

# **THE UNITING CHURCH IN AUSTRALIA**



## **QUEENSLAND SYNOD**

### **BY-LAWS of the Synod**

**Approved by the Synod Standing Committee, 2 May 2024**

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**NOTES:**

1. The Regulations referred to in these by-laws are those in existence and so numbered as at November 2023.

**Q1 PRELIMINARY**

**Q1.1 CITATION**

These by-laws may be cited as the Queensland Synod By-laws.

**Q1.2 AUTHORITY TO MAKE BY-LAWS**

Under clause 32 and 63 of the Constitution and regulation 3.1.5(I), the Synod has the authority to make by-laws under the Constitution and Regulations.

**Q1.3 INTERPRETATION**

- (1) Any term used in these Synod By-laws which is not otherwise defined has the same meaning given to it in the Act, Constitution or Regulations.
- (2) A reference to any constituent document is a reference to that constituent document as it may be varied, amended or substituted from time to time.
- (3) These Synod By-laws are in addition to and supplement the provisions contained in the Regulations, and should be read together with the Regulations wherever possible.
- (4) The Act prevails over the Constitution, the Constitution prevails over the Regulations and the Regulations prevail over these Synod By-laws.
- (5) In the event of any inconsistency between any provision contained in these Synod By-laws and the Act, Constitution or Regulations, the Act, Constitution or Regulations prevail to the extent of the inconsistency.
- (6) Words importing the singular include the plural and vice versa.
- (7) Where a word or phrase is given a defined meaning, any other part of speech or other grammatical form in relation to that word or phrase has a corresponding meaning.

**Q1.4 DEFINITIONS**

The definitions in Schedule 1 define particular terms used in these Synod By-laws.

**Q2 SYNOD**

**Q2.1 SYNOD IN SESSION**

**Meetings**

- Q2.1.1** Ordinary meetings of the Synod shall be held at intervals of approximately eighteen



(18) months.

## Membership

### **Q2.1.2** A Presbytery:

- (a) may elect as members of the Synod all the Ministers of the Word, Deacons and Deaconesses who are voting members of the Presbytery;  
(Regulation 3.3.7(a)(iii))
- (b) may elect as members of the Synod all the Pastors, Community Ministers, Youth Workers, Pastors and other confirmed lay members serving in approved placements within the bounds of the Presbytery.  
(Regulation 3.3.7(a)(iii))
- (c) shall elect or appoint as members of the Synod confirmed lay persons provided that:
  - (i) the number of confirmed lay persons appointed under this by-law Q2.1.2(c) shall not exceed the number of approved placements within the bounds of the presbytery; and
  - (ii) the number of lay persons elected or appointed under by-laws Q2.1.2(b) and (c) shall not be fewer in number than the number of Ministers of the Word, Deacons and Deaconesses elected under by-law Q2.1.2(a);  
(Regulation.3.3.7(a)(iv) and 3.3.7(b))
- (d) shall interpret “approved placement” for the purposes of this interim by-law Q2.1.2 as a designated placement, whether full-time or part-time, and whether filled or vacant, which is approved by the Placements Committee. An approved placement includes an approved chaplaincy placement.

### **Q2.1.3** The following shall be ex-officio members of the Synod (Regulation 3.3.7(a)(ii)):

Moderator  
Ex-Moderator  
Moderator-Elect  
General Secretary (who is also the Secretary of Synod as referred to in the Assembly Regulations)  
Associate General Secretary  
Chairperson of UnitingCare Queensland Board  
Chairperson of the Finance, Investment, and Property Board  
Chairperson of the Remuneration and Nomination Committee  
CEO of UnitingCare Queensland  
Synod Property Officer  
Director of Education for Ministry  
Chairperson of the Board for Christian Formation  
Chairperson of the Uniting Education Schools and Colleges  
Executive Officer, Uniting Education Schools and Colleges  
Chairperson of the Synod Chaplaincy Commission  
Executive Officer, Chaplaincy Commission  
Convenor, Multi-Cross Cultural Reference Group  
Advocate, The Multi-Cross Cultural Reference Group



**Q2.1.4** The membership of the Synod shall include representatives (ministerial and lay) of each of:

The UnitingCare Queensland Limited Board (4)  
The Finance, Investment, and Property Board (4)  
The Board for Christian Formation (2)

such representatives to be appointed by the respective bodies. Such representatives shall be in addition to those who are ex-officio members of the Synod pursuant to by-law Q2.1.3.

**Q2.1.5** Two (2) candidates for the ministries of Minister of the Word or Deacon, elected by the candidates for these ministries within the bounds. (Regulation 3.3.7(a)(vi)).

### **Co-opted Members**

**Q2.1.6** Subject to the limit set under Regulation 3.3.7(c) and 3.3.7(d):

- (a) prior to each meeting of Synod, the SSC shall appoint as co-opted members of Synod such persons as it deems appropriate from among nominations submitted by Presbyteries;
- (b) the SSC or the Synod shall also have power to appoint such further co-opted members as are deemed to be necessary or desirable.

## **Q2.2 SYNOD STANDING COMMITTEE**

### **Q2.2.1 Establishment of Synod Standing Committee**

A Synod Standing Committee (the **SSC**) is established pursuant to clause 36 of the Constitution.

### **Q2.2.2 Powers and responsibilities**

- (1) The SSC is empowered:
  - (a) to act on behalf of the Synod between ordinary meetings of the Synod in relation to all matters that are the responsibility of the Synod, except such as the Synod may determine; (clause 36 of the Constitution; regulation 3.7.4.1(d)); and
  - (b) to deal with matters referred to it by the Synod; (regulation 3.7.4.1(e)); and
  - (c) to exercise the powers, and fulfil the responsibilities, as provided for in the Synod By-laws.
- (2) In exercising its powers and fulfilling its responsibilities, the SSC must have regard to the following guiding principles:
  - (a) focusing on the strategic and policy issues of the Church;
  - (b) engaging in competence-building activities for its members;
  - (c) efficiency and timeliness in approvals and decision-making.



### Q2.2.3 Membership and method of election

The members of the SSC must comprise:

- (a) the following ex-officio members:
  - (i) Moderator
  - (ii) ex-Moderator (for 12 months following the conclusion of their term as Moderator)<sup>1</sup>
  - (iii) Moderator-Elect
  - (iv) General Secretary
  - (v) chairperson of the UnitingCare Queensland Limited Board
  - (vi) chairperson of the Wesley Mission Queensland Limited Board
  - (vii) 1 nominee of the Uniting Aboriginal and Islander Christian Congress for Queensland; and
- (b) 8 persons (the **SSC elected members**) elected by the Synod from amongst its members, subject to the following provisos and subject to the procedures set out in these by-laws and such further procedures as may be determined by the Synod:
  - (i) 4 persons will be elected at each ordinary meeting of the Synod for the period of two ordinary meetings of the Synod, subject to by-law Q2.2.3(b)(iii)
  - (ii) the elected members shall be eligible to continue as members of the SSC subject to them continuing to be members of the ordinary meeting of the Synod for the duration of their term as members of the SSC
  - (iii) in the case of the first Synod at which these by-laws apply, 8 persons will be elected and the 4 persons who receive the most support through the voting system that is used will be elected for the period of two ordinary meetings of the Synod; and the next 4 persons will be elected until the next ordinary meeting of the Synod.
- (c) not more than 2 co-opted members from amongst the members of Synod to be co-opted by the Synod Standing Committee (upon the nomination of the Moderator), based on specialist skills / circumstances, such appointment to be effective until the commencement of the next Synod (Regulation 3.7.4.1(a)); and
- (d) the lay members of SSC shall be not fewer in number than the ministerial members (Regulation 3.7.4.1(b)).

### Q2.2.4 Chairperson and deputy chairperson

- (1) The Moderator is the SSC's chairperson. (Regulation 3.6.3.2(d)).

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<sup>1</sup> Exemption given until the 16th Assembly (Assembly Standing Committee resolution 19.48.02)



- (2) The ex-Moderator is the SSC's deputy chairperson, or in their absence the Moderator-elect. The deputy chairperson is to act as the chairperson:
  - (a) during a vacancy in the office of chairperson; or
  - (b) during all periods when the chairperson is absent from duty or is, for another reason, unable to perform the functions of the office.
- (3) If the SSC's chairperson or deputy chairperson is absent from a SSC meeting, the members present must elect from amongst them a member to preside at the meeting, and whilst that member presides, he or she has all the powers, functions and immunities of the chairperson.

#### **Q2.2.5 Term of office of SSC elected member**

- (1) The term of office of each SSC elected member is for the period of two ordinary meetings of the Synod from the rising of the Synod at which they were appointed, subject to by-law Q2.2.3(b)(iii).
- (2) A person may not serve as an SSC elected member for more than 9 continuous years.

#### **Q2.2.6 Meetings**

- (1) The SSC must meet as frequently as necessary to carry out its role, but not less than 6 times each year.
- (2) The following persons may attend SSC meetings, and have the right to speak but not to vote:
  - (a) Chief Executive Officer of UnitingCare Queensland Limited;
  - (b) Synod Property Officer at the Synod Office or the holder of an equivalent position, however described;
  - (c) such other persons with appropriate qualifications, expertise and skills who are invited to attend the meetings by the SSC, including a theological listener.

#### **Q2.2.7 Relevant competencies for SSC elected members**

For a person to be elected as an SSC elected member, the person must have gifts, skills or experience in 1 or more of the following competencies (the **SSC relevant competencies**):

- (a) congregational leadership,
- (b) theological expertise,
- (c) financial expertise,
- (d) social and cultural analysis,
- (e) rural and regional perspective,
- (f) expertise in popular culture,



- (g) pastoral care expertise,
- (h) evangelism expertise,
- (i) governance and not for profit experience,
- (j) community service,
- (k) multi-cultural expertise,
- (l) indigenous expertise,
- (m) legal expertise,
- (n) a youth perspective,
- (o) gender diversity.

#### **Q2.2.8 Nominations process for SSC elected member positions**

- (1) The Queensland Synod Remuneration and Nomination Committee (RNC) must determine a nominations process for the election of persons as SSC elected members that facilitates the following objectives:
  - (a) continuity of appointment of SSC elected members who have the gifts, skills or experience in the SSC relevant competencies;
  - (b) fostering an appropriate mix of gifts, skills and experience in the SSC relevant competencies amongst SSC elected members.
- (2) The process is to be underpinned by the following requirements:
  - (a) each nominee for an SSC elected member position must submit to a self-evaluation process facilitated by the RNC, using pro-forma documentation prepared by the RNC, before being eligible for election as an SSC elected member at a Synod;
  - (b) the suitability of each nominee for an SSC elected member position must be considered by the RNC, having regard to the nominee's gifts, skills or experience in the SSC relevant competencies.
- (3) The RNC must publish details of the process on the Synod's website.
- (4) The process must include the requirements stated in by-laws Q2.2.9 to Q2.2.12.

#### **Q2.2.9 Nomination date**

- (1) The Business Committee of the Synod must, on the advice of the RNC, determine the date (the **nomination date**) on or before which the General Secretary may receive nominations for SSC elected member positions to be filled at the next Synod. The nomination date must be at least 4 weeks before the day (the **opening day**) of the opening of the ordinary meeting of the Synod.
- (2) The Business Committee of the Synod must publish the nomination date on the Synod's website.





#### **Q2.2.10 Nomination for SSC elected member position**

- (1) A member of the Synod may nominate a member of the Synod for election as an SSC elected member. The nomination must be submitted to the General Secretary.
- (2) To be a valid nomination, a nomination made under by-law Q2.2.10(1) must be:
  - (a) made using a properly completed pro-forma nomination form developed by the RNC; and
  - (b) received by the General Secretary on or before the nomination date; and
  - (c) accompanied by:
    - (i) a written consent of the nominee for the nomination; and
    - (ii) a declaration by the nominee about his or her ability to regularly attend meetings of the SSC; and
  - (d) for a person who is not disqualified from being an SSC elected member under by-law Q2.7.7.

#### **Q2.2.11 Profile about nominee**

- (1) The RNC must require a profile to be prepared, using a pro-forma document prepared by it, about each nominee under by-law Q2.2.10(1). The profile must include information about the gifts, skills or experience of each nominee in the SSC relevant competencies.
- (2) The RNC must provide its profile about each nominee to the members of the Synod at least 2 weeks before the opening day.

#### **Q2.2.12 Recommendation about nominee**

- (1) The RNC may make a recommendation, using a pro-forma document prepared by it, about the election of a nominee under by-law Q2.2.11(1). The recommendation must include information in support of the recommendation.
- (2) In deciding whether to make the recommendation, the RNC must be guided by the objectives stated in by-law Q2.2.8(1).
- (3) The RNC must provide the recommendation to the members of the Synod at least 2 weeks before the opening day.

#### **Q2.2.13 Election of SSC elected members**

- (1) If the total number of nominations received, under the Synod By-laws, for SSC elected member positions is more than the number required under by-



law Q2.2.3(b), a ballot must be conducted at the Synod meeting to determine which of the nominees are to be elected to the positions.

