

Anglican Church Property Trust Diocese of Sydney Ordinance 1965

(Reprinted under the Interpretation Ordinance 1985.)

The Anglican Church Property Trust Diocese of Sydney Ordinance 1965 as amended by the Anglican Church Property Trust Diocese of Sydney Amendment Ordinance 1973, Anglican Church Property Trust Diocese of Sydney Ordinance 1976, Anglican Church Property Trust Diocese of Sydney Ordinance 1965-1973 Amending Ordinance 1977, Anglican Church Property Trust Diocese of Sydney Ordinance Amendment Ordinance 1977, Anglican Church Property Trust Diocese of Sydney Ordinance 1965-1977 Amending Ordinance 1978, Anglican Church Property Trust Diocese of Sydney Ordinance 1965-1978 Amending Ordinance 1981, Church Insurances Ordinance 1981, Anglican Church Property Trust Diocese of Sydney Ordinance 1965-1981 Amending Ordinance 1982 Anglican Church Property Trust Diocese of Sydney Amending Ordinance (No.2) 1982, Anglican Church Property Trust Diocese of Sydney (Change of Name) Ordinance 1982, Anglican Church Property Trust Diocese of Sydney Ordinance Amendment Ordinance 1989, the Anglican Church Property Trust Diocese of Sydney Ordinance 1965 Amending Ordinance 1993, the Miscellaneous Amendments Ordinance 2001, the Diocesan Officers (Retirement) Repeal Ordinance 2001, the Anglican Church Property Trust Diocese of Sydney Amendment Ordinance 2002, the Anglican Church Property Trust Diocese of Sydney (Financial Reporting) Amendment Ordinance 2014, the Anglican Church Property Trust Diocese of Sydney Ordinance 1965 Amendment Ordinance 2023, and the Sydney Anglican Property (Provisional Restructuring) Ordinance 2023.

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Long Title

An Ordinance to reconstitute the membership of Anglican Church Property Trust Diocese of Sydney, a body corporate, to provide for quorum at its meetings and to enlarge and specify the powers authorities duties and functions of such body corporate and for purposes incidental thereto.

Preamble

Whereas Anglican Church Property Trust Diocese of Sydney (hereinafter called the "Corporate Trustee") is a body corporate under the provisions of the Anglican Church of Australia Trust Property Act 1917 as amended (hereinafter called the said Act) And Whereas pursuant to Section 11 of the said Act the Synod of the said Diocese may from time to time declare what may be the number of the members of the corporate body and pursuant to Section 9 of the said Act may also vary the number of members to constitute a quorum And Whereas it is expedient that the number of members of the Corporate Trustee and of the quorum thereof be increased And Whereas by Section 24 of the said Act the Synod may from time to time by ordinance provide and vary any provision for governing and controlling the management and user of church trust property vested in the Corporate Trustee and for all things incidental to such government and control And Whereas the Synod may pursuant to the Constitutions set forth in the Schedule to Anglican Church of Australia Constitutions Act 1902 make ordinances upon and in respect of all matters and things concerning the order and good government of the Church within the said Diocese including the management and disposal of all church property moneys and revenues And Whereas it is expedient to provide for governing and controlling the management and user of such property moneys and revenues to the extent hereinafter appearing Now the Standing Committee of the Synod of the Diocese of Sydney in the name and place of the said Synod Hereby Ordains Declares Directs and Rules as follows.

1. Name

This ordinance is the *Anglican Church Property Trust Diocese of Sydney Ordinance 1965*.

2. Definitions

In this Ordinance unless the contrary intention appears –

"Act" means the *Anglican Church of Australia Trust Property Act 1917 (NSW)*.

"board" means any council committee board or body constituted by or under the provisions of an ordinance whether incorporated or not to which the management control or user of any church trust property is thereby committed.

"church trust property" has the same meaning as in the said Act.

"diocesan organisation or body" means any entity that is constituted by ordinance or the Synod or in relation to which the Synod has power to make ordinances.

