

Campbelltown Anglican Schools Ordinance 1985 Amendment Ordinance 2018

No 45, 2018

Long Title

An Ordinance to amend the Campbelltown Anglican Schools Ordinance 1985.

The Standing Committee of the Synod of the Diocese of Sydney Ordains as follows.

1. Name

This Ordinance is the Campbelltown Anglican Schools Ordinance 1985 Amendment Ordinance 2018.

2. Amendment to the Campbelltown Anglican Schools Ordinance 1985

The Campbelltown Anglican Schools Ordinance 1985 (the "Principal Ordinance") is amended by the substitution of the Long Title, Preamble, Clauses 1 to 22 and the Schedule in the Schedule to this Ordinance for the Long Title, Clauses 1 to 28 and the First Schedule in the Principal Ordinance.

3. Transitional Provisions

(1) Notwithstanding clauses 4 and 5 of the Principal Ordinance (as amended by this Ordinance) –

- (a) the persons who, immediately before commencement of this Ordinance, were members of the Council will, subject to the remaining terms of the Principal Ordinance (as amended) continue to be the members of the Council until 31 December 2018, and
- (b) the eligibility criteria in clause 5(1)(b) commence on the date that is 3 years after the commencement date of this Ordinance.

(2) With effect from 1 January 2019 (the "Membership Change Date"), the following persons are taken to have been elected or appointed as Members under subclauses 4(b) and (c) of the Principal Ordinance (as amended by this Ordinance) on the following dates in place of the Members holding office under subclauses 3(1)(c) and (d) of the Principal Ordinance immediately before the Membership Change Date –

Name	Date deemed to have been first appointed/elected	Last appointed/elected	Clause under which appointed or elected
Karyn Jansen	30 November 2013	9 October 2017	Clause 4(b)
Ross Ford	30 November 2010	15 October 2018	Clause 4(b)
The Rev Nigel Webb	30 November 2013	10 October 2016	Clause 4(c)
Dr. Bryan Cowling	30 November 2013	9 October 2017	Clause 4(c)
Jim Kapetangiannis	30 November 2008	9 October 2017	Clause 4(c)
Dr Barry Ridge	30 November 2011	15 October 2018	Clause 4(c)
David Busutel	30 November 2010	15 October 2018	Clause 4(c)

Schedule

Long Title

An Ordinance to constitute the Campbelltown Anglican Schools Council and for other matters in connection therewith.

Preamble

- A. The Church Committee of the Church of St Peter at Campbelltown established "St Peter's Anglican Primary School" in 1983.
- B. Campbelltown Anglican Schools Council was originally constituted on 16 December 1985 and incorporated on 25 June 1986.

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1. Name of Ordinance

This ordinance is the Campbelltown Anglican Schools Ordinance 1985.

2. Preliminary

In this Ordinance unless the context otherwise requires or indicates –

“Archbishop” means the Archbishop of the Diocese of Sydney or, in his absence, his commissary, or, if the See of Sydney is vacant, the Administrator of the Diocese;

“Chair” means the Chair of the Council;

“Council” means the Campbelltown Anglican Schools Council as constituted by this Ordinance, being a non-profit organisation.

“College” means the Broughton Anglican College which is a parochial diocesan school;

“Diocese” means the Diocese of Sydney;

“Head” means the Head of a School or other organisational division of the Council whether known as a Head or some other title;

“Parish Council” means the Parish Council of the Parish of Campbelltown;

“Primary School” means the St Peter's Anglican Primary School which is a parochial diocesan school;

“Principal” means the Head or teacher in charge of the College or the Primary School;

“Rector” means the Rector of the Parish of Campbelltown or, in the event of a vacancy in the office of Rector of the Parish, means for the duration of the vacancy, a person nominated by the Archbishop who –

- (a) is a member of 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 definition, and
- (b) meets the criteria in clause 5;

“Schools” means the Primary School and College and any other schools acquired or established by the Council;

“Standing Committee” means the Standing Committee of the Synod; and

“Synod” means the Synod of the Diocese of Sydney.

The singular includes the plural and vice versa and the masculine includes the feminine and vice versa.

3. Primary Objects of the Council

The primary objects of the Council are to educate young people in ways consistent with the teaching of the Bible, the gospel of Jesus Christ, and the doctrines of the Anglican Church in Australia, and to maintain and uphold the Christian faith in teaching and practice.