- (2) Subject to Regulation 3.7.4.1(b) and by-laws Q2.2.13(1), Q2.2.5 and Q2.7.7, persons must be declared elected to fill the required number of elected member positions at the Synod meeting.
- (3) At least 50% of persons to be declared elected to fill the required number of elected member positions at the Synod meeting must be female.<sup>2</sup>

#### **Q2.2.14 Casual vacancy**

- (1) A vacancy in one of the SSC elected member positions arising for any reason must be filled by the Moderator, upon the recommendation of the RNC. (Regulation 3.6.3.2(e)) As far as practicable, the appointee must be a person who was nominated for an SSC elected member position and considered by the Synod immediately before the creation of the vacancy, but did not become an SSC elected member.
- (2) Subject to by-law Q2.7.9, a person appointed under by-law Q2.2.14(1) is appointed for a term that ends on the opening of the next ordinary meeting of the Synod.

### **Q2.3 MODERATOR**

**Q2.3.1** The Moderator shall be elected by the Synod, subject to the following provisos and subject to the procedures set out in these by-laws and such further procedures as may be determined by the Synod:

- (a) a Moderator shall be elected and designated Moderator-elect by the ordinary meeting of the Synod prior to the one at which the person will take office
- (b) the election shall be by written ballot
- (c) nominations may be submitted by the Presbyteries.

(See Regulation 3.6.3.1(a))

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<sup>2</sup> The total number of SSC elected member positions is 8. At least 4 persons serving in these positions must be female.

Example 1 – If 4 women are serving in SSC elected member positions, the Synod can elect to the 4 vacant positions:

- (a) 4 women;
- (b) 3 women and 1 man;
- (c) 2 women and 2 men; or
- (d) 4 men.

Example 2 – If the only SSC elected member is a man, the Synod can elect to the 7 vacant positions:

- (a) 7 women;
- (b) 6 women and 1 man;
- (c) 5 women and 2 men; or
- (d) 4 women and 3 men.



**Q2.3.2** The election of Moderator-elect shall be determined by preferential Ballot.

**Q2.3.3 Term of office of Moderator, ex-Moderator and Moderator-Elect**

- (1) A Moderator can be nominated for a single contiguous term of three (3) years (to a maximum 6 years continuous total service).
- (2) An ex-Moderator shall serve on the SSC for 1 year after their moderator term.
- (3) A Moderator-elect shall serve on the SSC for 1 year before their moderator term.

**Q2.3.4** The SSC shall make provision for the election or appointment of a Moderator should the Moderator-elect be unable to take up his/her office.

**Q2.3.5 Duties and Responsibilities of the Moderator**

In addition to carrying out the duties and responsibilities set out in the Assembly Regulations (see Regulation 3.6.3.2), the Moderator shall:

- (a) preside over meetings of other bodies as may be required from time to time by the Synod or the SSC;
- (b) visit each Presbytery regularly and give such care and counsel as may be required to Ministers and other agents whose work has a substantial pastoral and/or educational and/or liturgical function;
- (c) be the Chairperson of the Advisory Committee on Ministerial Placement and be the focal point of reference for the entities with a responsibility for the oversight of placements;
- (d) in consultation with Presbytery Officers, encourage congregations in furthering their mission within their respective bounds and in such areas of geographic, sociological and ethnic grouping as may seem appropriate;
- (e) in consultation with the General Secretary of Synod, encourage the provision of resources and material for the promotion of the mission of the Church;
- (f) in consultation with Presbyteries and the General Secretary of Synod, and without limiting the responsibilities of the General Secretary, exercise general oversight of the life of the Church to ensure that in its congregations, presbyteries, Synod Office, units and agencies, expression is being given to the faith, policies, standards and procedures of the Church;
- (g) subject to the provisions of Regulation 3.6.3.2(f) make such rulings as may be necessary to clarify and interpret decisions of the Synod;
- (h) issue media releases in the name of the Synod on matters of public interest;
- (i) liaise as appropriate with the General Secretary of the Assembly and the National Director for Social Responsibility and Justice;



- (j) initiate research and investigate studies into social justice and other issues which impact upon the missional development of the Church;
- (k) initiate both formal and informal forums which will reflect on the missional priorities of the Church and which may draft strategic missional directions;
- (l) except in those cases in which negotiations are necessary with Governments and Government Departments or officers in respect of the work of the Synod, act as the liaison person of the Church with Governments in respect of public issues;
- (m) have the oversight of the Synod Ecumenical Relationships Committee and relationships with other branches of the Church catholic;
- (n) in exercising the functions of counselling and discipline as provided in Regulation 3.6.3.2(i), ensure that, before becoming involved, all other Councils and officers have had the opportunity for exercising their prescribed functions;
- (o) enquire into any grievance, complaint or other circumstance as provided in Regulation 3.6.3.2(j);
- (p) subject to being elected or appointed as the case may be, in accordance with the provisions of the relevant Regulations, by-laws or procedures, represent the Synod at meetings of the Assembly and all other appropriate meetings conducted by the Assembly.

#### **Q2.3.6 Key Selection Criteria**

Some of the key characteristics of a person suitable for election as Moderator are as follows:

- (a) The nominee shall be a member of the Uniting Church and will have an appreciation of the reformed and evangelical theological heritage of the Uniting Church and its ongoing significance to the faith of the one, holy, catholic and apostolic church. In addition, the nominee will be aware of the theological diversity within the Uniting Church and will have the capacity to reflect theologically upon current issues in church and society in the light of the gospel of Jesus Christ.
- (b) The nominee will give evidence of a lifestyle commensurate with the responsibilities and demands of a key leadership role. Such evidence will include a nominee's awareness of his/her own gifts, abilities and limitations, his/her capacity to maintain healthy relationships, and an ongoing commitment to his/her own physical and spiritual wellbeing.
- (c) The nominee will have a good understanding of the Uniting Church, including its community service institutions and the need for those community service agencies and the councils of the church to work together. The nominee will also have a good understanding of Australian society, including those



emerging issues and trends that need to be addressed in the light of the gospel. Demonstrated team building and networking capabilities will have to be evidenced.

- (d) The nominee will have demonstrated the capacity to exercise pastoral care and discipline, and the ability to moderate, and will be respected generally by the members of the church.
- (e) The nominee will be a good communicator and, as the public “face” of the church, will need to be articulate and competent in working with the media.
- (f) The nominee will show a commitment to ecumenical engagement and a capacity to work with ethnic groups in both church and community.

#### **Q2.3.7 Process of Nomination and Election of Moderator-elect**

- (1) Prior to the Synod at which a Moderator-elect shall be chosen the SSC shall appoint a Moderatorial Candidature Task Group consisting of five (5) people with appropriate broad expertise and experience of the wider church.
- (2) The General Secretary shall call for nominations for the position of Moderator from congregations and presbyteries, and appoint a date by which nominations are to be submitted.
- (3) Congregations shall forward the names of nominees to their presbyteries.
- (4) Presbyteries shall:
  - (a) seek the approval of nominees of congregations or of presbytery, for their names to be included in the process;
  - (b) forward the names, together with a personal, theological and leadership profile and photograph of each of their nominees, to the General Secretary of Synod by the appointed date.
- (5) The General Secretary of Synod shall forward all nominations to the Moderatorial Candidature Task Group.
- (6) Names received by the Moderatorial Candidature Task Group must be of people who are members of the Uniting Church.
- (7) The approval of the persons named must be obtained before their names are presented for consideration as nominees by the Moderatorial Candidature Task Group.
- (8) The nominations shall be referred to the Moderatorial Candidature Task Group at least six (6) months prior to the Synod at which the ballot for Moderator-elect is to take place.



- (9) The Moderatorial Candidature Task Group:
- (a) shall receive from the presbyteries the names that have been submitted for consideration as nominees;
  - (b) shall consider the suitability of any other person/s for inclusion as additional nominees if deemed desirable; and
  - (c) shall refer all of the presbytery nominations and any nominations of the Moderatorial Candidature Task Group, together with photographs and profiles, to the Synod in Session. The Moderatorial Candidature Task Group will submit the names in order determined by lot.
- (10) The Moderatorial Candidature Task Group shall be responsible for the preparation and collation of the profile supplied for each nominee in similar format, including a photograph of each nominee, and shall obtain the approval of the nominee to the content of the profile, which shall be provided to the General Secretary to be included in the papers that are forwarded to each Synod representative prior to the Synod.

#### **Q2.3.8 Immediate Ex-Moderator**

- (1) Where the Immediate Ex-Moderator is a minister:
- (a) the office of Immediate Ex-Moderator shall be recognised initially and up to a maximum of three (3) months from the time the incumbent concludes duty as Full-time Moderator as an approved stipended placement in terms of Regulation 2.6.3(a);
  - (b) during that period, the Immediate Ex-Moderator shall be provided with stipend and standard provisions for long service leave and Beneficiary Fund as during the period of service as Full-time Moderator; and
- (2) Where the Immediate Ex-Moderator is a lay person, provisions equivalent to those in by-law Q2.3.8(1) shall be provided for up to three (3) months from conclusion of service as Full-time Moderator.

### **Q2.4 GENERAL SECRETARY OF SYNOD**

#### **Q2.4.1 The Office**

- (1) The Synod shall appoint a General Secretary who shall also be the Secretary of Synod and the Chief Executive Officer within the Synod office Management Structure.
- (2) The General Secretary shall be an active member (ministerial or lay) of The Uniting Church in Australia.
- (3) There shall be a General Secretary of Synod to be known as the General Secretary.

#### **Duties and Responsibilities**



**Q2.4.2** The General Secretary, in addition to carrying out the duties and responsibilities set out in the Regulations, shall:

- (a) have strategic leadership to develop the Synod's capacity for mission and ministry in collaboration with all Church stakeholders; and
- (b) be responsible for the operations of the Synod Office.

**Q2.4.3** The SSC shall be responsible for presenting to the Synod:

- (a) recommendations regarding the terms of appointment for the General Secretary;
- (b) nomination/s for the position of General Secretary.

**Q2.5 SYNOD PROPERTY OFFICER**

**Q2.5.1** The Synod Property Officer, in addition to carrying out the duties and responsibilities set out in the Act and Regulations, shall:

- (a) have a high degree of managerial competence;
- (b) have an understanding of business principles and accountancy; and
- (c) be appointed by the Synod, upon the recommendation of the General Secretary.

**Q2.6 SYNOD OFFICE**

**Q2.6.1** The Synod Office is established to provide support to the Moderator, General Secretary and the functioning of the Church. The Synod Office shall be accountable to and under the direction of the General Secretary. The General Secretary shall appoint such staff as are necessary to perform the appropriate management and oversight of the Synod's strategy, mission and resourcing.

**Q2.7 GOVERNANCE**

**Q2.7.1 General**

(1) The By-laws outlined in this section apply to all Synod governing bodies except:

- (a) the Synod Committee for Counselling;
- (b) the Synod Sexual Misconduct Complaints Committee;
- (c) the Synod Committee for Discipline; and
- (d) Institutions and Agencies of the Synod (with the exception of By-law Q2.7.13).

In the event of any inconsistency between any provision contained in these By-laws and the Act, Constitution or Regulations; the Act, Constitution or Regulations prevail to the extent of the inconsistency.

(2) The following Synod governing bodies are constituted by charters approved by the Synod Standing Committee:



- (a) Finance, Investment and Property Board
  - (b) Board for Christian Formation
  - (c) Synod Chaplaincy Commission
  - (d) Synod Reception of Ministers Committee
  - (e) Multi-Cross Cultural Reference Group
  - (f) Uniting Education Schools and Colleges
  - (g) Audit and Risk Committee
  - (h) Remuneration and Nomination Committee
  - (i) Mission Collaboration and Coordination Committee.
- (3) Each of the Synod governing bodies constituted by charters under this section has the authority and power to do anything which the body considers necessary to realise the Purpose and discharge the Responsibilities set out in its charter.

#### **Q2.7.2 Electronic decision-making**

- (1) Synod governing bodies may participate in an electronic decision-making process only in the following circumstances:
- (a) when a matter has been considered at a board or committee meeting and further information is required before a decision can be made about the matter; or
  - (b) when a matter arises between board or committee meetings, which matter needs to be decided urgently, as decided by the chairperson in consultation with the General Secretary.
- (2) Where an electronic decision-making process is used, all of the following must occur:
- (a) the chairperson must take reasonable steps to advise all members of the proposed decision, the timeline for a response, the threshold for the decision being resolved in the affirmative and the mechanism for having the matter referred to the next meeting;
  - (b) the time allowed for members to respond to the proposed decision must not be less than 72 hours unless the chairperson determines that special circumstances exist and sets a shorter period;
  - (c) the decision is to be made via open email with the option to 'reply all' for sharing comments, noting that a "Yes" or "No" response is still the decision required; and
  - (d) if any member votes in the negative or requests that the matter be referred to the next meeting, the matter shall be referred to the next meeting.
- (3) Electronic decisions are approved only when, at the expiration of the timeline for response:
- (a) 75% of members eligible to vote decide in the affirmative;





- (b) no member eligible to vote decides in the negative; and
  - (c) no member eligible to vote requests that the matter be referred to the next board or committee meeting.
- (4) An electronic decision is as valid and effectual as if it had been passed at a duly called and constituted board or committee meeting.
- (5) An electronic decision may consist of several electronic copies of a document each signed by one or more members.
- (6) Decisions made by electronic decision-making shall be recorded in the minutes of the next board or committee meeting including the date and, if relevant, time the decision was reached.