"Responsible Person" means an individual who –

- (a) performs a significant public function,
- (b) is a member of a professional body having a code of ethics or rules of conduct,
- (c) is officially charged with spiritual functions by a religious institution,
- (d) is a director of a company whose shares are listed on the Australian Securities Exchange,
- (e) has received formal recognition from government for services to the community,
- (f) is an individual before whom a statutory declaration may be made, or
- (g) is approved as a Responsible Person by the Commissioner of Taxation.

"Standing Committee" means the Standing Committee of the Synod of the Diocese of Sydney.

"Synod" means the Synod of the Diocese of Sydney.

"Synod Governance Policy" means the policy for Diocesan Organisations made by the Synod on 20 October 2014, as amended from time to time, and includes any policy made in substitution of this policy.

3. Membership and Elections

- (1) The members of the Corporate Trustee shall be the Archbishop of Sydney and not more than the number of members elected by the Synod as follows –
 - (a) until immediately prior to the first day of the ordinary session of Synod in 2024 – 14 elected members,
 - (b) from the first day the of the ordinary session of Synod in 2024 to immediately prior to the first day of the ordinary session of Synod in 2025 – 12 elected members,
 - (c) from the first day the of the ordinary session of Synod in 2025 to immediately prior to the first day of the ordinary session of Synod in 2026 – 10 elected members, and
 - (d) from the first day of the ordinary session of Synod in 2026 – 9 elected members.
- (2) The members elected under subclause 3(1) are to include –
 - (a) at least two members of the clergy licensed in the Diocese of Sydney with at least a three-year theological degree from Moore Theological College or another college that is endorsed by the Archbishop for the purposes of this clause, and
 - (b) at least five laypersons.
- (3) A person is disqualified from being nominated or elected as a member if the person –
 - (a) is an insolvent under administration, or
 - (b) is of unsound mind or whose person or estate is liable to be dealt with in any way under any law relating to mental health, or
 - (c) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or
 - (d) is or has been at any time during the preceding 12 months disqualified from being a responsible person by the Commissioner of the Australian Charities and Not-for-profits Commission, or
 - (e) has been convicted of a crime or an offence punishable by imprisonment for more than 12 months, or
 - (f) is subject to an order or subsisting recommendation issued or recognised under an Ordinance of the Synod which prohibits them from holding the office of member, or
 - (g) is an employee of the Corporate Trustee or Sydney Diocesan Services.
- (4) Every member must, upon being elected as, or otherwise becoming, a member, sign the “Statement of Personal Faith” set out in the Synod Governance Policy and deliver it to the Chair (or the Diocesan Secretary, if no Chair has been appointed) within 28 days of the date of that person becoming a member. If a person fails to do so, the Standing Committee is to declare a vacancy in respect of the person in accordance with section 12 of the Act.
- (5) If all members of the Corporate Trustee elected under clause 3 are (either directly or by reason of also being ex officio members of another body) the ex officio directors of a company that is trustee of a public ancillary fund or endorsed to operate a deductible gift recipient fund, a majority of the members appointed under clause 3 must be Responsible Persons.

4. Casual Vacancies

- (1) The Standing Committee may, by resolution, declare a vacancy in the office of member of the Corporate Trustee under section 12 of the Act in respect to a member to the extent it has delegated authority from the Synod to do so under section 40 of the Act. Subject to such delegated authority, the Standing Committee is to declare a vacancy if the member –
 - (a) dies, or
 - (b) resigns as a member by written notice to the Chair (or to the Diocesan Secretary if the resigning member is the Chair), and such resignation takes effect from the date of receipt of the notice by the Chair (or the Diocesan Secretary, as the case may be), or
 - (c) becomes an insolvent under administration, or
 - (d) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under any law relating to mental health, or
 - (e) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or

- (f) is disqualified from being a responsible person by the Commissioner of the Australian Charities and Not-for-profits Commission, or
- (g) is convicted of a crime or an offence punishable by imprisonment for more than 12 months, or
- (h) is subject to an order or subsisting recommendation issued or recognised under an Ordinance of the Synod which prohibits them from holding the office of member or requires that they be removed from such office, or
- (i) becomes an employee of the Corporate Trustee or Sydney Diocesan Services, or
- (j) is absent without leave for 3 consecutive meetings of the Corporate Trustee and the Corporate Trustee resolves that the person's membership should cease, or
- (k) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the Corporate Trustee which, in the opinion of the Corporate Trustee, resulted in a resolution of the Corporate Trustee which would not have been made if the actual material conflict of interest had been disclosed, and the Corporate Trustee resolves by at least a three-quarters majority that the person's membership should cease as a result of this failure.

