

**ASSOCIATIONS INCORPORATION ACT 1985**  
**RULES AND REGULATIONS**  
**of**  
**UNITING COMMUNITIES INCORPORATED**  
**ADOPTED 31<sup>st</sup> MARCH 2016**

**Brief History of Uniting Communities**

Uniting Communities, formerly UnitingCare Wesley Adelaide and the Adelaide Central Mission, has served South Australia since 1901. It was established at Maughan Church, 43 Franklin Street, by the Methodist Conference (now the Uniting Church Synod) as the Central Methodist Mission.

In 1977, with the union of the Methodist, Congregational and Presbyterian churches to form the Uniting Church in Australia, the Central Methodist Mission changed its name to the Adelaide Central Mission.

In 2002 Adelaide Central Mission Inc, Port Adelaide Central Mission Inc, Port Pirie Central Mission Inc and Wesley Uniting Mission Inc formed a Partnership in Mission. This continued until 2010.

In 2011, UnitingCare Wesley Adelaide joined with UnitingCare Adelaide East to increase collaboration and continue to offer high quality services throughout South Australia.

In 2012, the new name of Uniting Communities was launched due to our renewed commitment to working alongside South Australian Communities in achieving their own aspirations.

Uniting Communities identifies three key strategies to deliver commitment to the vision of fair and compassionate communities that enable people to participate and flourish. These strategies are - Community Strengthening, Quality Service Delivery, and Advocacy.

**1. NAME**

The name of the incorporated association is "Uniting Communities Incorporated" referred to herein as "Uniting Communities".

**2. DEFINITION**

In these rules unless the contrary intention appears: "Board"

means the Board of Uniting Communities.

The "Act" means The Associations Incorporation Act, 1985 as amended.

"Appointing Authority" means the South Australian Synod of the Uniting Church in Australia and its Standing Committee

"Church" means the Uniting Church in Australia.

"Director" means persons who are appointed to the Board in accordance with these Rules.

"Officer" of Uniting Communities means -

(a) any person who -

i. occupies or acts in a position of -

(a) a Director of Uniting Communities; or

(b) the Secretary, Treasurer or Public Officer of Uniting Communities; or

ii. is concerned, or takes part, in the management of the affairs of Uniting

- Communities, by whatever name called and whether or not validly appointed to occupy or duly authorised to act in the position; or
- (b) the holder of any other office established by the rules of Uniting Communities (except a patron or the holder of some other honorary office that confers no right to participate in the management of the affairs of Uniting Communities); or
  - (c) any person in accordance with whose directions or instructions the Board of Uniting Communities is accustomed to act.

### **3, OBJECTS & PURPOSES**

- (1) Uniting Communities is established for the purpose of building community and working with people in need, particularly those who are in some way disadvantaged, to improve their situation in ways which enhance their lives.  
Uniting Communities is committed to work for a just, inclusive and caring society which respects the rights, values and dignity of all people.
- (2) The activities of Uniting Communities may include, but not be limited to, the following:
  - (a) To build supportive, compassionate and caring communities.
  - (b) To advance the wellbeing and rights of First Australians.
  - (c) To provide, in such manner or place as may be determined, accommodation, care, health and welfare services for older people.
  - (d) To provide, in such manner or place as may be determined, facilities and services for the rehabilitation of people experiencing substance misuse.
  - (e) To provide, in such manner or place as may be determined, facilities and services for people with disability, by way of accommodation, protection, social and health care, education and training, together with support.
  - (f) To provide, in such manner or place as may be determined, help, guidance, support and material assistance for the relief of the unemployed and those experiencing hardship.
  - (g) To provide, in such manner or place as may be determined, accommodation, board, care, supervision and protection for children who are homeless, neglected or otherwise in need.
  - (h) To meet, in such manner and place as may be determined, the needs of children, parents, care givers and the community.
  - (i) To promote, in such manner and place as may be determined, the interests of children and their families by encouraging the provision of appropriate services.
  - U) To provide, in such manner and place as may be determined, counselling and support services for the promotion of family well-being.
  - (k) To provide for the employment and training of people with disabilities.
- (3) Uniting Communities shall not be maintained for the purpose of trading or securing pecuniary profit to the Directors or the Appointing Authority.

