



**Uniting Church**  
SYNOD OF NSW & ACT

# The Uniting Church in Australia Synod of NSW and the ACT By-Laws

**Revised 13 July 2025 by Synod in Session**



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SYNOD OF NSW & ACT

SYNOD BY-LAWS

# Table of Contents

<b>Part 1: General Information .....</b>	<b>3</b>
1.1 Introduction .....	3
1.2 Interpretation .....	3
<b>Part 2: The Synod .....</b>	<b>5</b>
2.1 Synod .....	5
2.2 Presbyteries .....	5
2.3 Congregations .....	6
2.4 Moderator .....	9
2.5 Ministers .....	10
<b>Part 3: Governance of the Synod .....</b>	<b>11</b>
3.1 Synod in Session .....	11
3.2 Synod Standing Committee .....	12
3.3 Synod Board .....	15
<b>Part 4 Operations of the Synod .....</b>	<b>21</b>
4.1 General Secretary .....	21
4.2 Synod Mission Services .....	23
4.3 Synod Entities .....	23
4.5 Synod Body Obligations .....	24
<b>Part 7: Uniting NSW.ACT .....</b>	<b>26</b>
7.1 Context .....	26
7.2 Purpose and Objects .....	26
7.3 Powers and Functions .....	27
7.4 Not-for-profit .....	27
7.5 Uniting Constitution .....	27
7.6 Responsibilities and matters for Synod .....	27
7.7 Property Trust .....	29
7.8 Governance of the Uniting Board .....	29
7.9 Chief Executive Officer .....	30
7.10 Dissolution .....	30
7.11 Definitions .....	30

# Part 1: General Information

## 1.1 Introduction

- 1.1.1 The By-Laws of the Synod of New South Wales and the ACT are made under Clause 63 of the Constitution of the Uniting Church of Australia, and Regulation 3.1.5(l) of the Uniting Church in Australia Regulations (the Regulations) as both varied, amended or substituted from time to time.
- 1.1.2 The By-Laws are in addition to and are to be read in conjunction with the *Uniting Church in Australia Act 1977 (NSW)* (the Act), the Constitution and the Regulations and are only properly understood when so read.
- 1.1.3 In the event of inconsistency of any provision contained in these By-Laws with the Act, the Constitution and/or the Regulations, the order of precedence to resolve such inconsistency is as follows:
  - a) first – the Act, and any other legal obligations;
  - b) second – the Constitution;
  - c) third – the Regulations;
  - d) fourth – the By-Laws.

## 1.2 Interpretation

- 1.2.1 In these By-Laws, words in the singular shall include the plural and vice versa
- 1.2.2 In these By-Laws, the definitions in the Constitution and Regulations apply; and unless the context or subject matter of the Constitution or the Regulations require otherwise, the following definitions also apply:
  - “Act”** means the *Uniting Church in Australia Act 1977 (NSW)*
  - “Assembly”** means the group of people appointed under Regulation 3.3.8 at any point in time
  - “Bodies”** includes councils, committees, departments, colleges, boards, agencies, funds and any other Synod institution, entity or property trust
  - “Church”** means The Uniting Church in Australia
  - “Constitution”** means the Constitution of the Church
  - “SSC NRC”** means the Synod Standing Committee Nominations and Remuneration Committee as appointed under these By-Laws
  - “Property”** (as referred to in these By-Laws) means property of whatever nature and includes real property, buildings, infrastructure, money, investments, files, documents, intellectual property and rights relating to property
  - “Property Trust”** means either one or both of the Uniting Church in Australia Property Trust

(NSW) and the Uniting Church in Australia (Australian Capital Territory) Property Trust

**“SSC”** means the Synod Standing Committee

**“Synod”** means the Synod of NSW and the ACT and includes the bodies within its structure

**“Synod Meeting”** means the formal gathering of representatives of the Synod of NSW and the ACT.

**“the College”** means the United Theological College and includes its faculty, staff, committees and activities

**“UAICC”** means the Uniting Aboriginal and Islander Christian Congress.

**“UCTAL”** means Uniting Church Trust Association Limited

**“UFS”** means Uniting Financial Services

# Part 2: The Synod

## 2.1 Synod

*(Refer to Clause 32 of the Constitution and Regulation 3.1.5)*

2.1.1 Pursuant to section 32 of the UCA Constitution the Synod shall:

- a) have general oversight, direction and administration of the Church's worship, witness and service within its bounds;
- b) exercise executive, administrative, pastoral and disciplinary functions over the presbyteries within its bounds;
- c) shall be the council to hear and deal with appeals and requests from Presbyteries;
- d) shall establish and maintain such bodies as appropriate to the furtherance of its responsibilities; and
- e) may do other things as consistent with the purposes of the Church and not the exclusive responsibility of any other council or body within the Church.

## 2.2 Presbyteries

*(See Regulation 3.1.5 (b))*

2.2.1 The Synod is responsible for forming, naming, varying the bounds and/or dissolving Presbyteries.

2.2.2 Each Presbytery is responsible for the life and mission of the Church in the area committed to it, including any responsibilities directly delegated to the Presbyteries and such oversight of congregations as is necessary and consistent with the purposes of the Church and the responsibilities of other Councils or bodies of the Church

### ***Presbytery Membership and Oversight of Ministers***

2.2.3 A Minister of the Word, Deacon or Accredited Youth Worker who is not regularly settled in a pastoral charge within the bounds of a Presbytery shall indicate in writing to the Synod the Presbytery to which the Minister would like to be a member.

2.2.4 Upon receipt of such indication, the Synod shall place the Minister under oversight of the Presbytery so indicated or such other Presbytery as it considers appropriate. The Minister shall be a member of such Presbytery unless, in the case of a Minister in an Assembly placement the Assembly designates that the Minister shall be placed under the oversight of another Presbytery in which case the Minister shall be a member of such other Presbytery.

2.2.5 Notwithstanding failure of a Minister to give written indication the Synod may at its discretion determine or alter a previous determination as to the Presbytery which shall have oversight of such minister.

## 2.3 Congregations

- 2.3.1 Congregations are the primary expression of the corporate life of the Church
- 2.3.2 Each Congregation, or group of congregations where Presbytery has so approved, must have a Church Council and must advise Presbytery and Synod of the members of the Church Council within 14 days of any change.
- 2.3.3 In addition to supporting the members' participation in Christ's mission in the world, the Church Council must ensure that:
  - (a) decisions and actions regarding life, witness, membership and ministry are consistent with the Regulations, By-Laws and Policies of the Synod
  - (b) an annual meeting of the congregation is convened and received a report on the life and mission of the Congregation and accounts of all the funds of the Congregation.