4. Membership of the Council

The Council shall consist of the following members –

- (a) the Rector;
- (b) three (3) persons elected by the Parish Council; and
- (c) six (6) persons elected by the Synod, at least one of whom must be a member of 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.

5. Eligibility to be a member

(1) A person is not eligible to be elected or appointed as a member of the Council if the person –

- (a) is an employee of the Council, or
- (b) is a spouse or other relative of a permanent employee of the Council.

(2) To be eligible for election as a Member, a person must –

- (a) be of Christian faith and character;
- (b) attend a Christian Church; and

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- (c) have signed the declaration set out in the Schedule, being the form of statement of personal faith approved by the Synod, and a statement that indicates that he or she is willing to promote the Objects of the Council.

(3) A copy of the declaration referred to in clause 5(2)(c) signed by each person elected or appointed as a member of the Council is to be delivered by the electing or appointing body to the Council within one (1) month from the date of the election or appointment and is to be retained by the Council in its records.

6. Council Meetings

(1) Meetings of the Council may be convened by the Archbishop or the Chair or any four members.

(2) The person or persons convening a meeting of the Council must set out or cause to be set out in the notice of meeting, the purposes for which the meeting is required.

(3) The Council may meet for the dispatch of business, adjourn or otherwise regulate its meetings as it otherwise may resolve.

(4) The Council may act even if there are vacancies on the Council or if it has less than the specified number of persons with theological qualifications identified in clause 4(c).

(5) At meetings of the Council five (5) members or more shall form a quorum.

(6) The members need not all be physically present in the same place for a Council Meeting to be held. A Council meeting may be held by the members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

(7) A Member who participates in a meeting held in accordance with the above clause is taken to be present and entitled to vote at the meeting.

(8) Questions arising at a Council Meeting are decided by a majority of the members present and voting.

(9) A Council Member who has an actual, potential or perceived material conflict of interest in a matter that relates to the affairs of the Council must disclose that interest to the Council prior to the matter being considered by the Council and must not vote or be present while the matter is being considered by the Council, unless the Council, by resolution, notes the interest and permits the member to participate.

(10) The Heads and other Executive Officers may be invited to attend and participate in all meetings of the Council but may not vote.

(11) The Council may transact business of the Council without a meeting if –

- (a) the proposed resolution is sent to all Council Members and a reasonable timeframe within which Council Members may indicate their support or objection to the proposed resolution being passed is specified;
- (b) at least 75% of Council Members indicate within the specified time frame that they support the proposed resolution being passed;
- (c) no Council Member objects within the specified timeframe either to the proposed resolution being passed or the proposed resolution being passed without a meeting;
- (d) the Minutes of the next meeting record that a resolution was passed in accordance with this clause.

(12) The Council may delegate the performance of any of its functions to one or more committees provided any such committee consists of a minimum of three Council Members, is chaired by a Council Member and reports the exercise of its delegated function to the next meeting.

(13) The Council will cause minutes to be made of –

- (a) the names of the persons present at all Council Meetings and meetings of Council committees;
- (b) all disclosures of perceived, potential or actual material conflicts of interest;
- (c) all resolutions made by the Council and Council committees.

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7. Term of office of a Member

- (1) At each ordinary session of the Synod, 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) One of the members appointed by the Parish Council is to retire from office at the next meeting of the Parish Council immediately following the first session of Synod.
- (3) Subject to this Ordinance, a retiring member is eligible for re-election or re-appointment, and a retiring member remains a member until his or her successor is elected or appointed.
- (4) The members who are to retire 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 retire (unless they otherwise agree among themselves) are to be determined by lot.

8. Eligibility of a retiring member for re-election

A person is not eligible to be re-elected or re-appointed as a member if such re-election or re-appointment would, in the ordinary course, result in that person being a member for a continuous period of 14 years or more. For the purposes of this clause, 2 or more periods of service as a member will be taken to be one continuous period of service unless they were separated by a continuous period of at least 12 months during which the person was not a member.

