

# Cathedral Ordinance 1969 Amendment Ordinance 2017

No 21, 2017

## Long Title

An Ordinance to amend the Cathedral Ordinance 1969.

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

### 1. Name

This Ordinance is the Cathedral Ordinance 1969 Amendment Ordinance 2017.

### 2. Amendment to the Cathedral Ordinance 1969

The Cathedral Ordinance 1969 (the "Principal Ordinance") is amended by deleting the matter struck through and inserting the matter with underlined lettering as shown in the Schedule.

### 3. Commencement

This Ordinance commences on the date of assent.

### 4. Transitional arrangements – the constitution of the Chapter of the Cathedral

(1) Notwithstanding anything to the contrary, on the commencement of this Ordinance the members of the Chapter shall be those persons listed in column 2 of the table in subclause 4(4).

(2) The expiry of each Cathedral elected Lay Person's (rows 3-5 inclusive in the table in subclause 4(4)) term of office is on the date of the Annual General Meeting of the Cathedral of St Andrew ("the Cathedral") in the relevant year.

(3) The expiry of all other member's terms of office (except the Archbishop and the Dean) is on the first day of Synod in the relevant year.

(4) The expiry year of each member's term of office is listed in column 4 of the following table.

| Seat                             | Name                    | Term number          | Year of expiry of term |
|----------------------------------|-------------------------|----------------------|------------------------|
| The Archbishop                   | The Archbishop          | N/A                  | N/A                    |
| The Dean                         | The Dean                | N/A                  | N/A                    |
| Lay Person (Cathedral elected)   | Dr John Collier         | 2 <sup>nd</sup> term | 2018                   |
| Lay Person (Cathedral elected)   | Dr John Scott           | 4 <sup>th</sup> term | 2019                   |
| Lay Person (Cathedral elected)   | Mr Graeme Watson        | 1 <sup>st</sup> term | 2020                   |
| Lay Person (Synod elected)       | Mr John Pascoe          | 2 <sup>nd</sup> term | 2017                   |
| Lay Person (Synod elected)       | Mr Brian Thomas         | 1 <sup>st</sup> term | 2018                   |
| Lay Person (Synod elected)       | Mrs Catherine Crouch    | 1 <sup>st</sup> term | 2019                   |
| Clergy (Synod elected)           | Canon Mark Thompson     | 2 <sup>nd</sup> term | 2017                   |
| Clergy (Synod elected)           | Archdeacon Kara Hartley | 2 <sup>nd</sup> term | 2018                   |
| Clergy (Synod elected)           | Canon Kevin Kim         | 2 <sup>nd</sup> term | 2019                   |
| Clergy (Archbishop appointment)  | Canon Phillip Colgan    | 2 <sup>nd</sup> term | 2018                   |
| Clergy (Archbishop appointment)  | Bishop Michael Stead    | 1 <sup>st</sup> term | 2019                   |
| Lay Person (Chapter Appointment) | Dr Boyo Ockinga         | 1 <sup>st</sup> term | 2018                   |

### 5. Transitional arrangements – the constitution of the St Andrew's Cathedral School Council

(1) Notwithstanding anything to the contrary, on the commencement of this Ordinance the members of the St Andrew's Cathedral School Council shall be those persons listed in column 2 of the table in subclause 5(3).

(2) The expiry of each member's term of office (except the Archbishop and the Dean) is on the date of the first meeting of the Chapter of the Cathedral after the Synod in the relevant year.

(3) The expiry year of each member's term of office is listed in column 4 of the following table.

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| Seat                                       | Name                   | Term number          | Year of expiry of term |
|--|------------------------|----------------------|------------------------|
| The Archbishop                             | The Archbishop         | N/A                  | N/A                    |
| The Dean                                   | The Dean               | N/A                  | N/A                    |
| Archbishop appointment (Clergy)            | The Rev Caitlin Hurley | 1 <sup>st</sup> term | 2020                   |
| Archbishop appointment (Lay)               | Mrs Catherine Grant    | 3 <sup>rd</sup> term | 2021                   |
| Chapter appointment (Clergy)               | The Rev Dr Andrew Ford | 2 <sup>nd</sup> term | 2019                   |
| Chapter appointment (Clergy) <i>deemed</i> | Pr Ray Minniecon       | 3 <sup>rd</sup> term | 2019                   |
| Chapter appointment (Lay)                  | Mr Ray Jarratt         | 4 <sup>th</sup> term | 2020                   |
| Chapter appointment (Lay)                  | Dr John Scott          | 4 <sup>th</sup> term | 2020                   |
| Chapter appointment (Lay)                  | Dr Jill Wheeler        | 3 <sup>rd</sup> term | 2018                   |
| Chapter appointment (Lay)                  | Mr Michael Winram      | 2 <sup>nd</sup> term | 2019                   |
| Chapter appointment (Lay)                  | Mr Marcus Judge        | 1 <sup>st</sup> term | 2020                   |
| Chapter appointment (Lay)                  | Mrs Felicity Brazel    | 1 <sup>st</sup> term | 2020                   |
| Former student                             | Dr Ben Waterhouse      | N/A                  | 2018                   |
| Current parent                             | Mrs Kathryn Thompson   | N/A                  | 2018                   |

