below:

1. NAME

The name of the entity is The Uniting Church South Australia Relief Fund (hereinafter referred to as “the Entity”) which shall be established by The Uniting Church in Australia Property Trust (S.A.) and have deductible gift recipient status.

2. DEFINITIONS

In these rules, unless the contrary intention appears:

“Appointing Authority” means The Uniting Church in Australia, SA Synod Standing Committee.

“Committee” means the Management Committee accountable for the operation of the entity on behalf of the Property Trust.

“Resources Board” means the Resources Board of the Uniting Church in Australia SA Synod or any other body appointed by the Uniting Church in Australia SA Synod to undertake the responsibilities of the Property Board set out in The Uniting Church in Australia Regulations.

“Church” means The Uniting Church in Australia SA Synod and its Standing Committee.

“Entity” means the Uniting Church South Australia Relief Fund.

“Gift Fund” means the fund endorsed as a deductible gift recipient fund, and established and maintained for the sole purpose of receiving gifts and donations, to be used for furthering the objects of the entity.

“Property Trust” means The Uniting Church in Australia Property Trust (S.A.).

“The Act” means requirements set out in the Australian Charities and not-for-profit Commission Act, any related Acts, regulations, policies, governance standards and reporting requirements and any Federal legislation that succeeds this legislation. It can also refer to any related South Australian legislation where the State not the Commonwealth is the appropriate legal jurisdiction.

3. OBJECTS

3.1. The Entity is established by the Property Trust for the purpose of assisting the Church to fulfil its mission in serving the community, in caring for people and in working for their welfare, including to enable the appointment of a chaplain to:

3.1.1. assist and support refugees and temporary protection visa holders assimilate with the community. In general to:

- a. support asylum seekers and refugees who have been detained in Government facilities, and who are among the most alienated and desperate people in the world today, many of whom have come to Australia fleeing the most horrific and unimaginable circumstances.
 - b. support and assist refugees and asylum seekers holding temporary protection visas, many of whom arrive in Australia or are released from Detention Centres with little or no financial or material resources, to be included within the Australian community.
 - c. support refugees who are expected by their community and their friends to raise the funds for other family members to travel to Australia under Family Reunion Guidelines; subsidise the travel and related costs of overseas people who have been granted refugee status on immigration grounds and hold a visa to gain entry to Australia under Family Reunion guidelines
- 3.1.2. support to those experiencing financial hardship, poverty, marginalisation or exclusion from the community, suffering or distress;
 - 3.1.3. assist persons with physical, social intellectual and mental health related disabilities or drug and alcohol dependency;
- 3.2. To establish and maintain a Gift Fund for the sole purpose of receiving gifts and donations to be used for furthering the objects outlined in these rules.
 - 3.3. The Entity shall not be maintained for the purpose of securing pecuniary profit for any Members or the Appointing Authority.

4. POWERS

- 4.1. The Entity shall have the following powers:
 - to establish and maintain a Gift Fund,
 - to receive donations from the public,
 - to operate an account at a financial institution in which to deposit any funds received,
 - to use these funds to assist and support refugees detained in Government facilities and to allocate surplus funds consistent with the Objects of the Entity, providing support and assistance in such proportion and in such a manner as the Committee determines.
- 4.2. These powers shall be carried out by authority of the Committee and by those persons to whom such powers may be delegated by the Committee.

5. SITUATION

- 5.1. The Registered Office of the entity shall be located at the office of the Uniting Church in Australia, Synod of South Australia, 212 Pirie Street, Adelaide in the State of South Australia, or any other address used as the Uniting Church in Australia, Synod of South Australia Office in the future. This Registered Office is the address to which all notices for the entity should be served.

6. THE COMMITTEE

- 6.1. The management and control of the entity shall be vested in the Committee.
- 6.2. The Committee shall comprise the members appointed to the Resources Board at any point in time.
- 6.3. In addition to any powers and authorities conferred by these rules, the Committee may exercise all such powers and do all such things as are within the objects of the Entity
- 6.4. The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the entity on which these rules are silent.
- 6.5. All members of the Committee shall be appointed in accordance with the appointment provisions and terms of Resources Board members.