#### **Q2.7.3 Quorum**

- (1) The quorum for a Synod governing body meeting is half the number of members appointed to the governing body and if that number is not a whole number, the next highest whole number.
- (2) A quorum must be present for the whole meeting.
- (3) A member is treated as present at a meeting held by audio or audio-visual communication if the member is able to hear and be heard by all others attending.
- (4) A duly convened meeting at which a quorum is present shall be competent to transact any business of the governing body and shall have and may exercise all the powers and functions conferred or imposed upon the board or committee by these By-laws, the Synod, the Regulations and the Constitution.

#### **Q2.7.4 Meetings**

- (1) Synod governing bodies may hold meetings, or allow members to take part in its meetings, by using any technology allowing reasonably contemporaneous and continuous, and confidential, communication between members taking part in the meetings.
- (2) Synod governing bodies may invite observers or consultants to participate in their meetings as desired.

#### **Q2.7.5 Conflicts**

- (1) A Synod governing body member must:
  - (a) act in accordance with the Synod conflicts policy; or
  - (b) in the absence of such a policy, within a reasonable time disclose any conflict through the chairperson to the members and act in accordance with any subsequent direction of the chairperson, which may include ineligibility to participate in discussions and/or vote on one or more matters at a meeting.

#### **Q2.7.6 Casual vacancy**

- (1) Except for a casual vacancy on the SSC, a vacancy in one of the Synod governing body member positions arising for any reason must be filled by the SSC on the relevant board or member recommendation.



- (2) A person appointed to fill a casual vacancy shall serve the balance of the term of the person he or she replaces.
- (3) In the event of a casual vacancy arising in the office of the chairperson, the Synod governing body may fill the casual vacancy from within its membership until the appointment by the SSC.

#### **Q2.7.7 Disqualification**

- (1) A person is disqualified from being, or continuing to be, a Synod governing body member if the person:
  - (a) is disqualified from managing a corporation under part 2D.6 of the Corporations Act 2001 (Cwlth); or
  - (b) is convicted of an indictable offence against a law of Australia or a foreign country.
- (2) If a person is disqualified from continuing to be a Synod governing body member, the person must as soon as practicable give written notice of the disqualification to the chairperson.

#### **Q2.7.8 Eligibility for office**

- (1) The eligibility requirements for appointment to a Synod governing body are that a person appointed must:
  - (a) be at least 18 years of age;
  - (b) not be of unsound mind or is not a person whose person or estate is liable to be dealt with in any way under any law relating to mental health;
  - (c) not be a person who has been convicted of an offence which would offend against Synod policy;
  - (d) not be a person who is disqualified from managing a corporation within the meaning of part 2D.6 of the *Corporations Act 2001* (Cth);
  - (e) not be a person who is, or at any time within the preceding 12 months has been, suspended, removed or disqualified by the Commissioner of the Australian Charities and Not-for-profits Commission from being the responsible person of a registered entity within the meaning of the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);
  - (f) The eligibility requirements for appointment to a Synod governing body are that a person appointed must:
    - (i) where the person is appointed as the Chairperson, the person must be an active member of the Uniting Church with an endorsement by congregation/minister
    - (ii) for positions other than the Chairperson, the person is either a member of the Uniting Church, or a non-Uniting Church member who demonstrates commitment to the mission of the church and an ability to reflect the faith and values of the church; and
  - (g) meets any other requirements prescribed from time to time in a Synod governing body nomination policy.



**Q2.7.9**

**Vacation of office**

- (1) A person is taken to have vacated office as a Synod governing body member if the person:
  - (a) becomes prohibited from being a member of the Synod governing body by reason of the ACNC Act, Corporations Act, or otherwise at law;
  - (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) resigns from office by signed notice given to the chairperson;
  - (e) declines to act or further act as a member;
  - (f) is absent, without the leave of the chairperson, from 3 consecutive meetings of which proper notice has been given to the person;
  - (g) is removed from office by resolution of the Synod;
  - (h) ceases to meet any of the eligibility criteria in by-law Q2.7.8; or
  - (i) dies.

**Q2.7.10**

**Reviews**

- (1) At least once each calendar year, each Synod governing body must review:
  - (a) its membership;
  - (b) its effectiveness; and
  - (c) its fulfilment of its responsibilities;then within 2 months report to the SSC on the outcome of the review.

**Q2.7.11**

**Reporting**

Each Synod governing body must report regularly to the SSC in accordance with the requirements of the SSC.

**Q2.7.12**

**Validity of acts and proceedings**

- (1) An act or proceeding of each Synod governing body shall not be invalidated or in any way prejudiced by reason only of the fact:
  - (a) that at the time such act was done or proceeding taken there were vacancies in the membership of the Synod governing body not exceeding 50% of the total number of members for the time being required to constitute the Synod governing body;
  - (b) that there is a defect in the qualification, membership or appointment of any member who joined in doing the act or taking the proceeding or in authorising the act or proceeding; or
  - (c) that any member was disqualified or disentitled to act.



**Q2.7.13**

**Member insurance, access and indemnification**

**Member indemnification out of Trust Property**

- (1) Each Synod governing body; institution board or agency board member and their properly appointed delegates shall, to the extent permitted by law, be indemnified:
  - (a) out of the Trust Property held by the Property Trust; and
  - (b) for and against all expenses and liabilities incurred by that person in connection with the exercise by that person of the power or performance by that person of their duties, in relation to the Synod governing body.
- (2) The indemnity provided in By-law Q2.7.13(1) is conditional upon:
  - (a) that person acting at all times in good faith and providing reasonable assistance to the Property Trust in any investigations and/or in defending any cause of action arising upon which the indemnity is sought; and
  - (b) the expense or liability being incurred in the course of their duties: and
  - (c) that person's actions are not fraudulent, a criminal act, gross negligence, wilful misconduct or a breach of trust.

**Insurance**

- (3) To the extent permitted by law, the Synod will pay a premium for a contract insuring a person who is a past or present member of any Synod governing body; institution board or agency board, against any liability incurred by the person as a member of the relevant governing body.

**Members' access to documents**

- (4) During the Relevant Period, a past or present member of any Synod governing body; institution board or agency board, has a right of access to Board Papers of the relevant governing body at all reasonable times.

**Q2.7.14**

**General**

- (1) Synod governing body members must act for, on behalf of and in the interests of the Synod governing body to which they are appointed, and ultimately the church.
- (2) Synod governing body members owe fiduciary duties with respect to the management, control, administration of, and dealings with, the Synod governing body to which they are appointed. The nature of the duty extends to the members ensuring that they:
  - (a) act with care, skill and diligence;
  - (b) act in good faith and for a proper purpose;
  - (c) do not misuse information or their position; and
  - (d) manage conflicts.



**Q2.7.15 Sub-committees and task groups**

- (1) Each Synod governing body may resolve to form a sub-committee or task group where each sub-committee or task group must include at least one member of the Synod governing body and such other persons nominated by the Synod governing body.
- (2) Each Synod governing body may resolve to delegate any Synod governing body powers and responsibilities, on such terms and conditions as it sees fit, to a sub-committee or task group formed by the Synod governing body.
- (3) In the exercise of any powers delegated to it, a sub-committee or task group formed by a Synod governing body:
  - (a) must conform to the terms and conditions and any additional directions of the Synod governing body; and
  - (b) must conduct its meetings and proceedings in accordance with the provisions of these By-laws, as far as practicable, as if they were meetings and proceedings of the Synod governing body.

**Q2.7.16 Delegation**

- (1) Each Synod governing body may resolve in its absolute discretion to delegate any of its powers to any person or persons on such terms and conditions as it sees determines in its sole and absolute discretion.
- (2) Each Synod governing body may, in its absolute discretion, resolve to at any time revoke any delegation of power previously provided under these By-laws.
- (3) Delegations must be appropriately documented.

**Q2.7.17 Co-opted Members**

- (1) Each Synod governing body may appoint as co-opted members of the Synod governing body such persons as it deems with appropriate qualifications, expertise and skills, who have the right to speak but not to vote.
- (2) Co-opted members of Synod governing body are not required to be members of The Uniting Church in Australia.

**Q2.7.18 Appointments and co-options of non UCA members**

- (1) Except in those cases in respect of which it is specifically provided elsewhere in the by-laws that a person to be appointed or elected to a position shall be a member of The Uniting Church in Australia, ministers and confirmed lay members of other denominations may be appointed to positions of significant pastoral, administrative and/or educational responsibility in congregations, presbyteries, Trinity College Queensland or the Synod Office or agencies subject to their being seconded to The Uniting Church in Australia by the appropriate body within their own respective denominations.<sup>3</sup>
- (2) If a position to which any of such persons referred to in by-law Q2.7.1 is appointed is one in respect of which associate membership of the Synod and/or Presbytery would be conferred on a minister or confirmed member of The Uniting Church in Australia occupying such a position, then associate

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<sup>3</sup> For example, Regulation 2.5.1 regarding the Admission of Minister from another denomination.



membership shall be conferred on a person appointed to that position in accordance with the provisions of by-law Q2.7.1.

- (3) All persons so appointed shall be responsible to the body which appointed them for the effective carrying out of their duties and to the presbytery of which they are associate members in matters of faith and discipline provided that, in cases where loyalty to their own respective denominations in matters of faith prevents such appointed persons from adhering to the doctrines set out in the Basis of Union of The Uniting Church in Australia and subsequent doctrinal statements of the Assembly of that Church, then they shall give an undertaking that they will respect, recognise and accept the validity of the doctrines of that Church and will refrain from teaching and counselling, either publicly or privately, members of that Church and candidates for ministry within that Church in respect of those matters of faith where conscience causes them to differ from that Church in such a way as to discourage members and candidates from adhering to the Basis of Union and subsequent doctrinal statements of the Assembly.

#### **Q2.7.19**

##### **Visitor**

- (1) The Moderator or their nominee has the right, at any time, to attend any Synod governing body meeting but does not have the right to vote.
- (2) The Moderator or their nominee has the right, at any time, to:
  - (a) examine the affairs of any Synod governing body; and
  - (b) confirm that the Synod governing body is fully observing the requirements of the Act, Constitution, Regulations and these by-laws including its Charter and any other policy direction or guidance from the Assembly or the Synod relevant to responsibilities of the governing body.
- (3) The Moderator or their nominee may call a Synod governing body meeting and chair a meeting, whether or not the meeting was called by the Moderator or their nominee.

#### **Q2.7.20**

##### **Synod governing body member skills, attributes and perspectives**

- (1) The following mandatory general governance skills are expected of all Synod governing body members:
  - (a) Theological understanding
  - (b) Corporate governance understanding and commitment
  - (c) Financial literacy
  - (d) Strategic thinking
  - (e) Critical reflection
  - (f) Communication skills
- (2) Specialist skills: Synod governing body members should have a complementary mix of these areas
  - (a) Specific and relevant industry knowledge, including Uniting Church ethos and polity
  - (b) Board experience



- (c) Theological expertise
  - (d) Risk management
  - (e) Financial expertise
  - (f) Legal expertise
  - (g) Strategic planning
  - (h) Property expertise
  - (i) Education knowledge and expertise
- (3) Attributes and attitudes: expected of all Synod governing body members
- (a) Ability and experience to reflect theologically
  - (b) Capacity to devote necessary time
  - (c) Commitment to ongoing personal / professional development
  - (d) Emotional intelligence
  - (e) Curiosity
- (4) Specialist perspectives: Synod governing body members should have a complementary mix of these perspectives
- (a) First Peoples
  - (b) Multi-cultural
  - (c) Youth and young adults
  - (d) Regional and remote
  - (e) Business / enterprise experience independent from the church.



**Q3                      BOARDS AND COMMITTEES OF THE SYNOD**

**Q3.1                    THE UNITING CHURCH IN AUSTRALIA PROPERTY TRUST (Q.)**

**Q3.1.1                General**

**Q3.1.1.1            Purpose of the Property Trust**

- (1)     The Property Trust is the legal vehicle for:
  - (a)     ownership of all property of the church's Bodies including faith communities, congregations and presbyteries within the Synod and the Synod itself; and
  - (b)     all transactions affecting that property.
- (2)     The Property Trust holds, manages, administers and otherwise deals with the Trust Property in accordance with the Act and the regulations, directions and resolutions of the Assembly.
- (3)     The management, control, administration of, and dealings with Trust Property by the Property Trust is carried out by the members.
- (4)     These Property Trust By-laws deal with both:
  - (a)     the way the Property Trust functions internally as a body corporate (matters such as meetings of the members and the duties and protection of members); and
  - (b)     the way the Property Trust functions in relation to its beneficiary (the church) in dealing with the Trust Property.

**Q3.1.1.2            Not-for-profit**

The assets and income of the Property Trust shall be applied solely in furtherance of its role and no portion shall be distributed directly or indirectly to the individual members or their relatives except as bona fide compensation for services rendered or expenses incurred on behalf of the Property Trust.

**Q3.1.2                    Membership of the Property Trust**

**Q3.1.2.1            Composition**

- (1)     No member may appoint an alternate.

**Q3.1.2.2            Eligibility for office**

- (1)     Only a person who meets each of the following criteria:
  - (a)     meets the requirements of by-law Q2.7.8;
  - (b)     is a member of the church under regulation 1;
  - (c)     is a member of the Property Trust,is eligible for appointment, or reappointment, as chairperson.