### ***Faith Communities***

- 2.3.4 A Presbytery may recognise a group of people as a Faith Community. A Faith Community shall order its life under the oversight of the Presbytery and shall not be required to have a Church Council.
- 2.3.5 A Faith Community may apply to Presbytery to be recognised as a Congregation.

### ***Parish Missions***

- 2.3.5 Application for recognition as a Parish Mission
  - a) If a Congregation Meeting so resolves, the Church Council shall make written application in triplicate to the Presbytery for recognition of the Congregation as a Parish Mission. Such application shall clearly set out the reasons for the application identifying special ministries and shall include a statement as to how the congregation as a Parish Mission proposes to fulfil the criteria contained in the following paragraph (b)
  - b) The criteria for the recognition of a congregation as a Parish Mission shall be that it will have the following three central elements in its life:
    - (i) worship which serves as a focus for the total life of the Parish Mission.
    - (ii) Evangelism, as an intentional and focused priority in its life, and as a focal point for the church's ministry of word and deed within a specified region.
    - (iii) Multi-faceted community service programs (such as but not limited to advocacy on public issues and social justice from a Christian perspective, care with disadvantaged people, facilities and resources for the community) on a scale and style appropriate to the context in which the Parish Mission is located.
  - c) The application shall also indicate the wish of the congregation in relation to:

- (i) whether the Presbytery or the Synod appoint additional members to the Church Council;
  - (ii) the number of appointments it desires;
  - (iii) its nomination of persons for initial appointment.
- d) The Presbytery shall forward to the Synod any application from a Congregation for recognition as a Parish Mission together with its recommendations thereon.
- e) The Presbytery shall also forward a copy of the application and its recommendations thereon to Synod Mission Services which shall forward its recommendations on the application to the Synod and send a copy thereof to the Presbytery and to the Church Council.
- f) The Synod or the Synod Standing Committee shall determine the application and shall determine who shall appoint the additional members to the Church Council. If the Presbytery is not to make such appointments then they shall be made by the Synod Standing Committee.
- g) In a case where the Synod decides to appoint the additional members to the Church Council, the Synod Standing Committee shall take account of any nominations forwarded with the application from the Church Council.
- h) Where the Synod has not determined that the additional appointments shall be made the Presbytery shall, at its first meeting after the Synod has determined that a Congregation shall be recognised as a Parish Mission, appoint the additional members to the Church Council taking into account any nominations submitted with the application.
- i) The Synod may from time to time alter the appointing body with regard to any particular Parish Mission.

#### 2.3.6 Evaluation of Parish Missions

- a) As a Parish Mission is a Congregation it shall be subject to all Regulations and By-Laws relating to a Congregation.
- b) Each Parish Mission shall every two years submit a written report to Synod Mission Services which shall receive the report on behalf of the Synod. Such report shall be submitted not later than 31 May, and shall cover the work and finances of the Mission for the period of two years to 31 December of the previous year. Synod Mission Services, within its biennial report to the Synod, shall make a report to the Synod on the activities of each Parish Mission.
- c) A Parish Mission shall supply copies of the financial accounts of its activities to Synod Mission Services not later than a date to be determined by Synod Mission Services.
- d) The Parish Mission shall supply such further information as Synod Mission Services or

the Synod shall request.

- e) Synod Mission Services shall appoint a member of the consultation team where a presbytery is undertaking a consultation.
  - (i) The Parish Mission shall not be required to report to Synod Mission Services and Synod Mission Services shall not be required to report to the Synod concerning a Parish Mission in the year in which a Presbytery is undertaking a consultation on the life and witness of the congregation.
  - (ii) Synod Mission Services shall appoint a person to be a member of the consultation
- f) Copies of the report of the consultation, together with the comments of the Church Council thereon, shall be forwarded to the Synod and to the Presbytery and shall form the basis of any further evaluation of the work of the Parish Mission.

#### 2.3.7 Withdrawal of Recognition as a Parish Mission

- a) The Church Council of a Parish Mission may request through the Presbytery that the Synod withdraw its recognition as a Parish Mission and the Synod may accede to such request.
- b) A Presbytery may recommend to Synod Mission Services and to the Synod that the recognition of a Parish Mission within its bounds should be withdrawn.
- c) Synod Mission Services may either comment on the recognition, or recommend to the Synod the withdrawal of recognition as a Parish Mission.
- d) In all cases where a Presbytery or Synod Mission Services is considering recommending withdrawal of recognition from a Parish Mission, the Church Council shall be informed and copies of all reports and documents concerning such proposed withdrawal of recognition shall be forwarded to the Church Council for consideration and consultation with the bodies concerned.

2.3.8 Unless requested by the Church Council of the Parish Mission to withdraw its recognition as a Parish Mission, the Synod shall allow at least twelve months to elapse from the time when the recommendation to withdraw recognition as a Parish Mission is made before withdrawal of recognition. During such period, full and free consultation shall be held between the Parish Mission, the Presbytery, the Synod Mission Services, and Synod officers. Notwithstanding anything hereinbefore contained, if a two-thirds majority of those present and voting at a meeting of the Synod determines that the matter of withdrawal of recognition is one of urgency, then the debate and decision of the Synod may proceed without awaiting the lapse of twelve months.

#### 2.3.9 Application for Extension of Placements

- (a) A Parish Mission may make representation to the Presbytery seeking the

agreement of the Presbytery to the extension of a ministerial placement beyond ten years in accordance with **Regulation 3.9.1**.

- (b) Any such extension shall be for a period not exceeding three years at a time.
- (c) In considering the extension of a ministerial placement beyond ten years the Presbytery shall take account of any evaluations made by Synod Mission Services and the comments of the Church Council thereon and shall also take account of the fact that, by reason of the designation of the Congregation as a Parish Mission, the Congregation shall be allowed to make a case for the extension of a ministerial placement.

2.3.10 The Church Council of a Parish Mission has the same responsibilities and authority to appoint a Finance Committee, Property and other Committees for the proper discharge of its functions as are given to all Church Councils.

