



Synod Documents Execution Policy

POL-PRO-02

Statement

The Uniting Church in Australia, Queensland Synod is an unincorporated association that cannot own property, make contracts, sue or be sued, as it is not a legal entity. The *Uniting Church in Australia Act (1977)* Queensland established The Uniting Church in Australia Property Trust (Q.) ("UCAPTQ") - a body corporate recognised at law that can make contracts, sue and be sued.

The UCAPTQ is the legal entity that holds, manages, administers and otherwise deals with trust property in accordance with the regulations, directions and resolutions of the assembly. It does not have delegated authority to independently decide upon church issues.

UCAPTQ executes legal documents that have been approved by the appropriate delegate (according to regulations, directions of assembly and including By-laws and policy of the Queensland Synod).

For clarity, in distinct contrast to the ability to execute (sign) documents on behalf of the Trust, the authority to **approve** or enter into an arrangement, contract or deed is subject to the *express delegation of such authority* from the appropriate body of the Church. Delegations will be governed by the Synod Property and other Delegations Policy (ref POL-PRO-01).

In the case of property matters (real & personal as per the definitions in the Regulation), such delegation may be made by the Finance, Investment & Property Board (Property Board). In other matters, such delegation may be made by the Synod (or its Standing Committee).

It is essential for the proper governance, and sustainability of the Church that only certain persons execute certain documents and those documents are executed in particular ways. This is especially important for documents signed under seal or documents that are required to be registered with UCAPTQ. Note that this point is only for certain specified documents and is not for all documents.

Scope

This policy applies to all bodies, ministers, employees (lay staff) and volunteers engaged in work and activities of the Uniting Church in Australia within the bounds of the Queensland Synod who execute documents under the legal authority of the UCAPTQ, **and those documents are required to be registered with the UCAPTQ under this policy.**

Internal documents, where all parties are part of the Uniting Church in Australia Property Trust (Q.), are not covered, **except documents where Schedule 1 (registrable documents) applies.**

For clarity, S22 of the Act refers to an agent or an attorney external to employees of the Property Trust.

S23 of the Act is interpreted and expanded through By-law Q2.1.4.2 and refers to the methodology of authorising employees of the Property Trust.



Principles

Comment	Rationale/Source
<p>There are a number of documents determined by the Finance Investment and Property Board that are required to be registered with UCAPTQ because of their specific nature or risk, and these are listed in Schedule 1 to this policy.</p>	<p>Primary determinant will be the creation of a legal and binding obligation on the Uniting Church in Australia Property Trust (Q.).</p>
<p>Only persons specifically authorised in a constituted meeting of UCAPTQ may sign registrable documents.</p>	<p>Revocation of implied authority (Q2.1.8.2) makes the requirement for specific authorisation clear.</p>
<p>Authorised signatories will be provided with a letter executed by The Uniting Church in Australia Property Trust (Q.), which evidences their ability to execute certain types of documents on behalf of the Trust. Form of letter is at Schedule 2.</p>	<p>Operational requirement to enable counterparties to act with confidence in relation to documentation.</p>
<p>Such authorised persons must execute such documents in accordance with the terms of their express authorisation only.</p>	<p>Practical implication of “expressly empower...”</p>
<p>The Synod Property Officer shall maintain the Register of Authorised Persons, with detail as required to give certainty to the principle.</p>	<p>Operational requirement to give effect to the authorisation principle.</p>
<p>It is the responsibility of the authorised person to ensure that there is evidence of the appropriate delegate’s decision under the terms and conditions of the Act, Regulations, By-laws and/or delegations policy.</p> <p>Providing the delegate has the correct delegation as above and the documents are in an appropriate form to execute, where a document is required to be executed by a separate authorised person under this policy (ie: signed under seal, relates to real property etc.) the authorising person will generally just execute and will not subject the transaction to an additional approval process.</p>	<p>Authorised persons must comply with the same requirement as the Trust bears before acting, namely that what they are doing is subject to a binding property direction.(Q2.1.5.2)</p>