7. OFFICERS

- 7.1. The officers of the entity shall be the Chairperson, Secretary, and Treasurer
- 7.2. The Chairperson will be the Chairperson of the Resources Board as appointed by the Church.
- 7.3. The Secretary will be the Executive Officer of the Resources Board
- 7.4. The Treasurer will be the General Manager, Resources of the Church.

8. DISQUALIFICATION OF COMMITTEE MEMBERS

- 8.1. The disqualification rules for a Committee member will be the same as those that apply to Resources Board members.

9. MINUTES

- 9.1. Proper minutes of all proceedings of meetings of the Committee shall be entered, within one month after the relevant meeting, into a minute book kept for that purpose.
- 9.2. The minutes of any meeting kept pursuant to this rule must be confirmed by the members of the Committee at a subsequent meeting.
- 9.3. The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting at which the minutes are confirmed.

10. SUB-COMMITTEES

- 10.1. For the purpose of advancing the interests for which the Entity is established, the Committee may from time to time appoint any Sub-Committee or Task Group and may at any time dissolve the same.
- 10.2. The Committee may delegate to a Sub-Committee or Task Group such power or powers as it thinks fit and may at any time revoke such delegation.

11. ANNUAL REPORTING

- 11.1. The Committee shall submit to the Appointing Authority and, where required by law or external regulation, through the Appointing Authority to any relevant regulatory body, an annual report including an audited statement of the financial position of the Entity.

12. PROCEEDINGS OF THE COMMITTEE

- 12.1. The Committee shall meet at least annually and, among other things, receive reports from any Sub-Committees appointed under Rule 10 above.
- 12.2. Unless specifically in conflict with anything stated elsewhere in these rules, the governance requirements set out in the Synod by-laws relating to the Resources Board will be the governance requirements of the Committee. This will include policies and procedures on voting, quorums, registers of interest, conflicts of interest and notice of meeting (including special meeting) requirements.
- 12.3. The Annual General Meeting shall be held within eighteen months after the establishment of the Entity and thereafter within five months of the end of its financial year.
- 12.4. The order of business at the Annual General Meeting shall be:
 - a. The confirmation of the minutes of the previous annual general meeting and of any meetings held since that meeting
 - b. The consideration of the accounts and reports of the Committee and the auditor's report
 - c. The appointment of auditors
 - d. Any other business requiring consideration by the Entity in order to satisfy the Act's requirements
- 12.5. Subject to these rules, the Committee may call a special meeting at any time.

13. NOTICE OF MEETINGS

- 13.1. At least fourteen days' notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting.
- 13.2. A notice may be given by the Committee to any member by serving the member with the notice personally, or by sending it electronically or by post to the address appearing in the register of members, or their usual or last known place of business or abode within the

State of South Australia. Non-receipt of such notice by any member shall not invalidate the proceedings of any meeting.

- 13.3. Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

14. FINANCIAL REPORTING

- 14.1. The financial year of the Entity shall commence on 1 January in a particular year and end on the 31 December of that same year.
- 14.2. The Committee shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions of the Entity.
- 14.3. The Committee shall annually appoint an auditor to be the auditor of the Entity. This auditor will be an auditor approved to conduct audits under the Uniting Church in Australia Regulations.
- 14.4. The accounts, together with the auditor's report shall be presented to a Committee meeting within five months and to the Appointing Authority within six months of the end of the financial year.
- 14.5. The books of account shall be available for inspection by Committee members at all reasonable times.