#### 2.3.10 Community Service Programs

A Parish Mission seeking to establish a community service program involving either the employment of staff or the receipt of Government funding for that program shall submit to the Synod for approval a constitution relating to that program.

## 2.4 Moderator

*(see regulation 3.6.3.1)*

### **Nomination Process**

2.4.1 SSC NRC is responsible for the nomination and election process for the office of Moderator subject to regulation 3.6.3.1 (a).

### **Term of Office**

2.4.2 A person who is elected as Moderator:

- a) is designated Moderator Elect from the time of election until installation as Moderator;
- b) shall be elected for a term of three (3) years and shall hold office from the time of installation until the next Moderator is installed;
- c) shall not be eligible for re-election until after the expiry of one further term, unless the provision of this by-law is waived by a full meeting of the Synod.

### **Duties of the Moderator**

2.4.3 The Moderator shall carry out the duties listed in Regulation 3.6.3.2 and any other such responsibilities as are given to the Moderator by these By-Laws or by the Synod or SSC.

2.4.4 The Moderator:

- a) must be provided with a copy of the agenda, working papers and minutes of each

meeting of each Board;

b) may attend and speak at meetings of any Board, working group or other body; and

c) may visit any centre or activity of the Church within the bounds of the Synod.

2.4.5 The Moderator shall have an annual review, in a manner to be agreed at the time by the SSC, as advised by Synod Board.

## **2.5 Ministers**

Ministerial entitlements will be regularly reviewed, approved by the General Secretary or their delegate, and published in the [UCA - Ministry Handbook](#)

# Part 3: Governance of the Synod

## 3.1 Synod in Session

### Membership of the Synod Meeting

(Refer to Regulation 3.3.7)

3.1.1 The membership of the Synod Meeting consists of a maximum of 500 persons and includes:

- a) the President and Secretary of the Assembly;
- b) the Moderator, the Ex-Moderator, the Moderator-elect (where one has been elected), the General Secretary and the Property Officer;
- c) members (Ordained and Lay) of Presbyteries and the NSW Regional Committee of UAICC as follows:

Column 1	Column 2	Column 3	Column 4
<b>Presbytery</b>	<b>Synod membership</b>	<b>Members of a youthful age</b> – to accord with Assembly definition (such number to be included in the number in column 2)	<b>Members from a multi-cultural background</b> (such number to be included in the number in column 2)
Canberra	30	2	2
Far North Coast	15	2	2
Georges River	30	2	2
Illawarra	20	2	2
Macquarie Darling	15	2	2
Mid North Coast	15	2	2
New England North West	15	2	2
Parramatta Nepean	50	8	8
Riverina	15	2	2
Sydney Central Coast	30	2	2
Sydney	50	8	8
The Hunter	20	2	2
NSW Regional Committee of the UAICC	15	2	-

- d) the Chair, and up to two (2) other members of each of Synod Board, UCTAL and Uniting NSW.ACT;
- e) The Executive Directors (or General Managers, however so named) of Synod Mission Services, and the CEOs of UFS and Uniting NSW.ACT;
- f) the Associate Secretary, the Chairs of any SSC or SB Committee, the Chair of the NSW Regional Committee of UAICC and another member of it, and the

- Chair of the Multicultural Ministry Advisory Group and another member of it;
  - g) two (2) representatives of (and elected by) the accepted ministry candidates within the bounds of the Synod; and
  - h) such number of co-opted members appointed in accordance with Regulation 3.3.7(c) as brings the membership of Synod up to the maximum number allowed by Assembly, or such lesser number in the circumstances where Regulation 3.3.7(d) applies.
- 3.1.2 Before electing or appointing lay confirmed members, the Presbyteries must invite the Congregations to submit nominations.
- 3.1.3 Lay members appointed by the Presbytery need not be elders or members of the Presbytery but it is desirable that they be members of Congregations or Faith Communities of the Presbytery.
- 3.1.4 Co-opted members must be appointed by SSC from lists of names submitted by the Presbyteries and the Boards to the General Secretary by a date determined by the General Secretary and notified to the Presbyteries and Boards.

### ***Reports***

- 3.1.5 Synod in Session will receive reports from
- a) each Presbytery concerning the membership and mission activities of the Congregations within that Presbytery, pursuant to Regulation 3.1.5 (a)(vii)
  - b) each entity established under Regulation 3.7.4.7

## **3.2 Synod Standing Committee**

### ***Name***

- 3.2.1 The Standing Committee referred to in paragraph 36 of the Constitution and in Regulation 3.7.4.1 shall be known as Synod Standing Committee (SSC).

### ***Membership of Synod Standing Committee***

*(refer to Constitution Paragraph 36 and Regulation 3.7.4.1)*

- 3.2.2 SSC is constituted by each ordinary meeting of Synod and comprises:
- a) the Moderator, ex-Moderator, Moderator-elect (where one has been elected) and General Secretary [under Regulation 3.7.4.1(a)(i)];
  - b) the Chairs of the Synod Board, UCTAL and Uniting NSW.ACT (or the Chair's nominee);
  - c) a nominee of the NSW Regional Committee of UAICC;
  - d) twelve (12) people elected by a majority of Synod; and.

- e) up to two (2) members co-opted in order to bring in any necessary skills balance needed once the elected membership is known.
- 3.2.3 All members of SSC, including ex-officio members, must have been members of the Synod.
- 3.2.4 The overall elected membership of SSC must comprise:
- a) Not less than one third (1/3) women; and
  - b) No fewer lay members than ministerial members.
  - c) No more than two (2) members from any Presbytery (excluding ex-officio members).
- 3.2.5 The Associate Secretary, the Executive Directors of Synod Mission Services, the CEO of Uniting NSW.ACT, the CEO of UFS and the chairs of any SSC or SB Committee have a standing invitation to attend SSC on a speak but not vote basis.
- 3.2.6 The maximum continuous term for a Synod elected SSC member shall be nine years.