Comment	Rationale/Source
<p>Summary details of each registrable document must be supplied to the Synod Property Officer in the time and form Specified by the Synod Property Officer.</p>	<p>Operational requirement to give effect to the authorisation principle.</p>
<p>The Synod Property Officer shall maintain the Register of Registrable Documents, including the Seal Register. The day to day responsibility to maintain certain registers may be delegated to a body in which case, the details will be provided to the Synod Property Officer in the time and form specified by the Synod Property Officer to enable the proper maintenance and integrity of the Synod's register.</p>	<p>Operational requirement to give effect to the authorisation principle.</p>
<p>The UCAPTQ seal will only be applied to documents that are required by law to be signed under seal, or at the specific request of the counterparty.</p>	
<p>The UCAPTQ seal will be applied to documents under the conditions dictated by the Uniting Church in Australia Act 1977 (Qld).</p>	<p>S12 of the Act – the trust is a body corporate with perpetual succession and a common seal S20 – the holding of the seal and the conditions under which the seal will be applied.</p>
<p>All real property contracts, including leases, purchases, sales, agreements and deeds shall be in the name of "The Uniting Church in Australia Property Trust (Q.)".</p> <p>Where required for GST treatment and/or proper identification of asset for PBI purposes the contract shall be in the following form:</p> <p style="text-align: center;"><i>The Uniting Church in Australia Property Trust (Q.) represented by (the name of the body or Agency entering into the agreement), with the ABN of that body or Agency noted.</i></p>	<p>Property titles are recorded with the legal name only, and the Titles Office will requisition documents where inconsistencies are present.</p> <p>Practical purposes – allows the ABN of the activity undertaking the agreement to be cited and applied to financial matters pertaining to the agreement.</p>
<p>The principles listed above cover the specific situations where the person with a specific delegated authority to approve a transaction must not execute the documents associated therewith.</p>	<p>It is expected that many documents will be required to be executed by the person approving the transaction. The delegation of the power to approve the transaction may occur under the FIP Board's power to delegate property</p>



Comment	Rationale/Source
	<p>functions (by-laws Q2.2.3.22) and the Board must maintain a register of such delegations (Q2.2.4.5(b)).</p> <p>Not all of those documents will be registrable documents as per the definitions in in this policy.</p>
<p>Signatories to documents will be guided as to the appropriateness of execution by the decision chart in Schedule 3.</p>	<p>The decision chart provides the correct sequence of questions in determining how a document should be executed in accordance with this policy.</p>

Implementation

This policy is intended to be complementary to the Synod Property and Other Delegations Policy and should be read in conjunction with that Policy.

Mandatory Training

Prior to authorised persons exercising their ability to execute documents on behalf of The Uniting Church in Australia Property Trust (Q.), attendance at a Synod Office conducted Training session in relation to execution of The Uniting Church in Australia Property Trust (Q.) documents is mandatory.

Operational steps required for the implementation of the policy include:

- Completion of the final register format for submission of registrable document details to PTQ, as required by registrable documents schedule
- Adoption of an appropriate internal audit regime by UCQ internal audit department

Glossary/definitions

Terminology

Synod

Meaning

The Uniting Church in Australia, Qld Synod in Session, or its standing committee, currently known as Synod Standing Committee

The Uniting Church in Australia Property Trust (Q.)

The Uniting Church in Australia Property Trust (Q.), The Trust

SSC

Synod Standing Committee

Finance, Investment and Property Board

FIP Board, FIP, Property Board

Authorised Signatory

A person authorised by the Uniting Church in Australia Property Trust (Q.) to execute documents on behalf of the Trust.

Body or bodies

Congregations, Presbyteries, Agencies and Institutions of the Church



Schedules

Schedule 1	Registrable Documents matrix
Schedule 2	Form of Authorisation
Schedule 3	Document execution decision chart

References & Related Documents

Uniting Church in Australia Act 1977 (Qld)
The Uniting Church in Australia Regulations (2015 edition)
The Uniting Church in Australia Queensland Synod By-laws
Synod Property and Other Delegations Policy

Revisions & Reviews

This policy and the Synod Property and Other Delegations Policy replace the Synod Authorisations Policy (2001).

This policy must be reviewed at least once every Synodal term by the FIP Board.
Next review due before October 2017.

#	Date	Reason	Author / Reviewer	Endorsed	Approved
1.0	April 2016	Created	Manager, Property Resources	FIPB 22.04.16 (#1604.3.2)	SSC 05.05.16 (#16.104)