### 6. Transitional arrangements – the Dean

Subject to the Principal Ordinance as amended by this Ordinance, the person holding office as the Dean immediately before the commencement of this Ordinance continues, on and from that commencement, to hold the office of the Dean on the same terms and conditions on which the office was held immediately before the commencement.

### 7. Transitional arrangements – staff of the Cathedral

A person holding an office or position as a member of the staff of the Cathedral immediately before the commencement of this Ordinance continues, on and from that commencement, to hold the same office or position on the same terms and conditions on which the office or position was held immediately before that commencement.

### 8. Savings provision

The amendment of any provision of the Principal Ordinance by this Ordinance does not affect anything lawfully done under the provision of the Principal Ordinance.

## Schedule

### Cathedral Ordinance 1969

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### Schedule

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~~The Council of St Andrew's Cathedral School Incorporation Ordinance 1978 is printed as an appendix to this Ordinance.~~

### Long Title

An Ordinance to provide for the use and governance of St Andrew's Cathedral, St Andrew's Cathedral School and any Other School, whose council is incorporated pursuant to The Council of St Andrew's Cathedral School Incorporation Ordinance 1978.

The Standing Committee of the Synod of the Diocese of Sydney, in the name and place of the Synod, ordains as follows –

## PART 1 – INTRODUCTION

### 1. Name

This Ordinance is the *Cathedral Ordinance* 1969.

### 2. Purpose of this Ordinance

The purpose of this Ordinance is to provide for the use and governance of the Cathedral Church of St Andrew, Sydney, having regard to the following:

- (a) ~~t~~The Cathedral is the teaching seat of the Archbishop;:-
- (b) ~~t~~The Cathedral is the ~~parish central~~ church of the Diocese;:-
- (c) ~~t~~The Cathedral is the chapel of St Andrew's Cathedral School; and:-
- (d) ~~t~~The Cathedral is a centre of ministry to Sydney.

### 3. Definitions

In this Ordinance:

**Annual Meeting of the Cathedral Congregations** means the meeting of that name in the *Cathedral Regulations-2007*.

**Archbishop** means the Archbishop of Sydney or, in his absence, his Commissary, or, if the See of Sydney is vacant, the Administrator of the Diocese.—

1. ~~the Archbishop of Sydney; or~~

2. ~~in the absence of the Archbishop, — such person as he may have last appointed to exercise his functions generally or under this Ordinance; or~~

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3. ~~in a vacancy in the office of Archbishop, the person authorised by ordinance of the Synod to exercise the functions of the Archbishop of the Diocese.~~

**Cathedral** ~~means~~ comprises the Cathedral Church of St Andrew, Sydney and its Chapter House.

**Cathedral School** means St Andrew's Cathedral School.

**Chapter** means the Chapter constituted by clause 9.

**Council** means the Council constituted by clause 25.

**Diocese** means the Diocese of Sydney.

**eligible clergy** means a member of clergy licensed or authorised to act or officiate by the Archbishop, but does not include a member of clergy ~~employed~~ appointed by the Chapter.

**Other School** means such ~~s~~ School or ~~s~~ Schools other than the Cathedral School as the Council may establish pursuant to this Ordinance with the prior approval of the Chapter.

**Standing Committee** means the Standing Committee of the Diocese.

**Synod** means the Synod of the Diocese.

**the Dean** means the person appointed for the time being under clause 10.

### PART 2 – THE ARCHBISHOP

#### 4. Right to use, officiate and preach

The Archbishop has the right to use the Cathedral, and to officiate and preach in the Cathedral, as he sees fit. In Cathedral services that involve the Archbishop or that are occasions of significance for the Diocese, the liturgy and other arrangements shall be determined by the Archbishop in consultation with the Dean.