### ***Powers and Responsibilities of SSC***

*(see Regulation 3.7.4.1 (d-g))*

- 3.2.7 SSC is empowered to act on behalf of Synod between meetings of Synod in respect of all matters that are the responsibility of Synod except when Synod specifically reserves any matters for a meeting of Synod.
- 3.2.8 Without limiting the generality of the powers or responsibilities of SSC under relevant Regulations, SSC subject to any determination of Synod from time to time retains its responsibility to:
- (a) make recommendations to the Synod on policy matters;
  - (b) ensure that the policies and decisions of the Synod are implemented and adhered to by Boards and other bodies responsible to the Synod;
  - (c) be a forum in which members shall:
    - (i) meet for corporate concern and encouragement;
    - (ii) motivate and assist Presbyteries and Boards in their development of mission programmes
    - (iii) evaluate the ongoing work of mission and assess priorities in relation to resources, making recommendations to Synod accordingly;
  - (d) through consultation and planning, facilitate the work of Presbyteries and Boards;
  - (e) appoint such members of the working groups or committees or boards as require appointment by the Synod or SSC;
  - f) determine responsibility for matters of discipline which are the responsibility of the Synod under the Regulations
  - g) approve any processes required to select/reselect the General Secretary and Moderator

- h) provide oversight of and facilitates the work of the Presbyteries
- i) consider matters brought to it by the Synod Board and the way Synod Board is to periodically report to it
- j) approve the Synod Policy in relation to Board Remuneration (applicable to the remuneration of any board or agency of the Synod)
- k) determine the manner and frequency it requires the Synod Board to report to it.

3.2.9 SSC will usually meet not less than eight (8) times between the ordinary meetings of Synod and also as convened by the General Secretary if required.

#### ***SSC Voting***

3.2.10 Matters coming before SSC for determination may be dealt with at a Meeting or by email or postal vote provided that:

- a) no matter determined by email or postal vote will be deemed to be resolved in the affirmative unless at least four-fifths (4/5) of the members of SSC vote in the affirmative; and
- b) if within seven (7) days after the referral of such matter/s consideration by email or postal vote, three (3) or more members of SSC give written notice to the Moderator that they require the matter to be referred to a meeting of SSC.

#### ***Committees, Working Groups and Other Bodies***

3.2.11 The Synod Standing Committee may appoint committees or working groups to undertake such responsibilities as the Synod or Synod Standing Committee may determine.

- a) Any committee or working group so appointed shall become effective at the conclusion of the meeting at which it is appointed.
- b) The Synod or Synod Standing Committee shall determine the purpose of the committee or terms of reference of the working group and the requirements of reporting by the committee or working group.
- c) The Synod or Synod Standing Committee shall determine the duration of the committee or working group and shall consider whether a committee or working group shall be extended beyond that term.
- d) The Synod or the Synod Standing Committee may at its discretion appoint to committees or working groups persons who are not confirmed members or members in association of the Church, such members not to exceed one-third of the total membership of the committee or working group.
- e) Any committee or working group appointed by Synod or the Synod Standing Committee may co-opt additional persons provided that the number of persons so co-opted shall not exceed one-fifth of the number of members appointed by the

Synod or the Synod Standing Committee as the case may be.

- f) The Synod Standing Committee shall fill any casual vacancy occurring in the membership of a committee or working group appointed by the Synod or Synod Standing Committee.
- 3.2.12 The quorum for meetings of committees or working groups appointed by the Synod or the Synod Standing Committee shall not be less than one-third of the total membership.
- 3.2.13 Committees, working groups appointed by the Synod or Synod Standing Committee shall regulate their meetings in accordance with the Manual for Meetings.
- 3.2.14 Persons who are appointed as members of committees and working groups shall be free to exercise discretion in determining matters before the committee or working group and shall not be required to decide at the direction of the appointing or any other body

### **3.3 Synod Board**

#### ***Objects***

- 3.3.1 The objects of the Synod Board, as delegated by Standing Committee pursuant to Regulation 3.8.2, are to :
  - a) Govern the operationalisation of the strategy of the Synod.
  - b) bear the regulatory responsibility of the Synod to the maximum extent permitted at law
  - c) have responsibility for audit and risk
  - d) make and review a policy framework (subject to endorsement by SSC on identified policy matters)
  - e) being the accountable body for Synod agencies and institutions reporting to the Synod
- 3.3.2 The Synod Board responsibilities are enacted by the Synod Standing Committee (SSC) delegating some its responsibilities to the Synod Board, and subject only to the matters reserved to itself as contained in 3.3.4.

#### ***Responsibilities and Functions***

- 3.3.3 Synod Standing Committee retains its responsibility to:
  - a) determine strategic direction
  - b) set advocacy priorities
  - c) consider any matters relating to Synod values or culture and significant policies

that will support their effective implementation

- d) determine responsibility for matters of discipline which are the responsibility of the Synod under the Regulations
- e) approve any processes required to select/reselect the General Secretary and Moderator
- f) provide oversight of and facilitates the work of the Presbyteries
- g) consider matters brought to it by the Synod Board and the manner in which the Synod Board is to periodically report to it
- h) approve the Synod Policy in relation to Board Remuneration (applicable to the remuneration of any board or agency of the Synod)
- i) determine the manner and frequency it requires the Synod Board to report to it.

3.3.4 Synod Standing Committee delegates its remaining responsibilities to the Synod Board, noting that it:

- a) will receive a report on significant matters considered by the Synod Board at least every four months, or as it requests
- b) may choose to adjust which matters it delegates to the Synod Board at any time.

3.3.5 The powers granted in 8.2.2 include the power to act as the licensee delegate of the Property Trust in regard to licenses, approvals and approved provider status issued by the NSW, ACT or Commonwealth governments as well as by or for local government bodies.

3.3.6 The Synod Board has delegated responsibility to:

- a) Govern the operationalisation of strategic directions set by Synod and Synod Standing Committee having regard to risk and available resourcing
- b) provide reports on significant matters considered by the Board to the SSC
- c) make recommendations to SSC on matters the SSC has reserved to itself
- d) have reporting to it all Synod bodies including bodies, including bodies with responsibility for governance, audit and risk, schools, community services, ministry and mission; along with the ability to may make changes to these bodies to best achieve its responsibilities.
- e) act as the Property Board for the Synod
- f) be responsible for oversight of Parish Missions in exercise of the Synod's responsibilities
- g) oversee compliance and delegations
- h) be the governing body responsible for Synod Mission Services staff.

### ***Synod Board Operation***

3.3.7 The Synod Board shall comprise:

- a) between eight to ten members elected by the Synod for terms of up to three (3) years in order to meet the identified skills, experience and diversity;
- b) the Synod General Secretary is an ex-officio member of the Synod Board with full participation and voting rights;

#### ***Eligibility for Membership***

- 3.3.8 Having regard to the skills required of Board members, the majority of members must be members or members- in-association of the Church.