#### **4. POWERS**

- (1) Uniting Communities shall have all the powers conferred by the Act:
- (a) Acquire, hold, deal with, and dispose of, any real or personal property.
  - (b) Administer any property on trust.
  - (c) Open and operate ADI (authorised deposit taking institutions) accounts.
  - (d) Invest its moneys -
    - i. In any security in which trust moneys may, by Act of Parliament, be invested; or
    - ii. In any other manner authorised by the rules of the association.
  - (e) Borrow money upon such terms and conditions as the association thinks fit.
  - (f) Give such security for the discharge of liabilities incurred by the association as the association thinks fit.
  - (g) Appoint agents to transact any business of the association on its behalf.
  - (h) Enter into any other contract it considers necessary or desirable.
  - (i) To carry out such income producing and promotional activities as shall provide financial and other assistance for the fulfilment of Uniting Communities' objects and purposes.
  - U) To establish any such committee or corporate body as may be required from time to time to carry out, perform and engage in all such things and activities as may be conducive to or may further or be of a complementary or similar nature to the objects and purposes of Uniting Communities.
  - (k) To act as the trustee of any asset of or to merge with any other Association established and conducted for public benevolent objects similar to any of the objects and purposes of this Association.
  - (l) To do all such other lawful things as may be incidental or conducive to the attainment of the objects and the exercise of the powers of Uniting Communities.

#### **5. REGISTERED OFFICE**

The registered office of Uniting Communities shall be at such place the Board from time to time determines.

#### **6. BOARD**

##### **(1) Powers and duties:**

- (a) The affairs of Uniting Communities shall be controlled by a Board.
- (b) The Board has the management and control of the funds and other property of the association.
- (c) The Board shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the association on which these rules are silent.
- (d) The Board shall appoint a public officer as required by the Act.
- (e) The income and capital of Uniting Communities shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to directors or their associates except as bona fide remuneration of a director for services rendered or expenses incurred on behalf of the association.

## **(2) Appointment**

- (a) The Board shall be appointed by the Appointing Authority. At any one time there shall be not less than six (6) and not more than eight (8) people appointed to the Board.
- (b) The Appointing Authority shall appoint Directors to fill vacancies on the Board. All Directors shall be appointed for a term of up to three years.
- (c) At least three of the members of the Board shall be members of the Uniting Church in Australia. All Board members must work within the ethos of the Uniting Church in Australia as defined within the Basis of Union and attend training as requested in relation to these issues.
- (d) Any extraordinary vacancies may be dealt with in one of two ways to be determined by the Board: -
  - i. The Board may appoint a person to fill any extraordinary vacancy on the Board and the person so appointed shall fill such vacancy for the unexpired portion of the term of the person in whose place he or she is appointed. The Board shall notify the Appointing Authority of any extraordinary vacancy within one month of the vacancy arising and notify the Appointing Authority of any resulting replacement Director within one month of a replacement being appointed.
  - ii. The term of the Director resigning shall be deemed to have concluded at the resignation date and the vacancy filled as specified in clause 6(2)(b). The Board shall notify the Appointing Authority of the resignation of the Director within one month of the resignation occurring:
- (e) The Appointing Authority shall on the recommendation of the Board appoint a Chairperson from amongst the Board membership. The Chairperson shall hold this position for the duration of their current term on the Board. The Chairperson shall be a member of the Uniting Church in Australia or a member of another Christian denomination recognised by the National Council of Churches.
- (f) All Directors, including the Chairperson, shall be eligible for re-appointment for further consecutive terms, such that their full term does not exceed nine (9) years. Time served in a casual vacancy shall be included within the said nine (9) years
- (g) A Director shall be deemed to have vacated their office if -
  - i. the Director dies;
  - ii. the Director resigns by notice in writing to the Chairperson;
  - iii. the Director is physically or mentally incapable of properly carrying out the duties of a Director;
  - iv. the Director is disqualified by the Act;
  - v. the Director is absent without apology from more than three consecutive Board meetings, or more than four Board meetings in a financial year.
  - vi. the Director is removed by resolution of the Appointing Authority.
- (h) In addition to the number of people appointed to the Board by the appointing authority under clause 6(2)(a) the Board may appoint two additional Directors for a defined period not to exceed two years. Retiring Directors appointed under this clause will not be eligible for re-appointment under this clause.
- (i) Directors appointed under clause 6(2)(h) are eligible for appointment to the Board under clause 6(2)(a).