(2) A casual vacancy may be filled by the Standing Committee in accordance with the procedure in section 12 of the Act.

5. Duration of office of members

(1) At each ordinary session of the Synod, the Standing Committee is to bring resolutions declaring vacancies in respect to one third of the persons who are members elected by the Synod for the time being or, if the number of such members is not a multiple of 3, then the nearest number to one third (rounded upwards), are to retire from office.

(2) Subject to this Ordinance, a retiring member is eligible for re-election, and each member whose term comes to an end under subclause 5(1) remains in office until his or her successor is elected.

(3) The members who are to be declared as vacating office for the purposes of subclause 5(1) are those members who have been in office longest since their last election. As between persons who were elected as members on the same day, those to be declared (unless they otherwise agree among themselves) are to be determined by lot.

(4) No vacancy in the office of member affects the authority or powers of the Corporate Trustee and that authority and those powers may be exercised by the members holding office from time to time.

(5) A person elected by the Standing Committee to fill a casual vacancy is, for the purposes of subclause 5(3), taken to have been last elected to office on the date the member whose departure gave rise to the vacancy was last elected to office.

6. Members not to be remunerated

(1) A member is not to be remunerated for their service as a member.

(2) Nothing in subclause 6(1) prevents a member from being reimbursed for reasonable out of pocket expenses incurred in performing their duties as a member.

7. President

The Archbishop shall be President of the Corporate Trustee.

8. Chair

(1) The members are to appoint one of their number to be chair ("Chair") for a term which ends on the first to occur of –

- (a) the date the Chair ceases to be a member,
- (b) the date (if any) specified in the resolution,
- (c) the 3rd anniversary of the resolution of appointment,
- (d) the date that the Chair retires from that role, and
- (e) the date on which the appointment is revoked by resolution of the members.

(2) A member who retires as the Chair under any of subclauses 8(1)(b), (c) or (d) may be reappointed for a further term, except that a member is not eligible to be re-appointed as Chair if

such re-appointment would result in that member being the Chair for a continuous period of 9 years or more. For the purposes of this subclause, 2 or more periods of service as Chair will be taken to be one continuous period unless they were separated by a continuous period of at least 12 months during which the person was not the Chair.

(3) A person cannot be the Chair if a member of the person's immediate family is employed by the Corporate Trustee unless the members have considered the circumstances and unanimously agreed to it by secret ballot.

(4) If the President is present at a meeting of the Corporate Trustee, the President is to Chair the meeting, but may appoint the Chair or another member then present to chair all or part of the meeting.

(5) The members may elect a member to be Deputy Chair to chair meetings in the absence of or at the request of the President and the Chair.

9. Secretary

(1) The members are to appoint a person to be the secretary ("Secretary") of the Corporate Trustee.

(2) A person is not required to be a member to be appointed as Secretary.

(3) A person who is a member cannot serve as the Secretary for more than nine consecutive years.

10. Meetings of members

(1) The members are to meet at such times as they may determine.

(2) In addition, a meeting of the members may be convened by –

- (a) the Chair, or
- (b) any three members.

(3) A meeting of the members may be held by using any technology approved by the members. A member who is absent from the place of meeting may attend that meeting by using any technology approved by the members. All meetings conducted with the aid of technology under this clause are as valid and effective as if they had been conducted at a meeting at which those members were physically present.

(4) If the President, Chair and Deputy Chair are not present at a meeting or are unable or unwilling to chair the meeting, or part of a meeting, the members present may elect another member then present to chair that meeting or part of the meeting.