**Q3.1.2.3 Member election and appointment**

The Synod in Session shall elect and appoint (or reappoint) members other than the ex-officio members referred to in section 13 of the Act, in accordance with the Synod board and committee nomination policies, by-law Q2.7.8 and section 15 of the Act.

**Q3.1.2.4 Chairperson and secretary election and appointment**

- (1) The Synod in Session shall elect and appoint (or reappoint) one member of the Property Trust to be the chairperson of the Property Trust in accordance with the Synod board and committee nomination policies, by-law Q3.1.2.2 and section 16(1) of the Act.
- (2) The Synod in Session shall select and appoint (or reappoint) one member of the Property Trust to be the secretary of the Property Trust in accordance with the Synod board and committee nomination policies, and section 16(1) of the Act.

**Q3.1.2.5 Member indemnification from Trust Property**

Under section 36 of the Act, where a member exercises a power or performs a duty in relation to Trust Property under the governing rules that member may be indemnified out of Trust Property against all expenses or liabilities incurred in connection with the exercise of the power and the performance of the duty, unless it was incurred in the course of fraudulent or negligent breach of trust.

**Q3.1.2.6 Vacation of office**

In addition to the conditions under which a member shall be deemed to have vacated office which are specified in section 17 of the Act, the Synod has, by the Property Trust resolution, resolved that a member appointed after the date of the Property Trust resolution shall also be deemed to have vacated office if the member ceases to meet any of the eligibility criteria in by-law Q2.7.8 or Q3.1.2.2.

**Q3.1.2.7 Casual vacancies**

Section 18 of the Act refers to casual vacancies and applies to vacancies which occur as a result of section 17 of the Act and by-law Q2.7.8.

**Q3.1.3 Property Trust powers**

**Q3.1.3.1 General**

- (1) The Property Trust will be acting validly and lawfully within section 23 of the Act to the extent that any particular dealing with Trust Property can trace its ultimate source to any regulations, directions or resolutions of the Assembly.
- (2) The Property Trust has all the powers in relation to the Trust Property that it is possible to give a trustee, including all the powers that a person would have as the legal and beneficial owner of the Trust Property.
- (3) The Property Trust has an absolute discretion whether to exercise a power, and how a power is to be exercised. Neither a Body nor any person may



challenge an exercise of a power or failure to exercise it, or require a reason for its exercise or non-exercise.

- (4) The Property Trust must deal with Trust Property in the way contemplated by section 23(b) of the Act. This includes the conduct of various activities by:
  - (a) members; and
  - (b) authorised persons; and
  - (c) Bodies,where those activities deal with Trust Property and are conducted in consistence with and for the furtherance of the purposes of the church as promulgated within the Basis of Union.
- (5) Notwithstanding anything to the contrary in these Property Trust By-laws, the Property Trust may request the FIP Board to seek information from, resolve or investigate any property matter with a Body or authorised person before the Property Trust exercises a power or performs a duty.
- (6) The Property Trust has the power to review these Property Trust By-laws and recommend amendments to the Synod as and when considered necessary by the Property Trust.

#### **Q3.1.3.2 Authorisations**

- (1) Subject to section 23(b) of the Act, the Property Trust may resolve to authorise a Body or person to:
  - (a) exercise a power of the Property Trust; and
  - (b) implement a decision of the Property Trust; and
  - (c) make an oral agreement or execute a Document under regulation 4.7.3; and
  - (d) execute a Document under regulation 4.7.4,in accordance with the terms and conditions, if any, specified in relation to that authorisation.
- (2) Authorisations made under by-law Q3.1.3.2(1) includes authorisations made under section 22 of the Act as well as authorisations made in accordance with Synod property policies.
- (3) The Property Trust may, in its absolute discretion, resolve to at any time revoke any authorisation previously provided by the Property Trust under these Property Trust By-laws.

#### **Q3.1.3.3 Limitations**

The powers of the Property Trust are limited to the powers under the Act.



### **Q3.1.4 Property Trust duties and responsibilities**

#### **Q3.1.4.1 General**

- (1) The Property Trust must act for, on behalf of and in the interests of the Bodies, and ultimately the church.
- (2) The members owe fiduciary duties with respect to the management, control, administration of, and dealings with, Trust Property. The nature of the duty extends to the members ensuring that they:
  - (a) act with care, skill and diligence; and
  - (b) act in good faith and for a proper purpose; and
  - (c) do not misuse information or their position; and
  - (d) manage conflicts.

#### **Q3.1.4.2 Binding directions**

- (1) The Property Trust must, on receipt determine whether a purported binding direction (including a binding property direction) from Synod (including the Synod Standing Committee) is a binding direction.
- (2) The Property Trust must, within a reasonable time, act in accordance with a binding direction.
- (3) The Property Trust is only required to act on binding directions.

#### **Q3.1.4.3 Register of authorisations**

The Property Trust must keep a register in the form approved by the General Secretary.

### **Q3.1.5 Property Trust meetings**

#### **Q3.1.5.1 Conduct of business**

- (1) Under section 19(2) of the Act, the Property Trust shall regulate and conduct its business and proceedings in such manner as it determines from time to time.
- (2) These Property Trust By-laws constitute the manner by which the Property Trust regulates and conducts its business and proceedings.

#### **Q3.1.5.2 Quorum**

- (1) Under section 19(1) of the Act, 3 members shall constitute a quorum for the purpose of any meeting of the Property Trust.



#### **Q3.1.5.3 Meetings**

- (1) The Property Trust shall meet at least 4 times each calendar year on a quarterly basis.
- (2) Notice of every meeting of the Property Trust must be given to each member:
  - (a) specifying the time and place and stating the nature of the business to be transacted at the meeting; and
  - (b) at least 3 clear days before the meeting (except in circumstances which in the opinion of at least 2 members constitute an emergency in which case a meeting may be called without notice having been given as prescribed); and
  - (c) by the method of written, audio or electronic communication last notified by the member to the secretary.
- (3) Failure to give notice of the meeting of the Property Trust to a member does not invalidate anything done, or any resolution passed at the Property Trust meeting, if the failure occurred by accident or where the member concerned waives notice of that meeting or attends the meeting.
- (4) The members present at a meeting of the Property Trust may from time to time adjourn the meeting.
- (5) The chairperson shall preside at each meeting of the Property Trust at which the chairperson is present.
- (6) If the chairperson is absent from a meeting of the Property Trust, those members present shall elect from amongst themselves a person to preside at that meeting, and whilst that person presides they shall have all the powers, functions and immunities of the chairperson.

#### **Q3.1.5.4 Conduct of affairs**

- (1) All members have equal voting rights.
- (2) Under section 19(1), the decision of a majority of the members present and voting at any meeting of the Property Trust shall be the decision of the Property Trust.
- (3) Minutes of meetings of the Property Trust must be kept.
- (4) A minute of any Property Trust meeting shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if signed as a correct record by the chairperson of the meeting.
- (5) A document made or issued by the Property Trust shall be sufficiently authenticated if it is made or, as the case may be, signed by the chairperson or a person authorised by the chairperson at the chairperson's direction.



### **Q3.1.5.5      Validity of acts and proceedings**

- (1) Under section 19(3) of the Act, an act or proceeding of the Property Trust shall not be invalid or ineffectual in consequence only of the number of members not being complete at the time of such act or proceeding.
- (2) Under section 19(4) of the Act, all acts and proceedings of the Property Trust shall, notwithstanding any defect in the appointment of a member or that any member was disqualified or disentitled to act, be as valid and effectual as if every such member had been duly appointed and was qualified and entitled to act and as if the Property Trust had been properly and fully constituted.

### **Q3.1.6      Administration**

#### **Q3.1.6.1      Authorised persons**

- (1) The Property Trust was established to provide a legal entity with legal capacity to facilitate the management of church property in pursuit of its mission. The Property Trust does not operate, and was not intended to operate, in isolation from the Bodies established for the governance and administration of the church.
- (2) In relation to property, only a Body or person authorised:
  - (a) by the Property Trust under by-law Q3.1.3.2; or
  - (b) by or in accordance with a Synod by-law made under regulation 3.1.5(l); or
  - (c) by or in accordance with a regulation, direction or resolution made by the Assembly under section 23(b) of the Act,(an **authorised person**) can exercise a power of the Property Trust and implement a decision of the Property Trust, only in accordance with the terms and conditions, if any, specified in relation to that authorisation.
- (3) The terms and conditions associated with any by-law Q3.1.3.2 authorisation may include, but are not limited to:
  - (a) reporting requirements; and
  - (b) conditions relating to the indemnification of the authorised person under by-law Q3.1.7.1(3).
- (4) Each authorised person owes fiduciary duties with respect to the management, control, administration of, and dealings with, Trust Property. The nature of these duties extends to each authorised person ensuring that they:
  - (a) act with care, skill and diligence; and
  - (b) act in good faith and for a proper purpose; and
  - (c) do not misuse information or their position; and
  - (d) manage conflicts.



- (5) Each authorised person must:
  - (a) act in accordance with the Synod conflicts policy; or
  - (b) in the absence of such a policy, within a reasonable time disclose any conflict in relation to the authorisation to the Property Trust chairperson and act in accordance with any subsequent direction of the Property Trust.

#### **Q3.1.6.2 Binding property direction criteria**

A binding property direction is a direction to the Property Trust to deal with specified property which meets all of the following criteria:

- (a) it is received from:
  - (i) the FIP Board; or
  - (ii) a FIP Board Delegate; or
  - (iii) the Synod under section 21(4) of the Act;
- (b) it is in the format, if any, specified in a Synod property policy; and
- (c) it is accompanied by associated documentation, if any, specified in a Synod property policy;
- (d) it provides certifications, and confirmations, if any, required by a Synod property policy.

#### **Q3.1.6.3 Common Seal**

Under section 20 of the Act, the:

- (a) members shall have custody of the common seal; and
- (b) form of the common seal and all other matters relating to the common seal shall be determined by the Property Trust; and
- (c) common seal may only be affixed to a Document following a resolution passed at a duly convened meeting of the Property Trust, and it shall be signed by not less than 2 members.

#### **Q3.1.6.4 Execution of Documents**

The Synod has, by the Property Trust resolution, resolved that Documents must be executed on behalf of the Property Trust only by authorised persons in accordance with both the terms and conditions of their authorisation and the Synod document executions policy.



### **Q3.1.7 Liability of the Property Trust**

#### **Q3.1.7.1 Liability and indemnification**

- (1) The Property Trust is liable for the acts and omissions of:
  - (a) a member, provided that the member was exercising a power or performing a duty in relation to Trust Property under the governing rules; and
  - (b) an authorised person, provided that the authorised person acts in relation to Trust Property in accordance with all terms and conditions associated with the authorisation,unless the liability was incurred in the course of fraudulent or negligent breach of trust.
- (2) Under section 36 of the Act, where a member exercises a power or performs a duty in relation to Trust Property under the governing rules, that member may be indemnified out of Trust Property against all expenses or liabilities incurred in connection with the exercise of the power and the performance of the duty unless the expense or liability was incurred in the course of fraudulent or negligent breach of trust.
- (3) Under section 36 of the Act, where an authorised person acts in relation to Trust Property in accordance with all terms and conditions associated with the authorisation, that authorised person may be indemnified out of Trust Property against all expenses or liabilities incurred in connection with the act, unless the expense or liability was incurred in the course of fraudulent or negligent breach of trust.

#### **Q3.1.7.2 Revocation of implied authority**

- (1) Under clause 32 of the Constitution and regulation 3.1.5, the Synod possesses the inherent power to deal with matters consistent with the purposes of the church.
- (2) Sections 21 and 22 of the Act set out how an agreement and Document may be entered into on behalf of the Property Trust.
- (3) A person must not in any way hold themselves out as having any power or authority to bind the Property Trust unless expressly authorised under by-law Q3.1.6.1(2).
- (4) The Synod has, by the Property Trust resolution, resolved that the only persons who may validly bind the Property Trust are authorised persons.
- (5) Other than as expressly authorised, a Body or person has no authority to, and must not:
  - (a) enter into any agreement or execute any Document in the name of, or on behalf of, the Property Trust; or



- (b) take any act or step to bind or commit the Property Trust in any manner, whether as a disclosed agent of the Property Trust or otherwise.
- (6) If a Body or person acts:
  - (a) outside their by-law Q3.1.6.1(2) authority; or
  - (b) without a by-law Q3.1.6.1(2) authorisation in relation to the Property Trust,

the Property Trust will not be bound or liable in respect to such action and the Body or person shall not be indemnified under section 36 of the Act.

#### **Q3.1.7.3 Limitation of Liability**

The Synod has, by the Property Trust resolution, resolved that the Property Trust will not be liable if:

- (a) an authorised person acts, or omits to act, contrary to the terms and conditions of their authorisation; or
- (b) a member acts, or omits to act, other than in accordance with their duties and powers; or
- (c) a Body or person, including an authorised person and member, acts without the authority of the Property Trust,

and that authorised person, member, Body or other person shall not be indemnified out of Trust Property under section 36 of the Act.

#### **Q3.1.7.4 Dissolution**

- (1) The Property Trust shall not be dissolved without the prior approval of the Synod.
- (2) If the Property Trust is dissolved, any property remaining after settlement of all due debts and liabilities must be transferred to one or more organisations selected by the Synod which have similar purposes and are not carried on for the profit or gain of their individual members.

