

**ASSOCIATIONS INCORPORATION ACT 1985**

**RULES AND REGULATIONS**

**OF**

**UnitingCare Wesley Bowden Incorporated**

*Approved 15 October 2021*

**1. NAME**

The name of the incorporated association is "**UnitingCare Wesley Bowden Incorporated**", referred to herein as "the Association".

**2. DEFINITION**

- 2.1 "Appointing Authority" means the South Australian Synod of the Uniting Church in Australia or its Standing Committee.
- 2.2 "Board" means, unless a contrary intention appears, the Board of the UnitingCare Wesley Bowden Incorporated.
- 2.3 "Church" means the Uniting Church in Australia, Synod of South Australia.
- 2.4 "Chair" means a person who is a member of a Church that is a member of the National Council of Churches in Australia and on the recommendation of the Board is appointed Chair of the Board of the Association by the Appointing Authority.
- 2.5 "the Act" means the Associations Incorporation Act 1985 (South Australia).

**3. OBJECTS**

- 3.1 The Association was established by and maintains a connection with the Uniting Church.
- 3.2 The Association is established for the purpose of improving the health and wellbeing of individuals and families who suffer personal, social or economic disadvantage. This includes:
  - 3.2.1. children who may be at risk of poor developmental outcomes
  - 3.2.2. children and adults who may experience; disability, mental health conditions, challenges relating to ageing; and
  - 3.2.3. the carers of those children and adults suffering disadvantage.
- 3.3. To achieve its purpose the Association will deliver services that are congruent with the ethos of the Uniting Church in Australia and which may include:

- 3.3.1. Social support, clinical services and community development programs.
- 3.3.2. Advocacy to government and other service providers on matters relating to the needs of individuals and families in need of services.
- 3.3.3. Assisting and working with other organisations whose objects are compatible, through activities such as; financial and business management services, staff training and development, property management, program/service design, management, and evaluation.
- 3.3.4. Obtaining resources to enable the delivery of services from sources such as government, donations, bequests, investments, sponsorships, fee for service, and in kind support.
- 3.3.5. Other services consistent with the benevolent objectives of the Association.

#### **4. NO MEMBERS**

The Association does not have members.

#### **5. POWERS OF THE ASSOCIATION**

The Association shall have all the powers conferred by section 25 of the Act.

#### **6. APPLICATION OF PROPERTY AND INCOME**

The income and the property of the Association shall be applied solely towards the objects of the Association and no portion shall be paid or disposed of by dividend, bonus or otherwise to any member of the Association (if there are any members) or any member of the Board. However, nothing contained in this sub clause shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any member of the Board for services rendered to, or expenses incurred on behalf of, the Association or of interest on any monies borrowed from any person.

#### **7. PROPERTY AND INVESTMENTS**

- 7.1 The Association, without limiting any powers or rights of the Association in accordance with the Act, may:
  - 7.1.1 hold funds, property or investments, which have been or may be conveyed or transferred to it for any purposes of the Association (subject to all existing trusts)
  - 7.1.2 purchase, lease and hold real and personal property in the name of the Association

- 7.1.3 mortgage, charge, let, sell or otherwise dispose of any such real and personal property.
  - 7.1.4 execute mortgages, charges, transfers and leases
  - 7.1.5 raise or borrow money upon such terms, in such manner, and upon such securities or security (if any) as the Board shall think fit
  - 7.1.6 secure any money raised or borrowed or the repayment or performance of any debt, liability, contract or engagement incurred or to be entered into by the Association in any way
  - 7.1.7 purchase, pay off or redeem any such security referred to in sub-clause 8.1.5 above, and
  - 7.1.8 generally use and exercise all the powers, privileges and authorities conferred by the Act.
- 7.2. Without limiting any power or right under the Act, the funds of the Association may be invested:
- 7.2.1 in any fund created or controlled by the Church
  - 7.2.2 in or upon any of the public stocks or funds or government securities of the Commonwealth of Australia or any of the Australian States
  - 7.2.3 in or upon freehold land and buildings and freehold or leasehold securities in the Commonwealth of Australia, or
  - 7.2.4 in or upon bond debentures, debenture stock, mortgages, unsecured deposits, registered notes, obligations or securities or the guaranteed preference or ordinary stock or shares or ordinary preferred or deferred or other stock or shares of any company, society, public municipal, local body or authority in the Commonwealth of Australia
  - 7.2.5 units in an investment trust, managed investment trust, managed investment scheme or other independently managed investment vehicle.

with power to vary or transpose any such investments from time to time and to sell or dispose of any assets undertaken or shares or interest in any company or in any part thereof for such consideration as this Association may think fit.

- 7.3 Accounts shall be kept of all moneys received and expended by the Association. A statement of account of such moneys for each year ending 30th June and a balance sheet at that date setting out the assets and liabilities of the Association shall be prepared annually and reported on or by each October Board meeting. Such statement and balance sheet shall be audited by one or more qualified auditors and shall be submitted annually to the Board and to the Appointing Authority. The Board shall appoint the auditor or auditors annually.
- 7.4. The books of accounts of the Association shall be open to the inspection of members of the Board at all reasonable times.
- 7.5. The financial year shall begin on the first of July in any year and end on the thirtieth of June in the following year.