(5) At a meeting of the members, the person chairing the meeting has a deliberative vote but does not have a casting vote.

(6) The members must cause minutes to be made of each meeting of the members which record –

- (a) the names of the members present,
- (b) the name of the person or names of the persons who chaired the meeting, or any part of the meeting,
- (c) all disclosures made by a member of any actual, potential or perceived conflicts of interest, and
- (d) all resolutions of the members passed at the meeting or taken to have been passed at a meeting.

(7) The minutes of each meeting are to be signed by the chair of that meeting, or by the chair of the next meeting of the members.

(8) Subject to this Ordinance and the Act, the members may regulate the proceedings of their meetings in such manner as they determine.

11. Quorum

A quorum for a meeting of the members is –

- (a) from the first day of the ordinary session of the Synod in 2024 to immediately prior to the first day of the ordinary session of the Synod in 2025, 6 elected members, and
- (b) from the first day of the ordinary session of the Synod in 2025, 5 elected members.

12. Decisions of the members

- (1) Usually, the members will make decisions by resolution passed at a meeting of the members.
- (2) A resolution of the Corporate Trustee will be passed without a meeting if –
 - (a) a copy of the proposed resolution is sent to all members at the request of the Chair (other than members who, at that time, have leave of absence) and a reasonable timeframe within which members may indicate their support for or objection to the proposed resolution being passed is specified,
 - (b) at least 75% of members indicate within the specified timeframe that they support the proposed resolution being passed, and
 - (c) no member objects within the specified timeframe either to the proposed resolution being passed or the proposed resolution being passed without a meeting.

13. Trustees of Church Property Trust

The Corporate Trustee shall enquire and ascertain or appoint a committee or person to enquire and ascertain who is or are the trustee or trustees of all church trust property not vested in itself and may report to the Standing Committee thereupon and may recommend to the Standing Committee what action (if any) under section 19 of the said Act should be taken with respect to such property.

14. Acts of the Corporate Trustee

Any deed, or instrument, executed or signed, and any other act, matter, or thing done by any two members of the Corporate Trustee in pursuance of a resolution of the Corporate Trustee shall be as effectual as if the same had been executed, signed, or done by all the members of the Corporate Trustee.

15. Duties of members

- (1) A member is taken to act in good faith in the best interest of the Corporate Trustee and to further the purposes of the Corporate Trustee in any of its separate trustee capacities for the purpose of subclause 15(2)(b) if –
 - (a) the member acts in good faith in pursuing the purpose of the Corporate Trustee in that separate trustee capacity in a manner which advances the broader charitable purposes of the Diocese; and
 - (b) the Corporate Trustee is not, in that separate trustee capacity, insolvent at the time the member acts and does not become insolvent in that capacity because of the member's act; and
 - (c) the member's act is consistent with the separate trusts on which any church property affected by the act is held by the Corporate Trustee in that capacity.
- (2) Each member must –
 - (a) in performing their functions exercise the care and diligence that a reasonable individual would exercise as a member, and
 - (b) act in good faith in the best interests of the Corporate Trustee and to further the purpose of the Corporate Trustee in each of its trustee capacities, and
 - (c) not misuse their position as a member, and
 - (d) not misuse information obtained in the performance of their duties as a member, and
 - (e) promptly disclose at a meeting of members, any actual or potential conflict of interest they have as a member and any circumstances which might reasonably be perceived as a conflict of interest, and
 - (f) not participate in discussions, or vote on any matter, in which an actual, potential or perceived conflict of interest arises without the approval of the other members, and

- (g) manage the financial affairs of the Corporate Trustee in a responsible manner, and
 - (h) not allow the Corporate Trustee to operate while insolvent.
- (3) The Corporate Trustee should maintain records of applicable eligibility criteria.
- (4) The board should, in governing the Corporate Trustee, exercise all the powers of the Corporate Trustee.