Registrable documents - UCQ & WMB only

Item	Document types	Sub-type	Conditions/exceptions	Synod Office/ Property Trust registers		Non- registrable Document	Other Registers (non-synod office)		Notes
				Registrable Document	Cross reference to Authorisation letter (blank indicates that authorisation for a particular document may not be held, and reference to implicit authorisation/delegation be required)		Other Registers/ Produce on Agreed Basis	Executed by	
	Execution under seal required			x	1			PT	
a	Real property								These matters (a1-a5) are concerned with real property rights & obligations, and registration thereof is required by reg 4.11.6 and By-law Q5.2.5.6.
a1		Purchase		x	2			PT	
a2		Sale		x	2			PT	
a3		Grant or take lease/licence	< 3years (incl options)	x	5,8		x	AS	see Regs 4.6.2 (f) UCQ to maintain register and update Synod Office on agreed basis
			>3 years (incl options) over ILU	x	5,8 2,8		x	PT AS or LA	see Regs 4.6.2 (f)
a4		Grant mortgage, easement, encumbrance, or other property right		x	2,8			PT	
a5		Building Contracts	<\$30m		2,8		x	AS	Aligned with Delegations matrix and banking facility covenants.
			>\$30m	x	2,8			PT	
a6		Other Property matters -Consents, applications which relate to real property		x	7, 8		x	AS or LA	
b	Bequests			x			x	AS or LA	
c	Banking Agreements (facility documents)			x				PT	
d	Banking documents (transactional/authority to operate)						x	AS or LA	
e	Letters of Comfort			x				PT	
f	Covenants			x				AS	
g	Licence Agreement (non real property)					x		AS or LA	
h	Funding Agreements	Capital	security related (mortgages)	x	3			PT	
			contingent liability - re property	x	3		x	AS or LA	UCQ to maintain register and update Synod Office on agreed basis
			other		3	x		AS or LA	
		Operational			3	x		AS or LA	
	Others types of documents					x		LA	Implicit authorisation
Executed by Codes									PT = The Uniting Church in Australia Property Trust (Q.) AS = Authorised Sigantories LA = Local Authorisation (signed by appropriate Delegate as per Delegations Matrix)



AUTHORISATION

The Uniting Church in Australia Act 1977 (Qld) (the **Act**) established The Uniting Church in Australia Property Trust (Q.) **ABN 25 548 385 225**.

The Uniting Church in Australia Property Trust (Q.) has formed various entities to represent it and through which it operates, including:

UnitingCare Queensland	ABN 45 414 098 573
UnitingCare Health	ABN 87 842 457 440
Blue Care	ABN 96 010 643 909
UnitingCare Community	ABN 28 728 322 186

At its meeting of <day/month/year> The Uniting Church in Australia Property Trust (Q.) resolved to authorise <FirstName LastName> (whose signature is as below) to execute properly approved documents, as listed in the attached schedule (p2) below in the name of the entities listed above:

X _____
Signature of Authorised
Signatory

Signed: Property Trust Member

Signed: Property Trust Member

Common Seal

Name:

Name:

Date: / /

Date: / /

Schedule of Documents

1. Any deed not required to be signed under seal;
2. Any and all contracts, sub-contracts, agreements, credit applications, pricing agreements, rebate agreements, purchase orders, memorandum of understandings, work orders, licenses (including software licences) for the purchase, disposal, construction, supply or receipt of any asset, service or right however, this does not include any instrument or contract for the sale or purchase or real property, transfer documents or mortgages relating to real property or any document which is a commitment to purchase, sell or mortgage any real property.
3. Any funding or grant agreements, with any state or commonwealth government or any applications for any such funding or grants;
4. Any Hospital Preferred Provider Agreements or similar and other agreements where the Principal agrees to the provision of services to the Public Health System;
5. Any lease or sublease, residential tenancy agreements, rental agreements, licenses, occupation agreements or tenancies relating to real property whereby the Principal acquires or disposes of any interest in land and building assets and which is for a term of 3 years or less;
6. Any lease, rental agreement, license or hire agreement relating to equipment whereby the Principal acquires or disposes of any interest in equipment which is for a term of 10 years or less;
7. Any disclosure statement or other similar document relating to real property; and
8. Any documents or notices relating to the above documents, including applications, properly approved variations, renewals, extensions or surrenders

DOCUMENT TO BE SIGNED

Ask these questions:

- it is required to be signed under seal?
- is it required to be registered? (see list of registerable documents)

If neither of the above

Explicit

1 Seal

To be signed by two members of the UACPTQ under seal
By-Law Q5.1.8.3

Document Signed

Document registered

All done at Synod Office

Explicit

2 Registerable document

To be signed by an Authorised Person (2)?
(see list) or by a member of UCAPTQ

Document Signed

Document registered

Can be done either at Synod Office or at the offices of the Autorised Persons.

Implicit

3 Other

To be signed by the appropriate Delegate in accordance with Delegations Matrix

Document Signed

Recorded (or not) according to entity processes

Done at the local level

CHECK-LIST FOR AUTHORISED PERSONS

- Has the appropriate delegate approved this transaction?
- Does the document 'make sense'?