## **8. OFFICERS**

The officers of the Association shall be the Chair and Public Officer. The Public Officer shall be appointed by the Board.

## **9. MANAGEMENT AND CONTROL**

- 9.1 The control of the Association and its funds shall be vested in the Board. The Board shall comprise:
- 9.1.1 the Chair
- 9.1.2 no less than six other persons and no more than ten other persons appointed by the Appointing Authority on the recommendation of the Board.
- 9.2 one member of the Board must be either a confirmed member or member in association of the Uniting Church in Australia. This may include the Chair.
- 9.3 The Chief Executive of UnitingCare Wesley Bowden shall attend, participate in and report to all meetings of the Board unless requested not to do so, or if granted leave of absence.
- 9.4 The Appointing Authority shall appoint members to fill vacancies on the Board. Any extraordinary vacancies on the Board may be filled by the Board and any persons so appointed shall hold office for the remainder of the term of the person replaced. The Appointing Authority must be advised of any such appointments as soon as possible.
- 9.5 Board members shall be appointed for a term of up to three years. Retiring members shall be eligible for re-election and a

Board member may serve as an appointed member for up to nine years continuously.

- 9.6 The Board may co-opt as additional Board members up to two persons at any one time for terms of up to two years.

## **10. REMOVAL OF A BOARD MEMBER**

A member of the Board shall vacate their office if the member:

- 10.1 dies
- 10.2 resigns
- 10.3 is disqualified by the Act
- 10.4 is absent without apology from three consecutive meetings
- 10.5 is physically or mentally incapable of properly carrying out the duties of a member of the Board
- 10.6 is removed by resolution of the Appointing Authority.

## **11. MEETINGS OF THE BOARD**

- 11.1 The Board will meet to transact its business at a time and place that the Board determines. The Board may regulate the conduct of its meetings as it decides.
- 11.2 Regular Board meetings will be conducted face-to-face. The Board may also hold meetings, or permit members of the Board to participate in meetings, by using any technology that allows members to clearly and simultaneously communicate with each participating member. A Board member who participates in a meeting by means of technology is taken to be present at the meeting. A quorum for regular meetings is half of the total number of Directors appointed at that time.
- 11.3 Meetings may be held electronically by email as required and determined by the Chair. A quorum for electronic meeting is three quarters of Directors appointed at that time.
- 11.4 The Chair and, in their absence, the Deputy Chair will Chair all meetings. The Chair and Deputy Chair will have a casting as well as a deliberative vote when chairing meetings.
- 11.5. When neither are available the Board will elect another Director to Chair that meeting. In this circumstance, the chair of the meeting will only have a deliberative vote.

## **12. COMMITTEES**

The Board may from time to time appoint any Committee and may at any time dissolve the same. The Chair may be an ex-officio member of any such Committee. The Board may from time to time delegate to the Committee such power or powers as it may think fit and may at any time revoke such delegation.

## **13. SEALHOLDERS**

There shall be five seal holders of the Association who shall be the Chair of the Association, the Chief Executive of the Association and three (3) members of the Board to be appointed from time to time by that Board. Such members shall hold office as seal holders during the pleasure of the Board.

## **14. THE COMMON SEAL**

14.1 The Common Seal of the Association shall be used only with the authority of the Board and shall be affixed by any two seal holders of the Association who shall countersign the deed, instrument or other document to which the seal is so affixed.

14.2 The following form of attestation shall be used: "The Common Seal of UnitingCare Wesley Bowden Incorporated was hereunto affixed by the authority of the Board in the presence of.....".

## **15. ALTERATION OF RULES AND REGULATIONS**

The Board may from time to time at any meeting specially called for that purpose add to, repeal, alter or vary any of these Rules and Regulations of the Association for the time being in force PROVIDED HOWEVER that no addition, annulment, repeal, or alteration shall be made without the prior approval in writing of the Appointing Authority and PROVIDED FURTHER that no alteration or addition to the objects of the Association or any provision of these Rules and Regulations relating to winding up or distribution or application of income or property of the Association shall be made without the prior approval, where necessary, of the Australian Charities and Not-for-Profits Commission, the Commissioner of Taxation or their Deputy, or such other statutory authority as may be necessary to ensure the preservation of the status of the Association as a charitable public benevolent institution.

## **16. WINDING UP**

If in the winding up of the Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Association members (if any) but shall be applied as the Board, with the consent of the Appointing Authority, chooses to direct to some other organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members, and which is an organisation which has a status, with the approval, where necessary, of the Australian Charities and Not-for-Profits Commission, the Commissioner of Taxation, or

such other statutory authority as may be necessary, as a charitable public benevolent institution.

**18. INDEMNITY**

Every officer, Board member or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by them in their capacity as officer, Board member or auditor in defending any proceedings, whether criminal or civil, in which judgement is given in their favour or in which they are acquitted.