9. Casual vacancies

A person is disqualified from being elected or remaining as a Member and (other than in the case of the Rector) a casual vacancy will arise if the person -

- (a) dies;
- (b) resigns in writing to the Chair or to the Diocesan Secretary;
- (c) is an insolvent under administration;
- (d) is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health or is otherwise incapable of acting;
- (e) is disqualified from managing a corporation with the meaning of the Corporations Act;
- (f) has at any time during the preceding 12 months been disqualified from being a responsible person of a registered entity by the Commissioner of the Australian Charities and Not for profits Commission;
- (g) is convicted of an offence punishable by imprisonment for 12 months or longer;
- (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;
- (i) is absent without leave from three consecutive meetings of the Council and the Council resolves that the person's membership should cease;
- (j) fails to sign the "Statement of Personal Faith" referred to in clause 5(2)(c) or declares that he or she is no longer able to subscribe to that statement;
- (k) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the council which, in the opinion of the council, resulted in a resolution of the council which would not have been made if the actual material conflict of interest had been disclosed, and the council resolves by at least a three-quarters majority that the person's membership should cease as a result of this failure;
- (l) repeatedly or materially disregards policies, resolutions or decisions of the Council, or
- (m) is no longer able to meet one or more of the eligibility criteria in clause 5(1).

10. Filling of casual vacancies

Casual vacancies arising for Members –

- (a) elected by the Synod may be filled by the Standing Committee, and
- (b) elected by the Parish Council may be filled by the Parish Council,

noting that a person filling a casual vacancy for a Member does so for the remainder of the term of the member whose place was taken.

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11. President

- (1) The Archbishop is the President of the Council.
- (2) The Archbishop -
 - (a) is not a member of the Council and so is not entitled to vote on any question or proposal being considered by the Council;
 - (b) is entitled to receive a copy of papers sent to members in connection with meetings of the Council upon request;
 - (c) is entitled to attend meetings of the Council;
 - (d) is entitled to address the Council on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to the Council, including the appointment of a Head; and
 - (e) by notice in writing to the Council, may nominate another person to receive the papers and exercise other entitlements on his behalf under Clause 11(2) and may, at any time, by notice in writing to the Council, revoke such a nomination.

12. Chair

- (1) The Chair is to be elected from within the existing council members by the council members for a term not exceeding three (3) years. A person is eligible to stand for re-election as Chair but should not serve as Chair for more than nine (9) consecutive years.
- (2) In the absence of the Chair, the meeting may appoint one of the other members of the Council then present to act as Chair of that meeting.
- (3) The person chairing at a meeting shall have a deliberative vote only.
- (4) Subject to the concurrence of the Chair, the Council may invite any person not a member of the Council to be present for the whole or any part of the meeting.

13. Duties of members

Each member must –

- (a) in performing their functions exercise the care and diligence that a reasonable individual would exercise as a member,
- (b) act in good faith in the best interests of the Council and to further the Primary Objects of the Council and Anglican education generally,
- (c) not misuse their position as a member,
- (d) not misuse information obtained in the performance of their duties as a member,
- (e) promptly disclose at a meeting of members, any actual conflict of interest they have as a member and any circumstances which might reasonably be perceived as an actual or potential conflict of interest,
- (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,
- (g) ensure that the financial affairs of the Council are managed in a responsible manner, and
- (h) not allow the Council to operate while insolvent.

14. Limits on powers of Council prior to incorporation

Notwithstanding the provisions of this or any other Ordinance, the Council shall not have power before the date on which the Council is constituted a body corporate under the Anglican Church of Australia (Bodies Corporate) Act 1938 –

- (a) to manage govern or control the land specified or described in the Schedule to the Campbelltown Variation of Trusts Ordinance 1985 otherwise than pursuant to a lease; or
- (b) to obtain any right interest or estate in the land referred to in paragraph (a) otherwise than pursuant to a lease.

15. Powers of the Council

Subject only to any limitations in this Ordinance, any law or statute, the Council has the general power within reference to its objects to –

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- (a) control, manage and conduct the Council;
- (b) promote, acquire and establish other Schools (by acquisition and ownership of shares in companies and otherwise) and control, manage and conduct these Schools;
- (c) make such arrangements, financial or otherwise for the development, extension and improvement of the Council; and
- (d) order and conduct the affairs of the Council in any lawful manner in which it sees fit subject to this Ordinance.