### PART 3 – THE PARISH CENTRAL CHURCH OF THE DIOCESE

#### 5. ~~The Diocesan Central~~ Church

The Cathedral is the place of meeting on those occasions of significance for the Diocese when the people and churches of the Diocese come together.

#### 6. ~~General management and government~~ Governance of the Cathedral

(1) Subject to the rights of the Archbishop, the responsibility for the ~~management and government~~ governance of the Cathedral is vested in a diocesan body known as the Chapter of the Cathedral Church of St Andrew, Sydney ~~which is constituted by this Ordinance.~~

~~(2) Chapter's responsibility for the management and government of the Cathedral includes responsibility for the ministry of the Cathedral.~~

~~(3)~~ (2) The Chapter may take reasonable steps to fulfil its responsibilities under this clause, provided that the Chapter may not require the Dean to act contrary to his ~~oaths~~ solemn promises of office or the terms of his licence from the Archbishop.

#### 7. Property Control of the Cathedral

Without limiting clause 6, the Chapter has the oversight and control ~~and management~~ of the property of the Cathedral and delegates the operational authority for property matters to the Dean.

#### 8. Accounts

The Chapter must comply with the Accounts, Audits and Annual Reports Ordinance 1995.

#### 9. Members of the Chapter

(1) The members of the Chapter are:

- (a) the Archbishop;
- (b) the Dean;
- (c) 43 lay persons who, at the time of election, are members of one of the cathedral congregations elected at the Annual Meeting of the Cathedral Congregations;
- (d) 43 lay persons, ~~who are eligible to vote at a general meeting of parishioners of another church or parish of the diocese~~ elected by the lay members of the Synod;
- (e) 43 eligible clergy elected by the clerical members of the Synod;
- (f) 2 eligible clergy appointed by the Archbishop, one of whom is an assistant bishop of

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the diocese; and

- (g) ~~21~~ lay persons ~~appointed~~ elected by a decision of the majority of the members referred to in paragraphs (b)-(f), inclusive, with the concurrence of the Archbishop.

(2) A member of clergy appointed or elected to the Chapter shall be known as a clerical canon for as long as the member of clergy remains a member of the Chapter.

(3) A lay person appointed or elected to the Chapter shall be known as a lay canon for as long as the lay person remains a member of the Chapter.

(4) Nothing in this clause affects the operation of the *Canons Emeritus Ordinance* 1944.

(5) Each member appointed or elected to the Chapter shall on the first occasion of their being present at a meeting of the Chapter sign the Statement of Personal Faith set out in Schedule 2.B

### PART 4 – THE DEAN AND MINISTRY TO SYDNEY

#### 10. The Dean

The Dean is appointed by the Archbishop with the concurrence of the Chapter.

#### 11. ~~Acting Sub-Dean~~

(1) ~~An Acting A Sub-Dean~~ A Sub-Dean may be appointed by the Archbishop with the concurrence of the Chapter to act as the Dean ~~during any absence from office~~ while the Dean is on leave, or when there is a vacancy in the office, of ~~the~~ Dean.

(2) A person while so acting has the rights and responsibilities of the Dean.

#### 12. ~~The Dean's rights—generally and accountability~~

(1) Subject to this Ordinance, the Dean:

(a) shall lead the ministry of the Cathedral;

~~(b) may exercise a wide discretion in his leadership of the ministry of the Cathedral;~~

~~(b)~~ (b) has the right to use the Cathedral, and to officiate and preach in the Cathedral, as he sees fit;

~~(c)~~ (c) has control and authority for all services and related activities that take place within the Cathedral; and

~~(d)~~ (d) is, in the Cathedral, next in seniority to the Archbishop.

(2) Subject to this Ordinance, the Dean:

(a) is accountable to the Chapter for his leadership of the ministry of the Cathedral and his functions under this Ordinance; and

(b) is to report to the Chapter in relation to his leadership of the ministry of the Cathedral and his functions under this Ordinance at such times and in such manner as the Chapter may reasonably require.

#### 13. ~~The Dean's accountability...~~

~~(1) Subject to this Ordinance, the Dean:~~

~~(a) is accountable to Chapter for his leadership of the ministry of the Cathedral and his functions under this Ordinance; and~~

~~(b) is to report to Chapter in relation to his leadership of the ministry of the Cathedral and his functions under this Ordinance at such times and in such manner as Chapter may reasonably require.~~

#### 14. Appointment of staff

(1) All full-time pastoral staff and the Director of Music shall be appointed by the Chapter on the recommendation of the Dean.