#### ***Appointment Process***

- 3.3.9 The Synod Board will be responsible for the facilitation of the process for appointment and reappointment of Synod Board members, and to make recommendations to the Synod Standing Committee for those appointments. It is expected that this process will include members of the Standing Committee and / or others who are independent of the Synod Board.

- 3.3.10 Members shall be eligible for re-appointment subject to a maximum continuous period of nine (9) years.

- a) specific skills that are relevant for the Synod Board, including expertise in:
  - i. Organisational Strategy and Leadership
  - ii. Mission/ministry & theology
  - iii. Community Services
  - iv. Finance/Capital Allocation
  - v. Investment/Banking
  - vi. Property
  - vii. Governance
  - viii. Risk
  - ix. (where possible) Legal, HR, IT and Marketing
- b) the following general matters:
  - i. an affinity with and understanding of the Uniting Church;
  - ii. active experience in Christian mission and/or ministry
  - iii. a commitment to following Christ;
  - iv. commitment to fiduciary requirements;
  - v. financial and accounting literacy;
  - vi. thorough understanding of risk and its management;

- vii. commitment to Culture of Safety principles;
- viii. understanding of Work, Health and Safety responsibilities
- ix. thorough understanding and commitment to the governance role;
- x. analytical thinking capacity;
- xi. capacity to operate as a team player;
- xii. capacity to devote time to the work of the Board; and
- xiii. a commitment to ongoing improvement and effectiveness of the Board.

### ***Cessation of Membership***

3.3.11 A person's membership of the Board will cease:

- a) When the member of the Board;
  - i. dies;
  - ii. resigns and the resignation is accepted;
  - iii. ceases to hold a qualification which is a prerequisite for the person's membership;
  - iv. is convicted of an offence that would, in a comparable case of a director of a company result in disqualification of the director under the Corporations Act 2001 (Cth) and/or ACNC legislation or guidelines;
  - v. has their WWCC refused, cancelled or barred (including interim or automatic bar) and/or has a negative notice on their WWVP
  - vi. is subject to a finding that they have engaged in Reportable Conduct as defined by the *Children's Guardian Act 2019 (NSW)* and/or *Ombudsman Act 1989 (ACT)*
  - vii. becomes bankrupt;
  - viii. is absent without leave of the Board for three consecutive meetings of the Board;
  - ix. has a material personal interest in any matter before the Board and fails to disclose the interest to the Board and/or votes on the matter and the person's position is declared vacant by the Board;
- b) The Moderator, with the approval of the SSC, resolves to terminate the person's membership following an enquiry undertaken in accordance with Synod bylaw 3.6.3.2 (j) .

### ***Appointment of Officers of the Board***

3.3.12 The SSC shall appoint the Chair.

3.3.13 The Chair presides at meetings of the Synod Board and in the absence of the Chair at a meeting the members present can appoint a Chair for that meeting from among those

present.

- 3.3.14 Following appointment, the Chair or nominee shall become a member of the SSC subject to the requirements of the Constitution, Regulations or these by-laws in relation to membership of the Synod and the SSC.
- 3.3.15 The Board may appoint such other executive roles as it determines and upon such conditions as it chooses

### ***Meetings of the Board***

- 3.3.16 The Board may meet, adjourn and otherwise regulate its meetings and proceedings as it thinks fit.
- 3.3.17 The Chair or the Synod General Secretary shall on the requisition of any three (3) members of the Board, summon a meeting of the Board by giving reasonable notice to each member.

### ***Voting***

- 3.3.18 In making decisions, the Board is to follow the principles of and to the extent practical and contextually relevant the procedures set out in the latest edition of the Manual for Meetings in the Uniting Church published by the Church.
- 3.3.19 If a resolution by formal majority is necessary, each Officer personally present is entitled to one vote. If the voting is equal, the Chair may exercise a casting vote.

### ***Quorum***

- 3.3.20 Unless otherwise determined, half of the total members being present at any duly convened meeting constitutes a quorum.

### ***Minutes***

- 3.3.21 The Synod Board shall appoint an Executive Officer for the purpose of ensuring minutes are kept of all proceedings of meetings of the Board.
- 3.3.22 Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

### ***Committees***

- 3.3.23 At a minimum the Board will appoint a committee with responsibility for audit and risk.
- 3.3.24 The Board will specify the purposes, functions and authority of any committee that it establishes and may, where appropriate, delegate responsibilities to committees. A Charter for each committee will be established by the Board for this purpose.
- 3.3.25 The Board shall determine the manner in which committee members will be appointed. Appointments of committee members may be terminated by the Board.
- 3.3.26 Membership of each committee will include at least one Board member who will be the Chairperson. A quorum for a committee meeting will set by the Board.

- 3.3.27 Any committee established by the Board shall be limited to the activities set by the Board in its establishment and may not delegate any of its responsibilities.
- 3.3.28 Minutes of committee meetings will be circulated to all Board members prior to the next ensuing Board meeting.

***Conflict of Interest***

- 3.3.29 Where a matter arises in which the member of the Board has or may have a material personal interest in an issue affecting the Board's business or operations, the member will, at the first possible opportunity after becoming aware of the situation, advise the Chair (or in the case of the Chair, advise the General Secretary) and declare the interest at any meeting of the Board at which the matter may be discussed.
- 3.3.30 Permanent conflicts will be recorded in a Board Register. Other conflicts will be recorded in meeting minutes as declared.

***Remuneration***

- 3.3.31 Synod Board Members are entitled to such remuneration as is determined in accordance with Synod Policy.

# Part 4 Operations of the Synod

## 4.1 General Secretary

### *Designation of Office*

- 4.1.1 The Secretary of Synod referred to in paragraph 35 of the Constitution and in Regulation 3.6.3.3 shall be known as "General Secretary and Chief Executive Officer of the Synod" (the General Secretary).

### *Overall role, function and purpose of the General Secretary*

- 4.1.2 The General Secretary exercises the responsibilities of Secretary to Synod and any other such responsibilities as are given to the General Secretary by these By-Laws, Synod or SSC.
- 4.1.3 The General Secretary has an executive leadership, pastoral and advisory role and is to provide strategic leadership in developing and executing Synod's strategies in mission and ministry in partnership with Presbyteries, Congregations, working groups and other bodies.
- 4.1.4 The General Secretary carries out the decisions of Synod and SSC and is not independent of Synod and SSC but is the principal conduit and facilitator for the implementation and presentation of decisions made by them.
- 4.1.5 The General Secretary works closely with the Synod Board, taking an operational approach to implementation of SSC direction where Synod Board takes a strategic governance approach.
- 4.1.6 The General Secretary works closely with the Moderator; however, the position of Moderator is primarily not an administrative position, unlike that of the General Secretary.
- 4.1.7 The General Secretary deals with pastoral matters pertaining to specified ministries.