16. Employment

- (1) To be eligible to be appointed as a Head, a person must –
 - (a) be of Christian faith and character;
 - (b) attend a Christian Church;
 - (c) have signed the “Statement of Personal Faith” set out in the Schedule, being the form of statement of personal faith approved by the Synod;
 - (d) have signed a statement in the form last approved by the Council that indicates that he or she is willing to promote the Objects of the Council; and
 - (e) be suitably qualified and experienced for the position.
- (2) The terms for the Head’s appointment are to include a requirement that the Head must continue –
 - (a) to meet the criteria set out in subclauses 16(1)(a) and (b), and
 - (b) to be able to subscribe to the statements referred to in subclauses 16(1)(c) and (d),throughout the period of their appointment as Head.
- (3) All other employees of the Council must –
 - (a) be of Christian faith and character;
 - (b) support the Objects of the Council; and
 - (c) be suitably qualified and experienced for the position.
- (4) The Council may appoint Heads of Schools and other Executive Officers (who are to report directly to the Council) for such period, for such remuneration and on such terms as the Council may resolve and, subject to those terms and the law, may revoke such appointment.
- (5) A Head is responsible for the leadership and management of a School which is to be further specified in the terms of employment.
- (6) The Council may –
 - (a) give a Head and Other Executive Officers powers, discretions and duties;
 - (b) withdraw, suspend or vary any of the powers, discretions and duties given to a Head and Other Executive Officers; and
 - (c) authorise a Head and Other Executive Officers to delegate any of the powers, discretions and duties given to a Head and Other Executive Officers.
- (7) The Heads and Other Executive Officers may, with Council policy, employ such people as they deem necessary, for such period, for such remuneration and on such terms as the Heads and Other Executive Officers may determine and, subject to those terms and the law may terminate such employment.
- (8) The persons employed as Heads or Other Executive Officers prior to the operation of this Ordinance will continue employed as such subsequent to the operation of this Ordinance.

17. Limitations on borrowings

The Council shall not execute or deliver and shall not have power to execute or deliver any mortgage, charge, bill of exchange, debenture, guarantee indemnity or promissory note unless the following clause is included therein –

“Notwithstanding anything contained herein to the contrary each of the parties hereto acknowledge and agree that the Council of the Campbelltown Anglican Schools shall not be liable to any other party hereto for any amount whatsoever (whether by virtue of any express or implied obligation) beyond such amount (if any) as the Council of the

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Campbelltown Anglican Schools may be able to pay to that party in the event of the Council being wound up”, and such clause is not made subject to any qualification.

18. Liabilities of the Council

(1) The Council is solely responsible for all liabilities incurred by it or on its behalf other than a liability incurred by or on behalf of the Council where another person or entity (a “Guarantor”) has agreed to guarantee, that liability, and other than a liability incurred by another person or entity (a “Principal Debtor”) which the Council (whether alone or otherwise) has agreed to guarantee. In any such case, both the Council and the Principal Debtor or Guarantor will be responsible for that liability together with any other person or entity (a “Co – Guarantor”) which has agreed to guarantee that liability.

(2) The Council and/or its Members must not represent to any person or corporation that the Archbishop or the Synod or the Standing Committee of the Synod or any other person or persons or any other Corporate body or corporation holding Church Trust Property for the Anglican Church of Australia in the Diocese or any other corporate body constituted by or pursuant to the Bodies Corporate Act (other than those in clause 18(1)) will or may meet or discharge all or part of the liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Council.

(3) The Council must not execute or deliver in favour of any person or entity and does not have power to execute or deliver in favour of any person or entity any Security or Guarantee under the terms of which the Council represents to the relevant person or entity that any Diocesan Body (other than those in clause 18(1)) will or may meet or discharge all or part of the liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Council.

(4) Clause 18 does not adversely affect the right of any person or entity to recover any liabilities which have been or may or will be incurred by or on behalf of the Council.

19. Indemnification of Members

(1) Each Member is, to the maximum extent permitted by law, indemnified out of the property of the Council against any liability the Member may incur to another person as such a Member (other than legal costs), except to the extent the liability is either of the following –

- (a) a liability owed to the Council;
- (b) a liability that is owed to someone other than the Council and did not arise out of conduct in good faith.