16. Powers and Authorities

(1) With respect to all church trust property vested or to become vested in it the Corporate Trustee shall have and may subject to the policy and direction (if any) of Synod or the Standing Committee exercise absolute and full powers of managing and controlling such property and without limiting the generality of such powers and so far as may be necessary or convenient in the name and on behalf of the Corporate Trustee may –

- (a) Let or demise the said property or any part or parts thereof for any term not exceeding ten years or on building lease for any term not exceeding fifty years at such rents fixed or progressive and subject to such conditions as the Trust shall think fit save and except as hereinafter provided or grant a licence in respect of the said property or any part or parts thereof for any term not exceeding ten years.
- (b) Accept surrenders of leases licences and tenancies and release tenants and licensees from claims thereunder.
- (c) Receive and give effectual receipts for all moneys accruing from the said property for rent or on any account whatsoever.
- (d) Sub-divide the said property or any part or parts thereof and lay out and make roads streets and ways to be dedicated to the public or not and close existing roads streets and ways and grant easements rights of way or drainage.
- (e) Carry out repairs renovations and alterations of existing buildings on the said property and erect thereon new building or buildings.
- (f) Borrow such sum or sums of money on the security of the said property or of the future rents profits and other income arising therefrom or without security as it may deem necessary for any of the purposes set forth in this clause.
- (g) Use the revenues of the property not otherwise appropriated for any of the purposes aforesaid and for the payment of all costs charges and expenses of and incidental to the management and control of the said property.
- (h) Appoint and remove officers servants and agents and fix their remuneration if any.
- (i) Give or procure the giving of indemnities guarantees or undertakings.
- (j) Establish special funds in the nature of reserve funds sinking funds or otherwise.
- (k) For the purpose of developing any such property consisting of real estate form or join in forming a company.
- (l) Insure against loss or damage whether by fire or otherwise any insurable property and against any risk or liability which it would be prudent for a person to insure if he were acting for himself.

Provided that no part of the said property shall be let licensed or used for any such purpose as the Synod or the Standing Committee may by resolution disapprove.

(2) The powers and authorities aforesaid shall not apply to church trust property the control management or user of which is by ordinance committed to a board unless such board by resolution assents to the exercise thereof and Synod or Standing Committee by ordinance authorises the same.

(3) The powers and authorities aforesaid shall not apply to property held for the sole benefit of any parish or provisional parish unless a majority of the parish council in writing authorises the same.

17. Investment Powers

- (1) With respect to all moneys held by it for investment the Corporate Trustee –
- (a) may for the purpose of investment pool the same though subject to separate trusts and in respect of such pooled moneys may average gains losses and interests and deal with all matters and do all things incidental to such pooling.
 - (b) in addition to investing the same in trustee securities authorised by law, may exercise the following powers –
 - (i) to invest in shares of any company listed on any Australian Stock Exchange (other than companies carrying on a business of which Synod or Standing Committee may by resolution disapprove) and exercise rights to take up shares if such rights become available to it;
 - (ii) to invest in debentures issued by any such company;
 - (iii) to invest in any secured or unsecured notes (whether or not convertible into shares or stock) issued or to be issued by any such company;
 - (iv) to invest in units of any unit trust;
 - (v) to purchase any land;
 - (vi) to lend moneys,
 - (vii) without limiting the generality of sub-paragraph (vi), to place moneys on deposit, and
 - (viii) to invest in any security authorised by an ordinance of Synod.

Provided that nothing contained in this paragraph (b) shall be taken as authorising the Corporate Trustee to carry on the business of money-lending.

- (2) The Corporate Trustee may –
- (a) appoint any corporation to hold, on behalf of the Corporate Trustee, any church trust property being moneys referred to in subclause (1) of this clause or investments made pursuant to the powers conferred on the Corporate Trustee by that clause and of which the Corporate Trustee is the trustee, and
 - (b) appoint the same or any other corporation to manage and advise on the investment realisation and reinvestment of all or any of such property, and
 - (c) delegate to that corporation all or any one or more of the powers conferred upon the Corporate Trustee by subclause (1) of this clause.