### *Appointment and Re-appointment*

- 4.1.8 The appointment of a person to become the General Secretary is made by a Synod Meeting on the recommendation of the Nominating Committee as appointed by SSC (SSC NRC). SSC NRC is responsible for the nomination and election process of the office of the General Secretary. The appointment is made at the next ordinary Synod meeting before the appointment is to take effect and takes effect from a date determined by the Synod Meeting when the appointment is made.
- 4.1.9 Unless the General Secretary in office has given indication of not being available for re-appointment, the SSC must:
- implement a review to enable it to recommend to Synod whether the term of appointment be extended;

- b) the review shall normally be commenced twelve (12) months prior to the meeting of the Synod Meeting at which a decision regarding any extension of appointment shall be made; and
  - c) the review shall be conducted with procedures which shall be approved by the SSC.
- 4.1.10 If SSC recommends to Synod Meeting that the term of appointment for the General Secretary be extended, it must also recommend the length of such extension.
- 4.1.11 If the SSC determines not to recommend that the term of appointment be extended, it must implement procedures for recommending a new appointee.
- 4.1.12 Not less than six (6) months before the meeting of Synod at which the appointment of the General Secretary is to be made or such lesser period as SSC may determine, SSC must determine a date by which the nominations needs to be made by SSC NRC to a meeting of SSC.
- 4.1.13 SSC must recommend only one (1) name to Synod for appointment as General Secretary.
- 4.1.14 When SSC brings to Synod its recommendations for appointment of a General Secretary, the matter must be dealt with in closed session by secret ballot and in a manner that will avoid debate that may be unfair to the interests of the nominee.
- 4.1.15 If the meeting of Synod rejects the nomination recommended, it must thereafter appoint a General Secretary in whatever manner it determines.

#### ***Reporting Relationships***

- 4.1.16 The General Secretary is appointed by Synod and is responsible to it for matters delegated directly and to the SSC for matters delegated through the SSC.
- 4.1.17 The Associate Secretary reports to the General Secretary and is responsible for such areas as the General Secretary may delegate.
- 4.1.18 Senior Management of Synod Mission Services report to the General Secretary in exercise of the General Secretary's oversight of Synod staff.

#### ***Responsibilities of the General Secretary***

- 4.1.19 The General Secretary is responsible for:
- a) ensuring execution of Synod policy
  - b) co-ordinating Synod activities;
  - c) overseeing the management of Synod staff;
  - d) acting as the liaison officer of Synod with the Presbyteries and other bodies within Synod bounds;
  - e) providing all necessary reports and information as may be required by Assembly; and

f) undertaking such other tasks as Synod may require.

- 4.1.20 The General Secretary is an ex officio member of all Synod bodies with full speaking and voting rights and is eligible to be counted in a quorum.
- 4.1.21 Following discussion with the Associate Secretary, the General Secretary may determine whether to allocate to the Associate Secretary any ex officio membership of one (1) or more of these bodies.
- 4.1.22 The General Secretary shall have an annual review, in a manner to be agreed at the time by SSC; as advised by the Synod Board.

## **4.2 Synod Mission Services**

- 4.2.1 The operational staff of the Synod shall be known as “Synod Mission Services”
- 4.2.2 The General Secretary shall approve and provide oversight for the structure of departments and divisions within Synod Mission Services staff.

## **4.3 Synod Entities**

### ***Community Service Programs***

- 4.3.1 Any congregation or Parish Mission undertaking or seeking to undertake any community service program involving the receipt of Government funding, the sale of goods and services, and/or the provision any professional or regulated services, may only deliver such services through a separately constituted entity.
- 4.3.1 Pursuant to UCA Regulation 3.7.4.7, the Synod shall determine what institutions shall be continued, established, conducted or continued by or on behalf of the church.
- 4.3.2 Any entity established or continued in this way must be accountable to Synod.
- 4.3.4 The Standing Committee, or its delegate, may determine that such oversight be exercised by a nominated Presbytery or Congregation, but any such decision shall not affect the responsibility of the institution to report to the Synod at least annually.
- 4.3.5 The Standing Committee, or its delegate, shall be responsible for oversight and for ensuring that a register of such organisations is maintained.

### ***Uniting***

- 4.3.6 Uniting NSW.ACT is governed by the Board of Uniting, subject to the Constitution of Uniting and the By-Laws contained in Chapter 7

- 4.3.7 The Synod, in consultation with the Board of Uniting NSW.ACT, shall appoint the Chief Executive Officer of Uniting. The appointment of a person to become Chief Executive Officer shall be made by the SSC and shall take effect from the date determined by the SSC when the appointment is made.
- 4.3.8 If a Chief Executive Officer is for any reason temporarily unable to act or the position otherwise becomes vacant, the Uniting Board in conjunction with the General Secretary may appoint a person to act while such inability subsists or until the SSC makes a new appointment. Any person appointed to act in place of the Chief Executive Officer shall during the period of the appointment have all the powers and authorities of the Chief Executive Officer.
- 4.3.9 The Uniting Board in consultation with the General Secretary shall conduct an annual performance review of each Chief Executive Officer and a report shall be provided to SSC.

#### ***Uniting Financial Services***

- 4.3.10 Uniting Financial Services (UFS) is governed by the Board of the Uniting Church Trust Association Limited (UCTAL), ACN 000 022 480 subject to the Constitution of UCTAL.
- 4.3.11 The Synod, in consultation with the Board of UCTAL, shall appoint the Chief Executive Officer of UFS. The appointment of a person to become Chief Executive Officer shall be made by the SSC and shall take effect from the date determined by the SSC when the appointment is made.
- 4.3.12 If a Chief Executive Officer is for any reason temporarily unable to act or the position otherwise becomes vacant, UCTAL Board in conjunction with the General Secretary may appoint a person to act while such inability subsists or until the SSC makes a new appointment. Any person appointed to act in place of the Chief Executive Officer shall during the period of the appointment have all the powers and authorities of the Chief Executive Officer.
- 4.3.13 The UCTAL Board in consultation with the General Secretary shall conduct an annual performance review of each Chief Executive Officer and a report shall be provided to SSC.