### **Q3.2 TRINITY COLLEGE QUEENSLAND**

#### **Q3.2.1 Trinity College Queensland, its responsibilities and other matters**

- (1) Trinity College Queensland (the **College**) is established.
- (2) For regulation 3.7.4.4, the college has the following responsibilities:
  - (a) to provide high-quality and relevant theological education to candidates;
  - (b) to provide high-quality and relevant continuing education for ministry to lay and ordained Ministers;
  - (c) to provide lay education to the Church's confirmed lay members;





- (d) to provide education in religious studies to persons who are not members of the Church;
  - (e) to develop a range of educational resources for the provision of theological, ministerial and lay education within the bounds of the Synod, including an adequately staffed and resourced library;
  - (f) to foster high-quality scholarly research that supports the Synod's mission and ministry.
- (3) The college's staff members (including faculty members) are responsible for ensuring that the college fulfils its responsibilities, as mentioned in by-law Q3.2.1(2).
- (4) Subject to by-law Q3.2.2, the college is taken to be a theological college for the purposes of the Regulations.

#### **Q3.2.2 Establishment of faculty, its role and other matters**

- (1) The faculty is established for the purposes of regulation 3.7.4.5 and comprises the persons mentioned in regulation 3.7.4.5(b).
- (2) To remove doubt, it is declared that the faculty's role is to ensure that that aspect of the college's operations concerned with the provision of theological education to candidates complies with regulation 3.7.4.5.
- (3) For the purposes of regulation 3.7.4.5(b), the only full-time teaching members of the staff of the college who are faculty members are the college's candidate educators.<sup>4</sup>
- (4) The faculty must provide the presbytery that has the pastoral care and oversight of a candidate with a regular report on the progress of the candidate in any course, or unit of study, being undertaken by the candidate at the college.
- (5) The faculty may appoint committees to perform an advisory role to the faculty.
- (6) The faculty may invite a person with appropriate qualifications, expertise and skills to attend a faculty meeting. An invitee may speak, but not vote, at the meeting.

#### **Q3.2.3 Appointment of college's candidate educators**

- (1) The SSC must appoint the college's candidate educators.
- (2) The RNC must determine the conditions of appointment of each of the college's candidate educators.
- (3) The BCF's chairperson must, in consultation with the Director of Education for Ministry, prepare a position description and selection criteria for a

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<sup>4</sup> As a result of by-laws Q3.2.3 and Q3.2.4, the only full-time teaching members of the staff of the college who are appointed by the Synod are the college's candidate educators.



vacancy in a position of the college's candidate educators, and have these documents endorsed by the BCF before advertising the vacancy.

- (4) The BCF's chairperson must also establish a joint nominating committee for the vacancy, consisting of the following:
  - (a) a person who is to be the committee's chairperson;
  - (b) the General Secretary, or his or her nominee;
  - (c) a member of the Placements Committee;
  - (d) the Director of Education for Ministry, or his or her nominee;
  - (e) a candidate educator of the college.
- (5) If the BCF's chairperson deems it necessary, the chairperson may appoint another person to be a member of the joint nominating committee who has relevant expertise in the context of the vacant position.
- (6) The joint nominating committee must:
  - (a) advertise, and receive applications for, the vacancy; and
  - (b) decide, after consultation with the Placements Committee, a short list of applicants for the vacancy; and
  - (c) interview the applicants on the short list; and
  - (d) after consultation with the faculty, choose 1 applicant for proposed appointment by the SSC; and
  - (e) submit details of the chosen applicant to the General Secretary, for on forwarding to the SSC for its consideration and decision.
- (7) Subject to due process being followed, the SSC may terminate the appointment of a candidate educator of the college.

#### **Q3.2.4 Appointment of college's other staff members**

- (1) The BCF must appoint the college's teaching members of staff, other than the Director of Education for Ministry and the college's candidate educators.
- (2) The SSC must determine the procedures for each appointment and the conditions of the appointment.

#### **Q3.2.5 Director of Education for Ministry**

- (1) The SSC must appoint a person to the position of Director of Education for Ministry (the **Director**).
- (2) The director has the following responsibilities:
  - (a) to manage the college's operations;
  - (b) to appoint the college's administrative staff.



- (3) The director is accountable:
  - (a) to the BCF: for the implementation of the BCF's strategies, in the context of the college, for theological, ministerial and lay education within the bounds of the Synod; and
  - (b) to the General Secretary: for the college's operational matters, including the management of the college's staff.
- (4) An appointment of a person as the director may be for a term of not more than 5 years.
- (5) The SSC must determine the conditions of appointment of the director.
- (6) The BCF's chairperson must prepare a position description and selection criteria for a vacancy in the position of the director, and have these documents endorsed by the BCF before advertising the vacancy.
- (7) The BCF's chairperson must also establish a joint nominating committee for the vacancy, consisting of the following:
  - (a) a person who is to be the committee's chairperson;
  - (b) the General Secretary, or his or her nominee;
  - (c) a member of the Placements Committee;
  - (d) a person with tertiary level teaching experience in theological education.
- (8) The joint nominating committee must:
  - (a) advertise, and receive applications for, the vacancy; and
  - (b) decide, after consultation with the Placements Committee, a short list of applicants for the vacancy; and
  - (c) interview the applicants on the short list; and
  - (d) choose one (1) applicant and obtain the BCF's endorsement; and
  - (e) submit details of the chosen applicant to the General Secretary, for on forwarding to the SSC for its consideration and decision.
- (9) The BCF must conduct an annual review of the director's performance.
- (10) Depending on the outcomes of the reviews of the director's performance under by-law Q3.2.5(9) during the director's term of appointment, and after consulting the faculty, the SSC may extend the director's appointment for a further term of not more than 5 years.
- (11) There may be more than 1 extension of the director's appointment under by-law Q3.2.5(10).
- (12) The director must provide the BCF with an annual report on the college's operations, addressing the matters required to be addressed by the BCF.



- (13) Subject to due process being followed, the SSC may terminate a person's appointment as the Director of Education for Ministry.
- (14) A reference to the college's principal in the Regulations is taken to be a reference to the Director of Education for Ministry.
- (15) To remove doubt, it is declared that the director is a faculty member under regulation 3.7.4.5(b).
- (16) The person who held the position of Director of Education for Ministry immediately before the commencement of this by-law is taken to hold the position of Director of Education for Ministry on the commencement of this by-law, and continues to hold office for the balance of the person's term of appointment, unless the appointment is ended before the end of the term.

### **Q3.3 ADVISORY COMMITTEE ON MINISTERIAL PLACEMENTS**

#### **Q3.3.1 The Committee**

- (1) There shall be an Advisory Committee on Ministerial Placements to be known as the Placements Committee. (Regulation 3.1.5(h))
- (2) The Committee shall consist of:
  - (a) The Moderator, who shall be the Chairperson of the Committee;
  - (b) The Secretary of Synod who shall be the secretary of the Committee; (Regulation 3.7.4.2(a)(ii))
  - (c) One (i) person appointed by each presbytery
  - (d) Six (6) additional persons, namely:
    - (i) Moderator-Elect;
    - (ii) Chief Executive Officer, UnitingCare Queensland Limited or his/her nominee
    - (iii) Director of Education for Ministry (or his or her nominee);
    - (iv) A Deacon representative nominated by the Secretary of the Committee;
    - (v) A Youth Worker representative nominated by the Secretary of the Committee.
    - (vi) Executive Officer, Chaplaincy Commission.

#### **Q3.3.2 The Executive**

The Committee shall appoint an Executive to act on its behalf between meetings of the whole Committee.

#### **Q3.3.3 Meetings**

The Committee shall meet as necessary but not fewer than four times in any year.

#### **Q3.3.4 Duties and Procedures**

- (1) The duties of the Committee shall be as set out in the Regulations and as



delegated by presbyteries. (Regulation 3.7.4.2(b) and Constitution Clause 18(b)(ii)).

- (2) The Committee shall exercise an overview of placements of Ministers of the Word, Deacons, Deaconesses, Youth Workers and Lay Pastors throughout the Synod.
- (3) The Committee shall, from time to time, draw up Guidelines for the placement of Ministers of the Word, Deacons, Deaconesses, Youth Workers and Lay Pastors within the bounds of the Synod, including those under Regulation 2.4.1(b).
- (4) The Committee shall approve on the recommendation of the appropriate presbytery the appointment of Lay, Youth or Education Workers or Lay Assistants in congregations where their work involves significant pastoral or educational responsibilities.

The Committee on the recommendation of the presbytery shall consider and approve:

a statement of the need; a Job Description;  
terms of appointment and the name of the person to be appointed

for all such appointments.

- (5) The Moderator shall preside over meetings of the Committee. In the absence of the Moderator, the Committee shall appoint a Chairperson.
- (6) The decisions of the Committee shall require a simple majority.
- (7) The decisions of the Committee shall be conveyed to all parties concerned by the appropriate presbytery or Synod Office, except where the Committee requests the Moderator or the Secretary to convey the decision.



#### **Q4 INSTITUTIONS AND AGENCIES OF THE SYNOD**

##### **Q4.1 Institutions**

##### **Q4.1.1** The Synod has established the following institutions pursuant to Regulation 3.7.4.7:

Andy's Place which shall be governed in accordance with its Constitution.

Dostana which shall be governed in accordance with its Constitution (SSC 20.136)

Dwell Youth Families Hub which shall be governed in accordance with its Constitution (SSC 22.083)

UnitingCare Queensland Limited (initially incorporated as "UnitingCare Qld Limited") and UCQ Limited (collectively referred to in as "**the UnitingCare institutions**") which shall be governed in accordance with their respective Constitutions and the by-laws contained in Q4.2;

UnitingCare Queensland which shall be governed in accordance with its Constitution and the By-law contained in Q4.3; and

Wesley Mission Queensland which shall be governed in accordance with its Constitution.

##### **Q4.2 UNITINGCARE QUEENSLAND LIMITED and UCQ LIMITED**

##### **Q4.2.1 Assets and income**

The assets and income held by the Property Trust for the beneficial use of the institution known as UnitingCare Queensland are to be held by the Property Trust on behalf of the institution UnitingCare Queensland Limited for the purposes of the Church in accordance with section 23(a) of the Act and clause 50 of the Constitution of the Church and must be applied solely in furtherance of purposes of UnitingCare Queensland Limited as set out in the UnitingCare Queensland Limited constitution.

##### **Q4.2.2 FIP Decision Matters**

Subject to By-law Q4.2.1, all powers, authorities and matters declared by Synod through its adoption of the FIP Board Charter to be matters for decision by the FIP Board are reserved to the FIP Board notwithstanding that they relate to the UnitingCare institutions.

##### **Q4.2.3 Consultation with UnitingCare institutions**

- (1) In exercising any of the powers, authorities or matters comprising the FIP Decision Matters referred to in By-law Q4.2.2, the FIP Board and the boards of the UnitingCare institutions shall, except in the case of emergency, consult and co-operate with each other prior to the exercise of the relevant power or authority; and
- (2) In relation to all such consultations, the boards of the UnitingCare institutions shall in good faith and in timely fashion provide to the FIP Board or relevant persons all relevant information in the possession of either of the UnitingCare institutions so as to enable the exercise of the relevant power or authority.



**Q4.2.4            UnitingCare Queensland Limited and UCQ Limited boards**

**Q4.2.4.1        The UnitingCare Queensland Limited and UCQ Limited board functions**

The governance responsibilities conferred on the board of each of the UnitingCare institutions pursuant to their respective Constitutions include responsibility for the following functions in pursuit of the UnitingCare institution's purpose as set out in its Constitution:

- (1)    The general governance, direction and control of the UnitingCare institution in accordance with and subject to this By-law Q4.2 and their respective constitution;
- (2)    Setting and overseeing the strategic direction of the UnitingCare institutions;
- (3)    Discerning and interpreting the relationship of the mission of the Uniting Church to community needs, service provision and community development;
- (4)    Providing advice to the Synod on matters relating to the establishment and operation of health and care services to the community;
- (5)    Providing leadership through the development of social policy and research, and advocacy on health and care services to the community;
- (6)    Facilitating the provision of pastoral care to patients, clients, residents, their families, staff and volunteers;
- (7)    Supporting, overseeing and working with and through the chief executive officer of the UnitingCare institutions to ensure the implementation of all plans and policies approved by the boards of the UnitingCare institutions;
- (8)    Monitoring and supervising the implementation of plans and policies approved by the boards of the UnitingCare institutions; and
- (9)    Ensuring that the UnitingCare institutions operate in accordance with their respective constitutions and By-law Q4.2.

This By-law does not derogate from the provisions of the Church's Constitution or Regulations.

**Q4.2.4.2        UnitingCare Queensland (unincorporated institution and predecessor of UnitingCare Queensland Limited)**

UnitingCare Queensland Limited is delegated the responsibility to exercise the role of the Synod in respect of UnitingCare Queensland, other than the powers referred to in By-laws Q4.3.3.1(2)-(7) and Q4.3.9.1, and to develop and implement appropriate oversight and governance arrangements for UnitingCare Queensland aligned with UnitingCare Queensland's constitution and By-law Q4.3.