Any such appointment or appointments may be made on such terms and conditions and at such remuneration as the Corporate Trustee may consider appropriate provided always that –

- (i) every such appointment shall contain a covenant to the effect that the corporation appointed shall not invest any church trust property in or retain any investment of church trust property in any company carrying on a business of which the Synod or the Standing Committee may by resolution disapprove after notice of that resolution has been given by the Corporate Trustee to that corporation, and
- (ii) no such appointment shall be made by the Corporate Trustee in relation to church trust property held for the sole benefit of any parish or provisional parish unless a majority of the parish council thereof in writing authorises the same.

Any corporation appointed by the Corporate Trustee pursuant to this subclause shall not be bound to enquire as to whether or not the requirements of paragraph (ii) (if applicable) have been complied with by the Corporate Trustee and shall be entitled to rely on a certificate from the Corporate Trustee to the effect that the said requirements have been satisfied or are not applicable as conclusive evidence of that fact.

18. Investigation of accounts and the financial position of diocesan organisations

The Corporate Trustee may at the request of Standing Committee investigate, or appoint some of its members to investigate, and report upon the audited accounts and financial position of any diocesan organisation or body.

19. Executive Director and other staff

- (1) The Corporate Trustee may appoint –
- (a) an Executive Director under this or such other title as the Corporate Trustee determines who is to report directly to the Corporate Trustee, and

- (b) such other staff who are to report to the Executive Director directly or indirectly to serve the Corporate Trustee,

for such period, for such remuneration and on such terms as the Corporate Trustee may determine, subject to the terms and conditions of the secondment referred to in subclause (2).

(2) The Executive Director and other staff appointed under subclause (1) are to be employed by Sydney Diocesan Services and seconded to the Corporate Trustee on such terms and conditions as Sydney Diocesan Services reasonably considers necessary to ensure its obligations as the employer are met.

(3) Prior to the beginning of the selection process for a new Executive Director, the Chair is to inform the Archbishop of the process and the Archbishop, or a Regional Bishop nominated by him, is to be invited to be a part of the interview process, and the Archbishop is to be informed of the names on the final list prior to any offer being made for the position.

(4) A person is not eligible to be appointed as the Executive Director unless he or she has first given the Chair a signed copy of the Statement of Personal Faith set out in the Synod Governance Policy.

(5) The Executive Director is responsible to the Corporate Trustee for the implementation of the strategy, policies and decisions of the Corporate Trustee and for the general administration and daily operation of the Corporate Trustee.

(6) The Corporate Trustee may –

- (a) give the Executive Director powers, discretions and duties,
- (b) withdraw, suspend or vary any of the powers, discretions and duties given to the Executive Director, and
- (c) authorise the Executive Director to delegate any of the powers, discretions and duties given to the Executive Director.

(7) The Executive Director has the right to attend and speak at meetings of the Corporate Trustee unless the members determine that he or she should not be present for a particular meeting, or part thereof.

20. Delegation

(1) The Corporate Trustee may delegate any of its powers (other than approving the affixing of the common seal of the Corporate Trustee) to a committee or committees and such other persons, as the Corporate Trustee thinks fit on such terms, conditions and limitations as the Corporate Trustee may determine.

(2) A committee or person to which any powers have been delegated under this clause must exercise those powers in accordance with any terms, conditions, limitations and directions or protocols of the Corporate Trustee. A power so exercised is taken to have been exercised by the Corporate Trustee.

(3) Any such committee is to be chaired by a member of the Corporate Trustee and report the exercise of its delegated functions to the next meeting of the Corporate Trustee.

21.

22. Security of Documents

The Corporate Trustee shall take charge of and preserve all documents of title, securities, and other instruments relating to church trust property not otherwise kept or lodged under the provisions of an ordinance.

23. Appointment of Persons

The Corporate Trustee may appoint or nominate a person or persons for election or appointment to a board where an ordinance so provides.

24. Fees for Management

(1) The Corporate Trustee may charge fees at the rate or rates last approved pursuant to subclause 24(3) for services provided by the Corporate Trustee in relation to church trust property held by if for the Diocese. Such fees may be charged in lieu of any revenues which might otherwise be applied pursuant to subclause 16(1)(g).