## **4.5 Synod Body Obligations**

#### ***Policy Framework***

- 4.4.1 The Standing Committee, or its delegate, shall approve a Policy Framework, which shall:
- (a) set out a process for authorizing and approving policies;
  - (b) outline the nature of policies that will apply to various entities; and
  - (c) delegate authority to approve policies where appropriate.

#### ***Principles***

- 4.6.1 Each Board or Council of a Synod body shall ensure that due weight is given to the following principles:

- a) The whole Church is called to share in Christ's mission.
- b) Each Body of the Church has its own integrity and its particular role to play within the mission of the Church.
- c) The engagement of the Boards in the mission of the Church will be guided by strategic directions adopted by the Synod.
- d) The Boards shall co-operate with one another wherever possible in order to further the ministry of the whole Church.
- e) The whole Church, including the Boards, will be responsible for making resources available where they are needed.

### ***Compulsory Deposits/Investments***

4.6.2 The Synod has resolved that all Congregations and Presbyteries must observe the following requirements and authorises UCTAL to take all reasonable steps to ensure compliance by all Congregations and Presbyteries with the requirements.

4.6.3 All Congregations and Presbyteries of the Synod, as well as boards and Agencies within Synod, deposit all their cash funds above \$5,000 as well as other investments, into UCTAL.

4.6.4 For the purposes of this By-Law:

**Investments** mean all assets including, but not limited to, cash at bank and on deposit, shares in corporations, units in investment funds, mortgage securities and bills of exchange.

**Agencies** mean all organisations established by a Congregation or Presbytery or by the Synod itself within the bounds of Synod including the council, committee, board, activity group, service provider or incorporated body excluding UCTAL.

4.6.5 The only exemptions from these provisions will be those approved by Synod or where an Agency is bound to otherwise comply with legislative or external regulatory requirements governing the investments of funds (for example, the Trustee Act 1925 (NSW)). UCTAL maintains the list of approved exemptions.

4.6.6 UCTAL may approve the use of external managers to assist it to carry out its responsibility for managing cash and investments provided such external managers act under UCTAL's oversight and UCTAL considers the Church entities, Agencies and Synod goals are served and there has been due consideration of all material risks.

### ***Compulsory Loans***

4.6.7 Borrowings between Uniting Church entities within the Synod other than via UCTAL will be prohibited other than in exceptional circumstances and approval has been granted by the Synod Mission Services and borrowings for working capital are no greater than \$10,000 indexed by the Consumer Price Index annually is required. UCTAL maintains the Synod list of approved exemptions.

# Part 7: Uniting NSW.ACT

## 7.1 *Context*

- 7.1.1 Uniting (NSW.ACT) is and continues to be an institution established by the Synod pursuant to Regulation 3.7.4.7
- 7.1.2 Uniting continues to live the rich missional heritage of the pioneering Presbyterians, Methodists and Congregationalists. The ministry and legacy of Burnside, War Memorial Hospital, Congregational Homes Trust, the Methodist and Presbyterian Boards of Social Responsibility and of local Congregations continues through the current mission of Uniting.
- 7.1.3 Responsibility for the governance of Uniting is and will continue to be vested in the Uniting Board subject to the provisions of the Church Laws
- 7.1.4 The Synod has contemporaneously with the adoption of these By-Laws (by an amendment to the existing By-Laws) established a Uniting Constitution for the regulation of Uniting as an institution and may from time to time amend, revoke or replace that Constitution consistent with these By-Laws and the Regulations.
- 7.1.5 The Uniting Board shall be accountable to Synod for the discharge of its responsibilities under and in accordance with these By-Laws and the Uniting Constitution.

## 7.2 *Purpose and Objects*

- 7.2.1 The purpose of Uniting is derived from the commitment of the Uniting Church in Australia to Christ's mission and is to provide benevolent relief to people suffering from poverty, sickness, distress, misfortune, destitution or helplessness by any means, including by:
  - a) promoting the welfare of people who are vulnerable and disadvantaged through the provision of a range of services, including aged and patient care services, pastoral care services, foster care, family services, youth services, disability support services, counselling and mediation, early learning and childcare, and retirement; and
  - b) doing all other things incidental or ancillary to, and in furtherance or in aid of, the above purposes.
- 7.2.2 Without limiting the generality of its main purpose, Uniting may express that purpose through the following:
  - a) the delivery of the community services determined from time to time by the Uniting Board;
  - b) collaborating with the Synod and the wider Church in discerning and interpreting the relationship of the mission of the Uniting Church to the delivery of social justice,

- community services and chaplaincy work;
- c) providing advice to the Synod and to others as required by the Synod in relation to the general delivery of community services within the bounds of the Synod;
- d) providing leadership through the development of social policy and research, and advocacy on health and care services to the community;
- e) facilitating collaboration, networking and sharing across community services within the Synod;
- f) facilitating the provision of whole of chaplaincy, pastoral, health, aged and other care to Uniting patients, clients, residents, their families, staff and volunteers;
- g) providing chaplaincy and pastoral care to people using Uniting services and to people in hospitals, prisons, and detention centres.

### **7.3 Powers and Functions**

- 7.3.1 The powers of Uniting are all the powers as are lawful and required by Uniting to give effect to the purpose and objects set out in By-Law 7.2 subject only to the limitations contained in these By-Laws.
- 7.3.2 The powers granted in By-Law 7.3.1 include the power to act as the licensee delegate of the Property Trust in regard to licenses, approvals and approved provider status issued by the NSW, ACT or Commonwealth governments, as well as by or for local government bodies.

### **7.4 Not-for-profit**

- 7.4.1 The assets and income from time to time held by the Property Trust for the beneficial use of Uniting must be applied solely in the furtherance of the purposes and objects of Uniting in accordance with the Constitution and no portion may be applied, paid or transferred to any member of the Uniting Board, either directly or indirectly by way of dividend, bonus, benefit or otherwise except as permitted by the Uniting Constitution.

### **7.5 Uniting Constitution**

- 7.5.1 The Uniting Constitution must be read subject to these Part 7 By-Laws and these By-Laws will prevail to the extent there is any inconsistency between them.