#### **Q4.2.4.3 Register of UnitingCare Queensland Limited and UCQ Limited Board delegations**

The boards of the UnitingCare institutions must keep a register in the form approved by the Synod Standing Committee, setting out as a minimum in relation to each delegation:

- (1) the name of each delegate; and
- (2) in relation to each delegate:
  - (a) the date the delegation was granted; and
  - (b) the name of the Body or title of the person who is the delegate; and
  - (c) a record of the resolution or decision by which the delegation was granted; and
  - (d) the terms and conditions associated with the delegation; and
- (3) the above details in relation to each sub-delegation granted in accordance with the terms and conditions of a delegation.
- (4) The Synod may appoint a delegate to inspect the register of the Board Delegations upon written request to the Board Chair requesting to do so.

#### **Q4.2.4.4 Accountability and reporting**

The boards of the UnitingCare institutions must report regularly to Synod in accordance with the Reporting Schedule approved by Synod, a copy of which appears as Schedule 2 of these By-laws.

#### **Q.4.2.4.5 Chair of UnitingCare Queensland Limited and UCQ Limited**

- (1) The Chair of UnitingCare Queensland Limited and UCQ Limited must be a member of the Church.
- (2) The appointment of the Chair must be in accordance with all applicable By-laws and policies and procedures relating to the appointment of board members to institutions established by the Synod.

#### **Q4.2.5 Chief executive officer and Director of Mission**

##### **Q4.2.5.1 Chief executive officer**

The chief executive officer of the UnitingCare institutions must be a person with a Christian commitment and character who respects and abides by the polity and ethos of the Uniting Church in Australia.

##### **Q.4.5.2 Director of Mission**

- (1) A Director of Mission for UnitingCare institutions will be appointed. The position description of the Director of Mission will be consistent with the position being a placement, and subject to the regulations





for appointing people to placements (as set out in the Uniting Church in Australia Constitution and Regulations, and all applicable By-laws and policies relating to this appointment established by the Synod).

- (2) The Director of Mission is responsible for promoting and assisting the UnitingCare institutions with:
  - (a) Implementing the integration of justice and foundational values for UnitingCare institutions;
  - (b) Such other matters that the chief executive officer of UnitingCare institutions or the Boards of the UnitingCare institutions, consider necessary and which are consistent with the position being a placement under clause (1) above.

## **Q4.2**

## **Q4.3           UNITING CARE QUEENSLAND (Provisions for the Unincorporated Institution)**

### **Q4.3.1           Establishment of UnitingCare Queensland**

#### **Q4.3.1.1        UnitingCare Queensland as an Institution**

- (1) UnitingCare Queensland is upon adoption of these UnitingCare Queensland By-laws an institution established by the Synod pursuant to Regulation 3.7.4.7 and is and will continue to be an institution under charity and taxation law.
- (2) Responsibility for the governance of UnitingCare Queensland is, and upon adoption of these UnitingCare Queensland By-laws, shall continue to be vested in the UnitingCare Queensland board subject to the provisions of these UnitingCare Queensland By-laws.
- (3) The Synod has contemporaneously with the adoption of these UnitingCare Queensland By-laws established a constitution for the regulation of UnitingCare Queensland as an institution and may from time to time, amend, revoke or replace the UnitingCare Queensland constitution consistent with these UnitingCare Queensland By-laws and with the Regulations and By-laws generally.
- (4) The UnitingCare Queensland board shall be accountable to Synod for the discharge of its responsibilities under and in accordance with these UnitingCare Queensland By-laws and the UnitingCare Queensland constitution.

#### **Q4.3.1.2        Purposes of UnitingCare Queensland**

- (1) The purpose of UnitingCare Queensland arises out of the stated purpose of Jesus Christ “to have life in all its fullness” (John 10:10). Its role is to be an agent of God’s healing power to the “whole person”, and not just for an individual ailment or disability, thereby enabling each individual to play his or her important role in God’s plan for the human family. Thus, UnitingCare Queensland is formed for the purposes of the provision of health and care services to the community because it believes that the work of healing, growth, renewal and reconciliation is in furtherance of the mission of the



Church and her commitment to Christ's mission in the World. This is expressed through the following purposes:

- (a) to be a public benevolent institution;
- (b) to be a charitable institution advancing Social and Public Welfare by providing benevolent relief for the benefit of vulnerable persons, and without limiting the generality of these purposes, this may include providing:
  - (i) care and support to the elderly or others who have health related needs;
  - (ii) care and support for people with a disability;
  - (iii) care, support and protection for children and young people and their families;
  - (iv) primary, secondary and tertiary health care services and palliative care to people suffering as a result of illness;
  - (v) community services responsive to the needs of people who are in distress as a result of poverty, breakdown in relationships, domestic violence, trauma, mental health, addictive behaviours, homelessness or natural disasters;
- (c) doing all such other things as are incidental or conducive to the operation of UnitingCare Queensland and otherwise for the attainment of all or any of the above purposes of UnitingCare Queensland, including but not limited to:
  - (i) promoting reconciliation, mutual respect and tolerance between Australians by working in partnership with Aboriginal and Torres Strait Islander peoples to develop and deliver services that reflect the beliefs, values and needs of Aboriginal and Torres Strait Islander peoples;
  - (ii) providing care to people irrespective of ethnicity, social status or religious beliefs and cooperating with governmental and other bodies to render the most effective service and support possible;
  - (iii) providing education and training of health and community service professionals and workers in conjunction with appropriate educational institutions;
  - (iv) researching, developing, promoting, advocating for and/or encouraging opportunities and activities that provide better living conditions and health care for vulnerable persons thereby assisting them to achieve a better quality and enjoyment of life; and
  - (v) building relationships with other bodies of the Church to enhance mutual encouragement in the proclamation of the gospel through the works of UnitingCare Queensland.

#### **Q4.3.1.3 Powers**

The powers of UnitingCare Queensland are all the powers as are lawful and required



by UnitingCare Queensland to give effect to the purposes set out in by-law Q4.3.1.2 subject only to the limitations contained in the UnitingCare Queensland by-laws.

#### **Q4.3.1.4 Not-for-profit**

The assets and income held by the Property Trust for the beneficial use of UnitingCare Queensland shall be applied solely in furtherance of its charitable purposes in accordance with the UnitingCare Queensland Constitution and no portion shall be distributed directly or indirectly to any member of the Church except as permitted by the UnitingCare Queensland constitution.

#### **Q4.3.2 UnitingCare Queensland constitution**

The UnitingCare Queensland constitution shall be read subject to these UnitingCare Queensland By-laws and these UnitingCare Queensland By-laws shall prevail to the extent there is any inconsistency between them.

#### **Q4.3.3 Powers, authorities and matters for Synod**

##### **Q4.3.3.1 Synod Decision Matters**

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

- (1) the selection, appointment, reappointment and removal of all UnitingCare Queensland board members other than the Moderator and General Secretary who are members by virtue of holding those offices;
- (2) the selection, appointment, reappointment and removal of the UnitingCare Queensland board chair who must be a member of the Church;
- (3) the power to dissolve UnitingCare Queensland subject to By-law Q4.3.9 and the provisions contained in the UnitingCare Queensland constitution relating to the dissolution of UnitingCare Queensland;
- (4) the power to revoke, vary, amend or replace these UnitingCare Queensland By-laws and the UnitingCare Queensland constitution;
- (5) the power to endorse the appointment, re-appointment or removal of the CEO;
- (6) the power to carry out any of the activities of UnitingCare Queensland through, or in joint venture with, a body corporate; and
- (7) such other matters which are by the UnitingCare Queensland constitution, the Regulations or the By-laws expressly declared to be matters for decision by the Synod.

##### **Q4.3.3.2 Consultation with UnitingCare Queensland**

- (1) In exercising any of powers, authorities or matters comprising the Synod Decision Matters referred to in by-law Q4.3.3.1, Synod should except in the case of emergency consult and require all relevant persons to consult in good faith with the UnitingCare Queensland board prior to the exercise of the relevant power or authority; and



- (2) In relation to all such consultations, the UnitingCare Queensland board shall in good faith and in timely fashion provide to Synod or relevant persons all relevant information in the possession of UnitingCare Queensland so as to enable the exercise of the relevant power or authority.
- (3) The decision of the Synod prevails in relation the exercise of powers, authorities or matters referred to in by-law Q4.3.3.1 and their decision is final.

#### **Q4.3.4 Property Trust**

##### **Q4.3.4.1 Assets and income**

The assets and income held by the Property Trust for the beneficial use of UnitingCare Queensland are and shall continue to be held by the Property Trust on behalf of the Church conducting the institution UnitingCare Queensland for the purposes of the Church in accordance with section 23(a) of the Act and clause 50 of the Constitution of the Church and must be applied solely in furtherance of purposes of UnitingCare Queensland as set out in the UnitingCare Queensland By-laws and UnitingCare Queensland constitution.

##### **Q4.3.4.2 FIP Decision Matters**

Notwithstanding any other provision but subject to by-law Q4.3.3.1, all powers, authorities and matters declared by Synod through its adoption of the FIP Board Charter to be matters for decision by the FIP Board are reserved to the FIP Board notwithstanding that they relate to UnitingCare Queensland.

##### **Q4.3.4.3 Consultation with UnitingCare Queensland**

- (1) In exercising any of the powers, authorities or matters comprising the FIP Decision Matters referred to in By-law Q4.3.3.1, the FIP Board and the UnitingCare Queensland board shall except in the case of emergency consult and co-operate with each other prior to the exercise of the relevant power or authority; and
- (2) In relation to all such consultations, the UnitingCare Queensland board shall in good faith and in timely fashion provide to the FIP Board or relevant persons all relevant information in the possession of UnitingCare Queensland so as to enable the exercise of the relevant power or authority.

#### **Q4.3.5 UnitingCare Queensland board**

##### **Q4.3.5.1 The UnitingCare Queensland board functions**

The governance responsibilities conferred on the UnitingCare Queensland board and referred to in By-law Q4.3.3.1 include responsibility for the following functions:

- (1) The general governance, direction and control of UnitingCare Queensland in accordance with and subject to these UnitingCare Queensland By-laws and the UnitingCare Queensland constitution;
- (2) Setting and overseeing the strategic direction of UnitingCare Queensland;
- (3) Discerning and interpreting the relationship of the mission of the Uniting Church to community needs, service provision and community development;



- (4) Providing advice to the Synod on matters relating to the establishment and operation of health and care services to the community;
- (5) Providing leadership through the development of social policy and research, and advocacy on health and care services to the community;
- (6) Facilitating the provision of pastoral care to patients, clients, residents, their families, staff and volunteers;
- (7) Supporting, overseeing and working with and through the CEO of UnitingCare Queensland to ensure the implementation of all plans and policies approved by the UnitingCare Queensland board;
- (8) Monitoring and supervising the implementation of plans and policies approved by the UnitingCare Queensland board; and
- (9) Ensuring that UnitingCare Queensland operates in accordance with the UnitingCare Queensland constitution and these UnitingCare Queensland By-laws.

#### **Q4.3.5.2 Composition**

The UnitingCare Queensland board shall consist of: at least 8 and not more than 12 persons (or not more than 13 persons where the CEO is a member of the board) being:

- (1) the person occupying the office of General Secretary of Synod;
- (2) the person occupying the office of Moderator;
- (3) if determined by the Synod and upon the recommendation of the Board, the CEO; and
- (4) other persons appointed by Synod in accordance with UnitingCare Queensland constitution.

#### **Q4.3.5.3 Transition of current board**

Upon adoption of the UnitingCare Queensland constitution, the persons who were members of the UnitingCare Queensland board immediately prior to its adoption shall continue in office until the expiry of the term of 3 years for which they were appointed prior to the adoption of the Constitution, and thereafter shall be eligible for re-appointment subject to clause 4.8 and 4.9 of the Constitution.

#### **Q4.3.5.4 Eligibility for office**

The eligibility requirements for appointment to the UnitingCare Queensland board shall be as set out in the UnitingCare Queensland constitution.

#### **Q4.3.5.3 Appointments**

Appointments to the UnitingCare Queensland board shall be in accordance with the UnitingCare Queensland constitution and all relevant Synod By-laws, policies and procedures relating to the eligibility and appointment of board members to institutions established by the Synod.



#### **Q4.3.6 UnitingCare Queensland Board powers**

##### **Q4.3.6.1 Powers and Duties**

Subject to the Synod Decision Matters and the FIP Decision Matters, the UnitingCare Queensland board has all of the powers conferred on it by these UnitingCare Queensland By-laws and the UnitingCare Queensland constitution. Each of the UnitingCare Queensland board members has the duties, liabilities and indemnities conferred on them by these UnitingCare Queensland By-laws and the UnitingCare Queensland constitution.

##### **Q4.3.6.2 Register of UnitingCare Queensland Board delegations**

The UnitingCare Queensland board must keep a register in the form approved by the Synod Standing Committee, setting out as a minimum in relation to each delegation:

- (1) the name of each delegate; and
- (2) in relation to each delegate:
  - (a) the date the delegation was granted; and
  - (b) the name of the Body or title of the person who is the delegate; and
  - (c) a record of the resolution or decision by which the delegation was granted; and
  - (d) the terms and conditions associated with the delegation; and
- (3) the above details in relation to each sub-delegation granted in accordance with the terms and conditions of a delegation.
- (4) The Synod may appoint a delegate to inspect the register of the UnitingCare Queensland Board Delegations upon written request to the Board Chair requesting to do so.