~~(2) Subject to this clause, the~~ The Dean may appoint ~~the any other~~ staff of the Cathedral if the appointment is within the terms of the budget adopted by the Chapter.

~~(2) The Music Director and all full-time pastoral staff shall be appointed by Chapter on the recommendation of the Dean.~~

#### 15. The Dean's pastoral superintendence of certain ecclesiastical districts

(1) The Archbishop may assign an ecclesiastical district to the Cathedral.

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- (2) During the period of its assignment, the ecclesiastical district is, subject to this Ordinance, under the pastoral superintendence of the Dean.
- (3) An ecclesiastical district that is a separate cure of souls does not cease to be a separate cure of souls during the period of its assignment.
- (4) A parishioner of a church within, or a member of a congregation of, an ecclesiastical district does not, as such a parishioner or member, acquire any rights in or control over the Cathedral as a consequence of the assignment.
- (5) The Archbishop may revoke any such assignment at any time.

### PART 5 – THE CHAPEL OF ST ANDREW’S CATHEDRAL SCHOOL

#### 16. Use of the Cathedral as the School’s chapel

Subject to this Ordinance, the Cathedral School may use the Cathedral as its chapel by agreement with the Dean.

### PART 6 – FURTHER PROVISIONS CONCERNING THE MEMBERSHIP AND MEETINGS OF THE CHAPTER

#### 17. Term of office of members

- (1) A member of the Chapter who is elected or appointed holds office for a term of 43 years from the date of the member’s election or appointment.
- (2) A member of the Chapter, if qualified in accordance with clause 9, is eligible for re-election or re-appointment, up to a maximum of 5 consecutive terms.

#### 18. Casual vacancies

- (1) A member of the Chapter who is elected or appointed pursuant to clause 9 of this Ordinance ceases to hold office if the person:—
  - (a) dies;
  - (b) resigns by instrument in writing to the Archbishop and the Archbishop accepts the resignation;
  - (c) ceases to be qualified in accordance with clause 9 to be eligible for election or appointment as a member of the Chapter;
  - (d) is absent from 3 consecutive meetings of the Chapter without the leave of the Chapter;
  - (e) is certified by the Archbishop to be incapable of performing the duties of office;
  - (f) is declared by resolution of the Standing Committee to be unfit by reason of the person’s conduct to be a member of the Chapter, on proper cause being shown, and after the person has been given a reasonable opportunity by the Standing Committee to explain in writing why the resolution should not be passed; or
  - (g) becomes insolvent under any law relating to the administration of the affairs of insolvent persons.
- (2) ~~All~~ A casual vacancies ~~ies~~ under clause 9(1)(c) ~~—(e)~~ shall be filled by the Chapter.
- (2A) All casual vacancies under clauses 9(1)(d) – (e) shall be filled by the Standing Committee of the Synod.
- (3) A casual vacancy under clause 9-(1)(f) of this Ordinance shall be filled by the Archbishop.
- (4) A casual vacancy under clause 9-(1)(g) of this Ordinance shall be filled by the Chapter, provided that the Archbishop concurs in the ~~appointment~~ election.
- (5) A person who fills a casual vacancy holds office for the balance of the predecessor’s term of office.

#### 19. Meetings

- (1) Subject to this Ordinance:
  - ~~(1)~~ (a) the Chapter shall meet when required by the *Cathedral Regulations 2007*; and
  - ~~(2)~~ (b) the Chapter may conduct its business in such manner as it thinks fit, ~~and~~ notwithstanding any vacancy in its number.

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### 20. Quorum

~~Nine~~ Seven members of the Chapter including at least 3 clerical ~~members~~ canons and at least 43 lay ~~members~~ canons constitute a quorum at a meeting of the Chapter.

### 21. Chairman

(1) ~~The Archbishop is the Chair at meetings of the Chapter. The assistant bishop appointed under clause 9(1)(f) is the Deputy Chair of the Chapter, or in his~~ In the absence of the Archbishop and the Deputy Chair, the most senior member clerical canon is to chair the meeting of the eligible clergy of Chapter, is the chairman at meetings of the Chapter.

(2) ~~The~~ Chairman has a deliberative vote only.

### 22. Decisions

A decision of the majority of the members of the Chapter at which a quorum is present is a decision of the Chapter.

### 23. Regulations

(1) The Chapter may make regulations, not inconsistent with this Ordinance, for or with respect to any matter relating to the use or governance of the Cathedral.

(2) The Chapter may amend or repeal any such regulation.

(3) This clause has no application to regulations made under clause 24 of this Ordinance.