**(3) Proceedings**

- (a) The Board shall meet for the transaction of the business of Uniting Communities at such time and place as the Board shall from time to time determine and the Board may regulate the conduct of its meetings as it may decide.
- (b) A quorum shall be the number next above half the number of the Board for the time being.
- (c) The Board may appoint from amongst its Directors a Deputy Chairperson and such other officer bearers as it may from time to time determine are necessary.
- (d) The Chairperson or in their absence the Deputy Chairperson shall be the Chairperson of all meetings, but otherwise the Directors shall elect one of their Directors to be Chairperson of that meeting.
- (e) No act or proceeding of the Board is invalid by reason only of a vacancy in the office of a member, less than three members being members of the Church (as per Clause 6(2)(c)), or a defect in the appointment of a member. The Appointing Authority shall be notified within one calendar month of the Board operating in accordance with this clause.

**7. SUB-COMMITTEES**

- (1) The Board may from time to time appoint an Executive Committee or any Sub-Committee or Sub-Committees and may at any time dissolve the same.
- (2) The Chairperson or a Director nominated by the Chairperson shall be ex-officio a Director of such Executive Committee and of each such sub-committee.
- (3) The Board may from time to time delegate to the Executive Committee or a Sub-Committee such power or powers as it may think fit and may at any time revoke such delegation.

**8. MINUTES**

- (1) Proper minutes of all proceedings of meetings of the Board, Executive Committee and Board Sub-Committees shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule must be confirmed by the directors at a subsequent meeting.
- (3) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.
- (4) Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

**9. ACCOUNTS & AUDIT**

- (1) Uniting Communities shall keep its accounting records in such a manner as will enable -
  - a. the preparation from time to time of true and fair accounts of Uniting Communities; and
  - b. the accounts of Uniting Communities to be conveniently and properly audited for each year ending 30th June.
- (2) Uniting Communities shall after the 30th June each year, cause the accounts in respect of

the financial year ended 30th June to be prepared and those accounts to be audited by a firm of registered company auditors, appointed annually by the Board for the ensuing year. Any temporary vacancy of Auditors during the year shall be filled by the Board as soon as possible after a vacancy occurs.

- (3) The financial year of Uniting Communities shall commence on the 1st July of each year and end on the 30th June of the following year.
- (4) The audited annual accounts of Uniting Communities together with the Reports and Statements of the Board and the Auditors' Report are to be given to the Appointing Authority within six months of the end of the financial year.
- (5) The books of account of Uniting Communities shall be open to the inspection of Directors at all times.

#### **10. ALTERATION OF RULES**

The Board may from time to time at any meeting specially called for that purpose add to annul repeal alter or vary any of these Rules and Regulations of Uniting Communities for the time being in force provided however that no addition annulment repeal or alteration shall come into force until approved in writing by the Appointing Authority and provided further that no alteration or addition to the objects or winding up clauses shall be made without the approval in writing of the Commissioner of Taxation.

#### **11. WINDING UP**

Uniting Communities may be wound up in the manner provided for in the Act.

#### **12. APPLICATION/ SURPLUS/ASSETS**

Any property remaining on the winding up or dissolution of Uniting Communities after satisfaction of its debts and liabilities shall be distributed by the Board with the approval of the Appointing Authority to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.

#### **13. OFFICER INDEMNITY**

- (1) To the extent permitted by law, Uniting Communities shall indemnify every Director and Officer of Uniting Communities out of the assets of Uniting Communities against any liability incurred by that person in their capacity as such Director or Officer unless such liability arises by reason of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to Uniting Communities, and provided that the Director or Officer acted in good faith.
- (2) To the extent permitted by law, Uniting Communities shall indemnify every Director and Officer of Uniting Communities out of the assets of Uniting Communities against any liability incurred by that person in their capacity as such Director or Officer in defending any proceedings, whether civil or criminal, in which judgement is given in their favour or in which they are acquitted, and provided that the Director or Officer acted in good faith.