### **7.6 Responsibilities and matters for Synod**

#### ***Reserved Authorities***

- 7.6.1 The following powers, authorities and matters are Reserved Authorities relating to Uniting

that are matters for decision by the Synod:

- a) selection, appointment, reappointment and removal of all members of the Uniting Board;
- b) approval of the Policy in relation to Board Remuneration;
- c) selection, appointment, reappointment and removal of the chair of the Board of Uniting;
- d) power to dissolve Uniting subject to By-Law 7.4 and the provisions contained in the Uniting Constitution relating to the dissolution of Uniting;
- e) power to revoke, vary, amend or replace these By-Laws and the Uniting Constitution;
- f) approval of the strategic direction of Uniting in line with the Synod strategic direction;
- g) approval of the Strategic Capital Plan in line with the Synod strategic direction;
- h) approval of the delegations from Synod to the Uniting Board;
- i) power to appoint, re-appoint or remove the Chief Executive Officer, acting on the prior recommendation of the Uniting Board;
- j) power to carry out any of the activities of Uniting through, or in joint venture with, a body corporate; and
- k) appointment of auditors for Uniting; and
- l) such other matters which are by the Uniting Constitution, the Regulations or the By-Laws expressly declared to be matters for decision by the Synod or by a delegate of the Synod other than Uniting.

### ***Consultation and Co-operation***

- 7.6.2 In exercising any of the powers, authorities or matters comprising the Reserved Authorities referred to in By-Law 7.6.1, Synod should except in the case of emergency consult and require all relevant persons including its delegates to consult in good faith with the Uniting Board prior to the exercise of the relevant power or authority; and
- 7.6.3 In relation to all such consultations, the Uniting Board shall in good faith and in timely fashion provide to Synod or relevant persons all relevant information in the possession of Uniting so as to enable the exercise of the relevant power or authority.
- 7.6.4 The decision of the Synod prevails in relation the exercise of powers, authorities or matters referred to in By-Law 7.6.1 and their decision is final.
- 7.6.5 Uniting and other relevant Bodies shall, except in the case of emergency, consult, engage and co- operate with each other prior to the exercise of their relevant power or authority.
- 7.6.6 Synod may, pursuant to Church Laws, direct any Body to report or otherwise be responsible or accountable to Uniting in respect of a matter for which Uniting has power or authority pursuant to these By-Laws.

## **7.7 Property Trust**

### ***Assets and income***

- 7.7.1 The assets and income held by the Property Trust for the beneficial use of Uniting are and shall continue to be held by the Property Trust on behalf of the Church for Uniting, with due regard for the principles of the Church in accordance with section 13 of the Act and clause 50 of the Constitution of the Church.
- 7.7.2 The assets and income, referred to in By-Law 7.7.1, must be applied solely in furtherance of purposes of Uniting as set out in these By-Laws and Uniting Constitution.

## **7.8 Governance of the Uniting Board**

### ***Uniting Board functions***

- 7.8.1 The Uniting Board has responsibility for the general governance, direction and control of Uniting in accordance with and subject to these Uniting By-Laws and the Uniting Constitution. Without limitation, this responsibility includes:
- a) Setting, subject to the approval of the Synod, and overseeing the strategic direction of Uniting in line with the Synod strategic direction;
  - b) Supporting, overseeing and working with and through the Chief Executive Officer of Uniting to ensure the implementation of all Uniting plans and policies; and
  - c) Ensuring that Uniting operates in accordance with the Uniting Constitution and these By- Laws consistent with Church Laws.

### ***Composition***

- 7.8.2 The Uniting Board shall consist of: at least 8 and not more than 12 persons being:
- a) the person from time to time occupying the office of General Secretary of Synod;
  - b) if determined by the Synod, acting on a resolution of the Uniting Board supporting the appointment, the Chief Executive Officer; and
  - c) at least 6 and not more than 11 other persons appointed by Synod in accordance with Uniting Constitution.

### ***Eligibility for office***

- 7.8.3 The eligibility requirements for appointment to the Uniting Board shall be as set out in the Uniting Constitution.

### ***Appointments***

- 7.8.4 Appointments to the Uniting Board shall be in accordance with the Uniting Constitution consistent with all relevant Synod By-Laws relating to the eligibility and appointment of

Board members to institutions established by the Synod.

#### ***Duties***

- 7.8.5 Each of the Uniting Board members has the duties, liabilities and indemnities conferred on them by these By-Laws and/or the Uniting Constitution consistent with Church Laws.

#### ***Uniting Board delegations***

- 7.8.6 The Uniting Board may delegate (with or without limitation) any of its powers subject to any limitation on the power of the Uniting Board to delegate in accordance with these By-Laws.

#### ***Accountability and reporting***

- 7.8.7 The Uniting Board must report regularly to Synod in accordance with the Reporting Schedule approved by Synod.

### **7.9 Chief Executive Officer**

- 7.9.1 The Chief Executive Officer is accountable to the Uniting Board for all strategic and operational matters relating to Uniting and for implementation of Uniting policies and decisions.
- 7.9.2 The Chief Executive Officer may sub-delegate powers received from the Uniting Board to position holders within Uniting subject to the prior approval of Uniting Board.

### **7.10 Dissolution**

#### ***Property***

- 7.10.1 If Uniting is dissolved pursuant to Regulation 3.7.4.7 and By-Law 7.6.1(c), any property remaining after settlement of all due debts and liabilities must be transferred or distributed strictly in accordance with the Uniting Constitution.

### **7.11 Definitions**

- 7.11.1 In this Part 7 the definitions in the Constitution, Regulations and By-Laws apply, and unless the context or subject matter of the Constitution, Regulations or By-Laws require otherwise, the following definitions also apply:
- a) **Church Laws** means the *Uniting Church in Australia Act (NSW) 1977*, the Constitution of the Uniting Church in Australia authorised by that Act, the Basis of Union, Uniting Church in Australia Regulations and the Synod By-Laws (including these By-Laws);

- b) **Reserved Authorities** means those powers, authorities and matters relating to Uniting that are matters for decision by the Synod pursuant to By-Law 7.6.1;
- c) **Uniting or UnitingCare NSW.ACT** means the institution established by the Synod pursuant to Regulation 3.7.4
- d) **Uniting Board** or **Board** means the board of Uniting;
- e) **Uniting Constitution** means the constitution for the regulation of Uniting as an institution and as in force from time to time.