## PART 7 – CATHEDRAL SCHOOL

### 24. The objects of the Cathedral School

(1) ~~The~~ The objects of the Cathedral School and any Other School ~~established by the Council~~ include:—

- (a) the education of students who are enrolled at the Cathedral School ~~and or~~ any Other School in accordance with the doctrines and principles of the Anglican Church of Australia in force in the Diocese of Sydney; and
- (b) the provision, from students enrolled at the Cathedral School ~~and or~~ any Other School, of choristers for the Cathedral; and

~~(1)~~(2) For the purposes of this clause, clause 25 and ~~the~~ Schedule 1, the term “regulations” means:—

- (a) the regulations contained in ~~the~~ Schedule 1; and
- (b) any additional regulations pertaining to the Cathedral School or any Other School as the Chapter may prescribe pursuant to this clause.

~~(2)~~(3) The Chapter may by resolution amend or revoke any regulations or prescribe new regulations pertaining to the Cathedral School or any Other School provided that any such resolution of the Chapter:

- (a) is supported by at least two-thirds of the members of the Chapter; and
- (b) is subsequently approved by resolution of the Standing Committee.

~~(3)~~(4) Any such resolution of the Chapter shall take effect on and from the date on which such approval is given.

### 24A. Authority to establish and operate any Other Schools

The Council is hereby authorised to establish and operate such Other School as the Council may determine with the prior consent of the Chapter and such Other School may be operated by the Council as a separate School from the Cathedral School and such Other School shall also be governed by the Council in accordance with clause 24 and 25 of this Ordinance and ~~the~~ Schedule 1A.

### 25. ~~The Government~~ Governance and ~~M~~ Management of the Cathedral School and any Other Schools

(1) The government and management of the Cathedral School shall be the responsibility of the St Andrew’s Cathedral School Council, hereinafter called “the Council”, constituted with the powers, authorities, duties and functions contained in the regulations in ~~the~~ Schedule 1.

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~~(1)(2)~~ The Council shall govern, manage and control all land, buildings, plant and equipment, other than such thereof as are fixtures, and all books and moveable records of the Cathedral School.

~~(2)(3)~~ The Council shall:—

- (a) be responsible for managing any Other School ~~separately established by the Council;~~ and
- (b) govern, manage and control all land, buildings, plant and equipment and all books and moveable records of any Other School ~~separately established by the Council;~~

and the powers, authorities, duties and functions contained in the regulations in Schedule 1A shall apply to any Other School ~~established by the Council~~ in addition to the Cathedral School.

~~(3)~~ Nothing contained in this Ordinance shall entitle or be deemed to entitle the Council to govern, manage or control the whole or any part of the land described in the First and Second Schedules to the *St Andrew's Cathedral Site Development Ordinance 1970*.

### **Schedule 1**

#### **The St Andrew's Cathedral School Council Regulations**

1. ~~The Council in office immediately before the Cathedral Ordinance Amendment Ordinance 1997 takes effect shall, subject to regulation 6, continue in office up to and including 31 March 1998.~~

#### **12. Membership of the Cathedral School Council**

(1) ~~Subject to regulation 1,~~ The members of the Council shall be:—

- (a) the Archbishop, who shall be President of the Council;
- (b) the Dean;
- (c) 1 member of clergy appointed by the Archbishop;
- (d) 1 lay person appointed by the Archbishop;
- (e) 2 members of clergy appointed by the Chapter;
- ~~(f)~~ 1 lay person, a member of Chapter, appointed by Chapter;
- ~~(g)~~(f) 6 lay persons appointed by the Chapter;
- ~~(h)~~(g) 1 member of the Old Andreans' Association former student of the School or any Other School appointed by the Council ~~as provided for in regulation 16A;~~ and
- ~~(i)~~(h) 1 parent of a current student of the Cathedral School or any Other School appointed by the Council ~~as provided for in regulation 16B.~~

(2) ~~Subject to sub-regulation (4),~~ members of the Council appointed pursuant to paragraphs (c) to ~~(h)~~ inclusive of sub-regulation (1) shall be appointed for a period of 43 years.

~~(3)~~ ~~Members of Council appointed pursuant to paragraphs (h) and (i) of sub-regulation (1) shall be appointed for a period of 12 months.~~

~~(4)~~ 1 clergyman appointed pursuant to paragraph (e) of sub-regulation (1), and 3 lay persons appointed pursuant to paragraph (g) of sub-regulation (1), and who, in each case, assume office on 1 April 1998, shall be appointed for a period of 2 years, and thereafter for a period of 4 years

~~(5)~~(3) Subject to regulations 36 and 4, retiring members are eligible for reappointment up to a maximum of 5 consecutive terms.