##### **Q4.3.6.3 Accountability and reporting**

The UnitingCare Queensland board must report regularly to Synod in accordance with the Reporting Schedule approved by Synod, a copy of which appears as Schedule 2 of the UnitingCare Queensland by-laws.

#### **Q4.3.7 CEO and Director of Mission**

##### **Q4.3.7.1 CEO**

- (1) The chief executive officer of UnitingCare Queensland Limited shall be the CEO of Uniting Care Queensland, and shall be appointed and removed in accordance with the UnitingCare Queensland Limited Constitution. The remainder of this Q4.3.7.1 applies only where there is no CEO of UnitingCare Queensland appointed.
- (2) The CEO is appointed, reappointed or removed by the Synod Standing Committee on the recommendation of the UnitingCare Queensland Board.
- (3) The CEO must be a person with a Christian commitment and character and who respects and abides by the polity and ethos of the Uniting Church in Australia.



- (4) The CEO is accountable to the UnitingCare Queensland Board for all strategic and operational matters relating to UnitingCare Queensland and for implementation of UnitingCare Queensland policies and decisions.

#### **Q4.3.7.2 Director of Mission**

- (1) The Director of Mission of UnitingCare Queensland Limited shall be the Director of Mission of Uniting Care Queensland, and shall be appointed and removed in accordance with Q4.2.5 and the UnitingCare Queensland Limited Constitution. The remainder of this Q4.3.7.2 applies only where there is no Director of Mission of UnitingCare Queensland appointed.
- (2) A Director of Mission for UnitingCare Queensland will be appointed. The position description of the Director of Mission will be consistent with the position be a placement, and subject to the regulations for appointing people to placements (as set out in the Uniting Church in Australia Constitution and Regulations and all applicable By-laws and policies relating to this appointment established by the Synod.
- (3) The Director of Mission is responsible for promoting and assisting UnitingCare Queensland with:
  - (a) The achievement of integration, and expression, of the mission of the Uniting Church in the culture of UnitingCare Queensland, and in its service delivery;
  - (b) The achievement of the missional outcomes of the Uniting Church within UnitingCare Queensland;
  - (c) Implementing the integration of justice and foundational values for UnitingCare Queensland;
  - (d) Interpreting Uniting Church policy and theology;
  - (e) Contributing to policy creation and strategy, as it impacts on the mission of the Uniting Church;
  - (f) Staff education and development in missional imperatives; and
  - (g) Such other matters that the UnitingCare Queensland CEO or the UnitingCare Queensland Board, consider necessary and which are consistent with the position being a placement under clause (1) above.

#### **Q4.3.7.3 Other positions for placements**

Other positions for placements in the life of the Church may be created to support the Director of Mission as agreed between the Synod Placements Committee and UnitingCare Queensland.

#### **Q4.3.8 Notice**

##### **Q4.3.8.1 Notice**

- (1) Unless otherwise delegated, the addresses for any notice to be provided within these by-laws or Constitution shall be the office of the General Secretary or the CEO as appropriate.



- (a) Any notice, demand, consent or other communication given or made under these by-laws or Constitution must be:
  - (i) clearly readable;
  - (ii) signed by the party giving or making it (or signed on behalf of that party by its authorised representative); and
  - (iii) left at the address or sent by pre-paid express security post (air mail if outside Australia) to the postal address or sent to the email address, specified as the address for service of the relevant type of the recipient party as set out in the By-laws (or such a replacement address for service as a party may notify to the other parties pursuant to the By-laws from time to time).
- (b) Any communication will be taken to be received by the recipient:
  - (i) in the case of a letter, on the seventh (tenth, if sent outside the country in which the letter is posted) business day after the date of posting;
  - (ii) in the case of a facsimile, on production of a transmission report by the machine from which the facsimile was sent which indicates that the facsimile communication was sent in its entirety to the fax number of the recipient; and
  - (iii) if the time of dispatch of a facsimile is not on a day, or is after 5.00pm (local time) on a day, in which business generally is carried on in the place to which the facsimile communication is sent it will be taken to have been received at the commencement of business on the next day in which business is generally carried on in that place.

#### **Q4.3.9           Dissolution of UnitingCare Queensland**

##### **Q4.3.9.1        Authority to dissolve**

Pursuant to Regulation 3.7.4.7 the Synod may dissolve the institution known as UnitingCare Queensland.

##### **Q4.3.9.2        Property**

If the UnitingCare Queensland is dissolved, any property remaining after settlement of all due debts and liabilities must be transferred or distributed strictly in accordance with the UnitingCare Queensland constitution.





**Q5 MINISTRY**

**Q5.1 PLACEMENTS**

**Q5.1.1 Placement of Ordinands**

- (1) In June and December of each year the Director of Education for Ministry shall furnish to the Placements Committee a list of students who may be expected to complete their college course by the end of the subsequent six months.
- (2) On the completion of their college course, such students, and other persons of equivalent grading, shall come under the direction of the Placements Committee for appointment:
  - (a) to such congregations as are agreed upon by the Placements Committee and the presbytery concerned; or
  - (b) to any other appointments approved by the Placements Committee in consultation with the presbytery concerned.
- (3) With the concurrence of the Faculty of Trinity College Queensland and the Placements Committee, certificated candidates proceeding to post-graduate study may be permitted to postpone their appointment until the completion of such studies.
- (4) Negotiations for the placement of certificated candidates shall be conducted by presbyteries or other appointing bodies only through the Secretary of Synod and the Director of Education for Ministry. The Director of Education for Ministry and the Secretary shall confer with the certificated candidates four months before completion of their college course:
  - (a) to enable candidates to be aware of opportunities for ministry;
  - (b) to advise presbyteries of the gifts for ministry of candidates being appointed.
- (5) The Director of Education for Ministry shall be responsible for all communications with certificated candidates which become necessary as a result of the decisions of the Placements Committee.

**Q5.1.2 Profiles**

- (1) Each Minister of the Word, Deacon, Deaconess, Pastor and Youth Worker shall provide to the Placements Committee a personal profile on the form prescribed.
- (2) The Secretary of the Joint Presbyteries Settlements Advisory Committee shall ensure that such profiles are kept confidential and shall be made available only to presbyteries and congregations seeking information regarding a possible settlement.
- (3) Each congregation seeking a placement shall provide to the Placements



Committee a congregational profile on the form prescribed together with the floor plan of the manse provided for the minister, which shall be made available to ministers seeking information regarding a possible settlement.

**Q5.1.3 Inter-Synod Transfers**

The Placements Committee shall conduct such correspondence and give such approvals as may be required for the transfer of ministers between Synods.

**Q5.2 PASTORS**

**Q5.2.1 Application to Become a Pastor**

Application for ministry as a Pastor shall be made on the prescribed form and by the process set out in the Regulations. (See Regulation 2.3.2)

**Q5.2.2 Appointment of Pastors**

Pastors may be appointed to placements for which the placement of a Minister of the Word, a Deacon or a Deaconess is not possible or where special circumstances require such an appointment. Such appointments shall be made by the Placements Committee. The appointment shall be for an initial period of up to three years, with the possibility of yearly extensions to a total maximum of ten years. In the final year of the initial placement and in every subsequent year of the placement, a decision shall be taken by the Presbytery as to whether or not the Pastor is to be invited to continue in the placement, following consultation with the Congregation or employing body and the Placements Committee and any other Synod body designated by the Synod. (Regulation.2.7.5)

**Q5.2.3 Supervision**

- (1) The presbytery, in the exercise of its oversight, shall appoint a Minister of the Word to be the supervisor of a Pastor. Where the Pastor is serving in a place where there is a ministerial vacancy, the presbytery shall appoint a supervisor from among the Ministers of the Word or Deacons within the presbytery.
- (2) The supervisor shall offer support and guidance to the Pastor in the fulfilment of the ministry.
- (3) A Pastor may be required to submit a quarterly report to the supervisor who shall forward it to the presbytery.

**Presiding at the Celebration of the Sacraments**

**Q5.2.4** The presbytery may give approval for a Pastor to preside at the Celebration of the Sacraments within the limits of the settlement to which the Pastor has been appointed. In giving such approval, the presbytery shall satisfy itself:

- (a) that adequate preparation has been provided for the Pastor for whom such approval has been sought;



- (b) that the Pastor is under regular supervision in the exercise of this aspect of ministry;
- (c) that, because of existing circumstances, it would ordinarily and regularly be impossible for a Minister of the Word to preside at the Celebration of the Sacraments because of the isolated position of the pastoral charge or for some other specific reason. (Regulation 3.1.3(q) and Assembly Minute 82.53(5) and (6))

**Q5.2.5** In presiding at the Celebration of the Sacraments, the Pastor shall be encouraged to use the Orders of Service for Holy Communion and Baptism and supplementary material from "Uniting in Worship".

**Q5.2.6** An approval given pursuant to by-law Q5.2.4:

- (1) shall be effective for one year, but may be renewed by the presbytery if it is satisfied that such action continues to be justified.
- (2) shall not constitute a precedent for the particular Pastor nor for any subsequent appointment.

**Q5.2.7 General**

When a person has been accepted for service as a Pastor, the Presbytery Chairperson shall consult with the Pastor concerning candidature for the Ministry of the Word and/or Deacon, and shall do so at the end of his or her first placement, and, if applicable, at the conclusion of further placements.

**Q5.3 LONG SERVICE LEAVE (Regulation 2.7.1(c))**

**Q5.3.1 Long Service Leave Scheme**

There shall be a Fund of the Synod entitled "Ministry Agent Long Service Scheme" which shall be administered by the Synod Office.

**Q5.3.2 Notice of Intention**

- (1) Any minister intending to use long service leave during their placement shall notify the Church Council or the body that called the minister.
- (2) Any minister intending to use long service leave when not in a placement shall notify the Presbytery Pastoral Relations Committee.
- (3) Notice of intention should be made at least three months in advance.

**Q5.3.3 Permission to Take Long Service Leave**

- (1) The permission of the presbytery shall be obtained prior to the taking of long service leave provided that such permission shall not be unreasonably withheld.
- (2) In granting permission to a minister in a congregational placement, the



presbytery shall first ensure that adequate provision has been made for the care and oversight of the congregation during the absence of a minister.

#### **Q5.3.4 Supply Minister**

- (1) It shall be the responsibility of the presbytery in conjunction with the minister and Church Council concerned to arrange for proper care and oversight of the congregation during the absence of the Minister. Such arrangements may include the assignment of special duties to other Ministers within the congregation or the appointment of a suitable supply.
- (2) When the Minister proceeding on leave is in a non-congregational placement, the body that called the minister shall ensure that the function of the body shall be adequately maintained during the Minister's absence and may make such supply arrangements as are appropriate and necessary.

#### **Q5.3.5 Alternative Payment Arrangements**

- (1) The Associate General Secretary shall have the power to authorise alternative arrangements for payment, provided that any such payment shall not exceed the amounts which would be payable under normal payment arrangements.

#### **Q5.3.6 Supply for Parental Leave**

- (1) Consistent with resolution 02.01 of the Ministerial Support Funds Committee, supply minister stipend and costs associated with supply to cover maternity and adoption leave for a ministers paid parental leave of 12 weeks, will be paid from the Ministry Agent Long Service Leave Scheme.

#### **Q5.3.7 Reciprocity**

Reciprocal arrangements shall be entered into with other Synods and the Assembly in respect of the application of these by-laws with the view of ensuring that no minister suffers any disadvantage as the result of his transferring to or from the Queensland Synod.

### **Q5.4 MINISTERIAL HOUSING**

#### **Ministers in Active Work**

##### **Q5.4.1 Church to Provide Residence**

It shall be the responsibility of the congregation or other body concerned to provide a suitable residence for each minister called or appointed thereto; provided that in circumstances approved by the presbytery or other responsible body, and with the consent of the minister concerned, a housing allowance, determined by the RNC, may be made toward the cost of other accommodation, in lieu of providing a residence.



**Q5.5 PRESBYTERY OFFICERS**

**Q5.5.1** A presbytery shall submit to the Synod for approval any proposal for the establishment of a full-time stipendiary, executive office within the presbytery.

**Q5.5.2** The proposal shall include:

- (a) an outline of the need;
- (b) a statement regarding ways and means of securing budgetary provision; and
- (c) a report from the Placements Committee regarding the proposal in the light of the settlement priorities of the Synod.

**Q5.5.3** The terms of appointment shall be approved by the Synod.

**Q5.5.4** Appointments to such office shall be made in accordance with Regulations 2.6.6(e) and (f), and subsequent sub-clauses of that Regulation.

**Q5.6 CONGREGATIONS IN CO-OPERATION**

**Q5.6.1** Congregations of the Uniting Church may enter into association with parallel bodies of other denominations of the Christian Church to form Co-operative Congregations, provided that:

- (a) the constitution, relevant regulations, procedures and standards of the Church are maintained;
- (b) any guidelines laid down by the Assembly affecting relationships with other Churches are recognised.