(2) Each Member is, to the maximum extent permitted by law, indemnified out of the property of the Council against any liability for legal costs the Member may incur as such a Member, except to the extent the liability for legal costs incurred in defending an action for a liability incurred as such a Member and the costs incurred –

- (a) in defending or resisting proceedings in which the person is found to have a liability for which he or she could not be indemnified under clause 19(1);
- (b) in defending or resisting criminal proceedings in which the Member is found guilty;
- (c) in defending or resisting proceedings brought by a liquidator for a court order if the grounds for making the court order are found by the court to have been established; or
- (d) in connection with proceedings for relief to the Member in which the court denies relief.

Paragraph (c) does not apply to costs incurred in responding to actions taken by a liquidator as part of an investigation before commencing proceedings for the court order.

(3) For the purposes of the previous clause, the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

(4) Clause 19(1) and Clause 19(2) are separate and independent indemnities and one is not to be read down by reference to the other.

(5) The Council may pay a premium in respect of a contract insuring a person who is or who has been a Member against a liability incurred by the person as a Member provided the premium is not for a contract insuring the Member against a liability (other than one for legal costs) arising out of –

- (a) conduct by the Member involving a wilful breach of duty in relation to the Council; or

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- (b) the Member improperly using his or her position or improperly using information obtained as a Member to –
 - (i) gain an advantage for himself or herself or someone else; or
 - (ii) cause detriment to the Council.

20. Income and Property and Winding Up

(1) The Council's income and property is to be applied solely towards the promotion of the Council's Objects. No part of the Council's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members. However, this Clause does not prevent the payment to a Member of out of pocket expenses incurred in carrying out the duties of a Member where the payments do not exceed an amount previously approved by the Council.

(2) If, on the Council's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must not be distributed amongst the Members but must be applied for such purposes of the Diocese as the Synod may determine or, where appropriate, such purposes of the Diocese as the Synod may determine which are similar to Council's Objects.

21. Reporting by the Council

The Council shall at least once in every year present a report on its proceedings and the progress and conditions of the Schools to the Synod and shall furnish such other information as may be required from time to time by resolution of Synod or the Standing Committee thereof.

22. Application of Diocesan Ordinances

The Council shall comply with all Diocesan Ordinances and policies applying to Council including -

- (a) the provisions of the *Accounts, Audits and Annual Reports Ordinance 1995* as amended from time to time, and
- (b) the *Anglican Schools Ministry Ordinance 2016*.

23. Name of Council

The name of the Council constituted by this Ordinance shall be the "Campbelltown Anglican Schools Council".

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Schedule

1. I believe and hold to the truth of the Christian faith as set forth in the Apostles' Creed.

*I believe in God, the Father Almighty,
maker of heaven and earth;
and in Jesus Christ, his only Son our Lord,
who was conceived by the Holy Spirit,
born of the virgin Mary,
suffered under Pontius Pilate,
was crucified, dead, and buried.
He descended into hell.
The third day he rose again from the dead
He ascended into heaven,
and is seated at the right hand of God the Father almighty;
from there he shall come to judge the living and the dead.
I believe in the Holy Spirit;
the holy catholic church;
the communion of saints;
the forgiveness of sins;
the resurrection of the body,
and the life everlasting.*

2. In particular I believe –
 - (a) that God's word written, the canonical Scriptures of the Old and New Testaments, is the supreme authority in all matters of faith and conduct;
 - (b) that there is only one way to be reconciled to God which is through his Son, Jesus Christ, who died for our sins and was raised for our justification; and
 - (c) that we are justified before God by faith only.
3. I acknowledge that the Campbelltown Anglican Schools Council (the "Council") aims to educate young people in ways consistent with the teaching of the Bible, the gospel of Jesus Christ, and the doctrines of the Anglican Church in Australia, and to this end I support the Council's commitment to maintain and uphold the Christian faith in teaching and practice.
4. I shall endeavour to fulfil my duties as a member/Head or other Executive Officer [delete whichever is not applicable] of the Campbelltown Anglican Schools Council in accordance with its Christian ethos and its constituting ordinance.
5. I agree that my continuance as a member/Head or other Executive Officer [delete whichever is not applicable] of the Campbelltown Anglican Schools Council is dependent upon my continuing agreement with this statement and I undertake to resign if this ceases to be the case.

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I Certify that the Ordinance as printed is in accordance with the Ordinance as reported.

R TONG
Chair of Committees

I Certify that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on 10 December 2018.

D GLYNN
Secretary

I Assent to this Ordinance.

GN DAVIES
Archbishop of Sydney
14/12/2018