- (2) The Corporate Trustee may waive the whole or any part of any fee which would otherwise be payable.
- (3) A rate is or rates are approved for the purpose of this Clause if –
- (a) notification of the rate or rates is given by the Property Trust to the Diocesan Secretary;
 - (b) the notification is tabled at a meeting of the Standing Committee by the Diocesan Secretary or any member of the Standing Committee; and
 - (c) the rate or rates specified in the notification are either –
 - (i) approved by resolution of the Standing Committee;
 - (ii) not disallowed by resolution of the Standing Committee passed at that meeting or at the next ordinary meeting of the Standing Committee.

25. Compliance with Synod Ordinances and Policies

The Corporate Trustee is to comply with all the applicable ordinances and policies of the Synod (as amended from time to time), including, as applicable –

- (a) the *Investment of Church Trust Property Ordinance 1990*,
- (b) the *Accounts, Audits and Annual Reports Ordinance 1995*, and
- (c) the *Sydney Anglican Use of Property Ordinance 2018*.

26. Reporting to Synod

By 30 June each year, the Corporate Trustee must submit to the Standing Committee for tabling at the next ordinary session of the Synod a report about its membership, structure and activities for the previous year ending 31 December.

27. Indemnity

(1) To the extent permitted by law, the Corporate Trustee is to indemnify each person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served as a member –

- (a) to another person (other than the Corporate Trustee) which does not arise out of conduct involving a lack of good faith, or
- (b) for costs and expenses incurred by that person –
 - (i) in defending proceedings, whether civil or criminal, in which judgement is given in favour of that person or in which that person is acquitted, or
 - (ii) in connection with an application, in relation to those proceedings, in which the court grants relief to that person under the *Corporations Act 2001* or the *Australian Charities and Not-for-Profits Commission Act 2012*.

(2) The Corporate Trustee need not indemnify a person under subclause 27(1) for a liability to the extent that the person receives a payment for that liability under a contract of insurance or under any other ordinance.

(3) To the extent permitted by law, the Corporate Trustee may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to the person serving, or having served, in that capacity except where the liability (not being a liability for costs and expenses in defending proceedings, whether civil or criminal and whatever their outcome) arises out of conduct involving –

- (a) a wilful breach of duty to the Corporate Trustee,
- (b) the improper use of information by the person, acquired by virtue of the person being, or having been, a member to gain an advantage for that person or another person or to cause detriment to the Corporate Trustee, or
- (c) the improper use of the person's position as a member to gain an advantage for himself or herself or for any other person or to cause detriment to the Corporate Trustee.

(4) To the extent permitted by law, the Corporate Trustee may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to that person serving, or having served,

in that capacity in respect of costs and expenses in defending proceedings, whether civil or criminal and whatever their outcome.

Notes

1. The date this Ordinance came into force was 1 April 1966 as appointed by resolution of the Standing Committee.
2. The *Anglican Church Property Trust Diocese of Sydney Ordinance 1965 Amendment Ordinance 2023* comes into effect on 1 January 2024.
3. The *Anglican Church Property Trust Diocese of Sydney Ordinance 1965* was amended by a number of Ordinances prior to Ordinance No 45, 2023. These amending Ordinances are no longer relevant since Ordinance No 45, 2023 amended completely the terms of the 1965 Ordinance.
4. The *Sydney Anglican Property (Provisional Restructuring) Ordinance 2023* provides that, until the date determined by the Standing Committee by resolution, certain provisions of *The Anglican Church Property Trust Diocese of Sydney Ordinance 1965* are deemed to be amended or modified. As at the date of reprinting this ordinance, no date has been determined.

Table of Amendments

Clause 2	Deemed to be amended by Ordinance No 50, 2023.
Clause 3	Deemed to be amended by Ordinance No 50, 2023.
Clause 11	Deemed to be amended by Ordinance No 22, 2024.
Clause 19	Deemed to be amended by Ordinance No 50, 2023.
Clause 21	Deemed to be deleted by Ordinance No 50, 2023.

NAOMIE NGUYEN
Lawyer

BRIONY BOUNDS
Diocesan Secretary

16 October 2024