**Q5.6.2** A Co-operative Congregation may be established when:

- (a) such co-operation will contribute to the more effective development of Christian worship, witness and service among expanding populations or to the continuation or re- development of such witness in other situations;
- (b) the partner churches have a degree of affinity in doctrine and practice that will permit harmonious co-operation;
- (c) the participating congregations can maintain an effective relationship with their respective denominations.

**Q5.6.3** Co-operative arrangements shall normally conform to one of the following patterns:

- (a) one denomination accepts continuous responsibility for the pastoral care and administrative oversight on an agreed basis, of a congregation of another denomination;
- (b) denominations, on an alternating basis, provide for the care and oversight of each other's congregations;
- (c) two or more denominations concurrently minister to congregations functioning as the one worshipping or administrative unit;
- (d) congregations of two or more denominations in the one locality agree to co-operative action in specified aspects of their life and witness.



- Q5.6.4** Congregations entering into discussion regarding co-operative work, or receiving or making proposals shall report same to the presbytery and the SSC.
- Q5.6.5** The SSC shall act in matters relating to co- operation on behalf of the Synod including consultation with the other denominations involved, and shall specifically ensure:
- (a) consultation, where required, with presbyteries and congregations concerning the formation, maintenance and oversight of co-operative work;
  - (b) assistance, where required, in the negotiation of the Basis of Co-operation;
  - (c) action in matters relating to the inauguration of any specific co-operative congregation, in consultation with the presbytery and congregation concerned;
  - (d) evaluation of co-operative schemes generally and advice to presbyteries and/or Synod of any recommended developments or changes.
- Q5.6.6** Final approval of any Basis of Co-operation shall be given by the Synod or the SSC following presbytery approval.



## SCHEDULE 1 DEFINITIONS

**academic staff member**, of the college, means a teaching member of staff of the college.

**ACNC Regulation** means the *Australian Charities and Not-for-profits Regulation 2013* (Cth), as amended from time to time.

**Act** means the *Uniting Church in Australia Act 1977* (Qld), as amended from time to time.

**approved placement** is a designated placement, whether full-time or part-time, and whether filled or vacant, which is approved by the Placements Committee and includes an approved chaplaincy placement.

**Assembly** has the same meaning as the definition of the term “the assembly” in section 5 of the Act.

**The Basis of Union** means the Basis of Union set out in the Schedule to the Uniting Church in Australia Act 1977.

**beneficial use** means a Body’s right to enjoy the benefits of the Property, even though, under clause 50 of the Constitution, the beneficial ownership of that Property is vested in the Church.

**Board Papers** means all documents relating to any Synod governing body; institution board or agency board recording meetings of or giving information to the Synod governing body; institution board or agency board, brought into existence or available to the member while the member held office.

**Body** means:

- (a) a “Body” as defined in clause 3 of the Constitution; or
- (b) a parish mission under regulation 3.9.1; or
- (c) a faith community under regulation 3.9.2; or
- (d) a church council in small congregations under regulation 3.9.3; or
- (e) any other body established under clause 69 of the Constitution, which includes, but is in no way limited to:
  - (i) commissions;
  - (ii) charitable trusts; or
  - (iii) other trusts,

within the Synod.

**business case** means a written statement under the Synod Property Proposal Policy (in the form approved by the FIP Board) setting out the reasons for initiating the Body’s Property Proposal.

**candidate** see regulation 2.1.

**candidate educator**, of the college, means a full-time academic staff member of the college who is designated by the SSC to provide ministerial education to candidates, other than the Director of Education for Ministry.



**CEO or Chief Executive Officer** means the person from time to time appointed by the UnitingCare Queensland board to occupy the role of chief executive of UnitingCare Queensland.

**Church** means The United Methodist Church in Australia (Queensland).

**Church Council** means a council formed under regulation 3.4.5.

**compliance** has the same meaning as the definition of the term “compliance” in the Synod compliance policy.

**conflict** has the same meaning as the definition of the term “conflict” in the Synod conflicts policy.

**Congregations** means those members and adherents who worship, witness and serve as a fellowship of the Spirit in Christ and who are recognised as a congregation by the Presbytery (Regulation 3.1.1).

**Constitution** means any constitution, as amended from time to time, made under section 9 of the Act for the church.

**continuing education for ministry** means those activities that are recognised by the Synod as being a valid component of the fourth phase of ministerial education, which shall constitute ongoing in-service training for ordained Ministers and other persons in specified ministry.

**Document** means any deed, instrument, contract, agreement or proposal for agreement relating to property made in written form.

**enrolled candidate**, of the college, means a candidate who is enrolled in a course of study, or series of units of study, offered by the college.

**established** includes continued in existence.

**FIP Board** means the Finance, Investment and Property Board, as comprised from time to time of appointed and ex-officio members, established by the Synod on 17 February 2007 under regulations 3.1.5 and 4.2.1.

**FIP Board Delegate** means a party to whom the FIP Board has delegated any of its powers of consent or approval in relation to property under regulation 4.2.2.

**FIP Decision Matters** means the powers, authorities and matters from time to time properly exercisable by the FIP Board and which at the date of adoption of these UnitingCare Queensland By-laws means those powers, authorities and matters referred to in by-law Q4.2.4.2 and Q4.3.4.2.

**General Secretary** means the person appointed by the Synod to the role of secretary under clause 35 of the Constitution.

**Governance** means the framework of rules, relationships, systems and processes within and by which authority is exercised and controlled in the Church.

**Governing Body** means any governing body (by whatever title), within the Church, which has decision-making or advisory authority or responsibility in respect of a discrete activity or set of activities within the Church and in respect of which the Synod has decision making responsibility (referred to as ‘Synod entities’ in Resolution 11.58 of the 29<sup>th</sup> Synod).





***governing documents*** includes a Body's governing rules, internal policies, board charter and any other document on which the Body relies for its internal decision making processes.

***governing rules*** means the Act (including the Basis of Union), Constitution, Regulations and Synod By-laws, as amended from time to time.

***lay education*** means the activities that constitute ongoing faith formation and discipleship education within the Church.

***Manual for Meetings*** means the Manual for Meetings that provides the official standing orders and rules of debate for the Uniting Church in Australia approved by the Assembly in 2004.

***members*** means those persons referred to in section 13 of the Act as members of the Property Trust.

***Minister*** means a person recognised by the church as a Minister of the Word, a Deacon, a Deaconess or a Pastor or a Youth Worker.

***Moderator*** means the person elected by the Synod to the role of moderator under clause 34 of the Constitution.

***Presbytery*** means a body formed by the Synod which has the responsibility for such pastoral and administrative oversight as is necessary to the life and mission of the Church within its bounds (Regulations 3.4.6 and 3.1.3).

***Presbytery Property Committee*** means a committee appointed by a Presbytery under regulation 4.3.

***property*** means anything which is covered by any of the following definitions of property:

- (a) the definition in section 5 of the Act;
- (b) the definition in section 36 of the *Acts Interpretation Act 1954* (Qld), as amended from time to time; and
- (c) the definition in regulation 4.1.

***property matters*** means all dealings or intended dealings with respect to property (including all property dealings referred to in regulation 4.6).

***property proposal*** means a written request from a Body under the Synod Property proposal policy (in the form approved by the FIP Board) requesting the FIP Board to make the final decision with respect to property matters.

***Property Trust*** means the body called 'The Uniting Church in Australia Property Trust (Q.)' as defined in section 5 of the Act.

***Property Trust By-laws*** means section Q3.1 of the Synod By-laws.

***Property Trust members*** means those persons referred to in section 13 of the Act as members of the Property Trust.

***Property Trust resolution*** means the Synod Standing Committee resolution 13.284 of 7 November 2013.

***Register of Interests*** means a register maintained for the purposes of noting the nature and extent of a member's conflict of interest.



**Regulations** means any Regulations made by the Assembly under section 23 of the Act or under clause 62 of the Constitution for the church, as amended from time to time.

**Relevant period** means the period

- (a) beginning on the date of the member commencing duties as a member of the relevant governing body; and
- (b) ending on the seventh anniversary of the date on which the member has ceased to be a member of the relevant governing body.

**report** means written report.

**risk** has the meaning as the definition of the term “risk” in the Synod risk policy.

**SSC** means the Synod Standing Committee.

**Synod** means the Synod of Queensland created by the Assembly on 22 June 1977 under clause 38(b)(ii) of the Constitution (which exists within the bounds determined by the Assembly on that date, and as subsequently divided or altered from time to time by the Assembly) and takes the meaning where the context requires of either or both:

- (a) the Synod Standing Committee; and
- (b) the Synod in Session.

**Synod audit policy** means the policy adopted by the Synod from time to time in relation to audit.

**Synod board and committee nomination policies** means the policies adopted by the Synod from time to time in relation to the nomination and appointment of members to Synod boards and committees.

**Synod By-laws** means the by-laws made by the Synod under clause 63 of the Constitution, as amended from time to time.

**Synod conflicts policy** means the policy adopted by the Synod from time to time in relation to conflicts.

**Synod compliance policy** means the policy adopted by the Synod from time to time in relation to compliance.

**Synod Decision Matters** means the powers, authorities and matters from time to time properly exercisable by Synod and which at the date of adoption of these United Methodist Queensland By-laws means those powers, authorities and matters referred to in by-law Q4.2.3.1.

**Synod document executions policy** means the policy adopted by the Synod from time to time in relation to the execution of deeds, instruments, contracts, agreements and proposals for agreements by or on behalf of the Property Trust under seal or under hand.

**Synod governance framework** means the framework adopted by the Synod from time to time in relation to governance.

**Synod Office** means the totality of all the Synod’s organisational units that, directly or indirectly, report to the General Secretary.”



**Synod property board** means the board appointed by the Synod from time to time to perform duties and functions under regulation 4.2.1.

**Synod property delegations policy** means the Synod property policy adopted by the Synod from time to time in relation to the delegation of property related powers.

**Synod Property Officer** means the property officer of the synod referred to in section 13(1)(a) of the Act who is also the person appointed as the officer to administer property affairs and related matters under regulation 3.1.5(k)(iii).

**Synod property policies** means the policies relating to property which are adopted by the Synod from time to time.

**Synod property proposal policy** means the Synod property policy setting out:

- (a) the sum or sums as the Synod may determine from time to time as the financial liability or the value of property that the FIP Board is responsible for approving under regulation 4.2.1(d); and
  - (b) any limitation on the FIP Board's ability under regulation 4.2.2(a) to delegate its powers of consent or approval in relation to property,
- under which approval processes, including requirements relating to the format and content of property proposals and accompanying business cases, may be established by the FIP Board.

**Synod risk policy** means the policy adopted by the Synod from time to time in relation to risk.

**Synod risk register** means the register adopted by the Synod from time to time in relation to risk.

**Synod strategic resource plan policy** means the Synod property policy adopted by the Synod from time to time in relation to strategic resource plans.

**synodial term** means the period of time between meetings of the Synod in Session.

**Synod treasury policies** means the Synod property policies in relation to regulation 3.7.4.6.

**Synod in Session** means the meeting of the Synod held every 18 months and at such other times as convened under Regulation 3.5.6 and clause 37 of the Constitution.

**Trust Property** has the same meaning as the definition of the term "trust property" in section 5 of the Act.

**UnitingCare institutions** means the institution established by Synod and known as UnitingCare Queensland Limited or the institution established by Synod and known as UCQ Limited and *Institutions* means both of them.

**UnitingCare Queensland** means the institution established by Synod and known as UnitingCare Queensland.

**UnitingCare Queensland board** means the board of UnitingCare Queensland established in accordance with these UnitingCare Queensland By-laws and the UnitingCare Queensland constitution.

**UnitingCare Queensland constitution** means the constitution for UnitingCare Queensland referred to



in By-law 4.3.1.1(3) as varied by Synod.

**SCHEDULE 2 UNITING INSTITUTIONS TO SYNOD REPORTING SCHEDULE**

Party receiving UCQ Report	Reports to	UCQ Reporting Obligations	Target Timing**
Synod in Session	Assembly	<ul style="list-style-type: none"> <li>Report (written and verbal) in form as agreed with the General Secretary</li> <li>Table most recent UCQ Annual Report</li> </ul>	Each SiS
Synod Standing Committee (SSC) and UCAPT(Q	Synod in Session	<ul style="list-style-type: none"> <li>Statement of Missional Intent (ASMI) (including draft ASMI) in accordance with the provisions of the Relationship Agreement</li> <li>Annual Report in accordance with the Relationship Agreement</li> <li>Significant changes in environment, changes in strategy update, new/emerging risks (including issues affecting the solvency of UCQ), and matter putting at risk achievement of ASMI or corporate plan objectives.</li> <li>Other reports in accordance with the provisions of the Relationship Agreement</li> </ul>	July  By September  As the occasion requires  As set out in the Relationship Agreement
Finance, Investment and Property Board (FIPB)	SSC	<ul style="list-style-type: none"> <li>Audited Annual financial statements</li> <li>5 Year Capex Plan (ASMI)</li> <li>Annual Property Disposal Plan</li> </ul>	31 October July July
Audit and Risk Committee (ARC)	SSC	<ul style="list-style-type: none"> <li>Annual Risk review, Risk Framework, top strategic risks, heat map, risk appetite</li> <li>Exception report of key changes/risks</li> <li>Annual compliance report</li> <li>Exception report of statutory and regulatory breaches</li> </ul>	TBA

\*\* timing as noted or as agreed with SSC/FIPB