15. GIFT FUND

- 15.1. The "Uniting Church South Australia Relief Gift Fund" (in these rules called the Gift Fund) is established by these rules.
- 15.2. The Committee shall act as the Trustees of the Gift Fund.
- 15.3. The Gift Fund will only contain money and gifts made for the principal purpose of the Entity as outlined in the Objects, and money received because of these gifts. All monies subscribed or given to the Gift Fund shall be credited to the Gift Fund and paid direct to the separate bank account of the Gift Fund.
- 15.4. All funds collected and received by the Gift Fund shall be in accordance with Federal, State and Territory legislation.
- 15.5. The income and assets of the Gift Fund shall be utilised only for the objects outlined in Clause 3 of these Rules and matters incidental hereto. No portion shall be distributed directly or indirectly to members of the Entity.
- 15.6. The Officers of the Committee and any other persons duly authorised by the Committee shall be authorised to operate the bank account of the Gift Fund.
- 15.7. The Gift Fund shall be open for subscription by the public.

15.8. The Gift Fund shall be dissolved only in accord with the provisions contained in Clause 19 of these Rules.

16. INVESTMENTS

16.1. Subject to the Church's ethical investment policy the monies standing to the credit of the Gift Fund may be invested in any fund created or controlled by the Church, or in any security in which trust monies may, by Act of Parliament, be invested.

17. POLICIES

17.1. The Committee may from time to time make, alter, amend, or repeal policies not inconsistent with these rules for the regulation of the Committee's proceedings and/or all matters concerning the conduct and management of the Entity.

18. ALTERATION OF RULES

18.1. At any meeting at which not less than fourteen days' notice has been given to Committee members foreshadowing a proposed alteration to the rules, the Committee may add to, annul, repeal, or vary any of these rules for the time being in force, provided that no addition, annulment or variation shall have force or effect until approved by the Appointing Authority and provided that no alteration or addition to the objects or winding up clauses shall be made without the approval of the relevant Federal regulatory body.

18.2. All such alterations shall be notified to the relevant Federal regulatory body in writing within 30 days of effect.

19. WINDING UP

19.1. The Entity and/or the Gift Fund may be wound up at any time by the Appointing Authority following a resolution of the Committee at which not less than fourteen days' notice has been given identifying a proposed winding up of the Entity and/or Gift Fund.

19.2. Dissolution of Gift Fund

If the Gift Fund is wound up or if the endorsement of the Entity as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred, on the recommendation of the Appointing Authority, to a fund, authority or institution to which income tax deductible gifts can be made.

19.3. Dissolution of the Entity

If the entity is wound up or if the endorsement of the Entity as a public benevolent institution is revoked any property remaining after satisfaction of its debts and liabilities, subject to the approval of the Appointing Authority, shall be given or transferred to such organisation or institution having like objects to those of the entity and which is a public benevolent institution for the purposes of the Act, provided that:

- where assets of the entity have been received by way of trust or by virtue of an Act of Parliament such assets shall vest in accordance with the Trust or Act concerned, and

- in the event of the Committee making no decision regarding the distribution of its assets and there being no trust or Act of Parliament applicable, such assets shall be transferred to another organisation which is a public benevolent institution for the purposes of any Act.

INTERPRETATION OF RULES

23.1.2 RULE 4.2 POWERS

These powers shall be carried out by authority of the Committee and by those persons to whom such powers may be delegated by the Committee.

& RULE 10.2 SUB-COMMITTEES

The Committee may delegate to a Sub-Committee or Task Group such power or powers as it thinks fit and may at any time revoke such delegation

In respect of Rules 4.2 & 10.2, there shall be a sub-committee of the Committee to whom delegation of such powers will be made. The sub-committee shall be called the UC SA Relief Fund Committee, and shall be comprised of six persons, and shall be those persons occupying the roles of:

1. Executive Officer, Placements and Safe Church
2. Executive Officer, UnitingCare SA
3. General Manager, Resources (Treasurer in accordance with RULE 7.4)
4. Associate General Secretary
5. Disaster and Recovery Ministries Coordinator
6. Communications & Events Manager

The Chairperson and Secretary shall be appointed annually by the membership of the sub-committee.

Approved by Standing Committee

11 October 2019