~~(6)~~(4) A person is not to take up their position as a member of the Council or function in any other capacity on behalf of the Council unless the person has first signed and lodged with the Council the form of declaration as set out in ~~the Schedules hereto.~~ The persons referred to in regulation 2(1)(b), (c), (d), (e), (f) and (g) must sign the declaration referred to in Schedule 11 whilst a person referred to in regulation 2(1)(h) and (i) must either sign the declaration set out in Schedule 11 or the declaration set out in Schedule 22. Schedule 2.

3. ....

#### **42. Chair and Deputy Chair**



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- (1) At the first Council Meeting of the relevant year, or as soon as reasonably practicable thereafter, the Council shall elect a Chairman from among its members.
- (2) The Chairman elected pursuant to sub-regulation (1) shall, subject to regulation 63, hold office as Chairman for a period of term not exceeding 3-2 years. Such persons are eligible to stand for re-election but should not serve in the same office for more than 9 consecutive years.
- (3) If the Chairman ceases to hold office during his or her 23 year term, the Council shall as soon as practicable elect a new Chairman who shall hold office for the balance of the term.
- (4) At the first Council Meeting of the relevant year, or as soon as reasonably practicable thereafter, the Council shall elect a Deputy Chairman from among its members.
- (5) The Deputy Chairman elected pursuant to sub-regulation (4) shall, subject to regulation 6, hold office as Deputy Chairman for a period of 2 years.
- (6) If the Deputy Chairman ceases to hold office during his or her 2 year term, the Council shall as soon as practicable elect a new Deputy Chairman who shall hold office for the balance of the term.

5.-----

### **63. Casual Vacancies**

- (1) A member shall cease to be a member of the Council:—
  - (a) if he or she resigns in writing to the Secretary of the Council, who shall inform the Secretary of the Chapter,
  - (b) if he or she dies, in which case the Secretary of the Council shall notify the Secretary of the Chapter,
  - (c)-----
  - ~~(d)~~(c) if he or she is absent from six (6) consecutive meetings of the Council without the leave of the Council or without an apology having been received, accepted and recorded in the minutes of the Council,
  - ~~(e)~~(d) if he or she becomes bankrupt or insolvent or enters into any arrangement with his or her creditors,
  - ~~(f)~~(e) if he or she is convicted of any offence punishable by imprisonment of three months or more, or
  - ~~(g)~~(f) if he or she becomes a patient or be declared by a competent Court to be a mentally ill person or an incapable person within the meanings of these terms in the Mental Health Act, 1958.
  - ~~(h)~~(g) If he or she is unable to continue to confirm at any time the declaration to which the person ascribed as set out in ~~the Schedules~~Schedule 2.
  - (2)-----

~~7(2)~~- If a casual vacancy shall occur in the position of any member such position shall be filled, in the case of an appointee of the Archbishop, by the Archbishop, if appointed by the Synod, by the Synod, if appointed by the Chapter, by the Chapter, and if appointed by the Council, by the Council. ~~and, in any other case, by the Chapter~~ Any person so appointed ~~by the Chapter~~ shall possess the same qualifications as to membership ~~or non-membership of the Chapter and as to membership of and election by the Old Andreans' Association or Parents~~ as the person whose ceasing to be a member of the Council gave rise to the casual vacancy. Any person so appointed shall hold office until the expiration of the remainder of the term of the person whose ceasing to be a member of the Council gave rise to the casual vacancy. The Council may act notwithstanding any vacancy amongst its members.

### **84. Removal of a Member**

- (1) Any member appointed to the Council by the Chapter may be removed by the Chapter provided that any resolution for such removal shall be supported by at least two-thirds of the members of the Chapter present at the meeting and entitled to vote.
- (2) Any member appointed to the Council by the Council may be removed by the Council provided that any resolution for such removal shall be supported by at least two-thirds of the members of the Council present at the meeting and entitled to vote.

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### 9.5. President

At meetings of the Council the President shall occupy the chair and, in the absence of the President, the Chairman or Deputy Chairman shall occupy the chair and in their absence the members present shall elect from their number a Chairman of the day.

### 10.6. Quorum

At meetings of the Council seven (7) members shall constitute a quorum. ~~The Chair has a deliberative vote only. In the case of an equality of votes the Chairman of the meeting shall have a casting vote as well as a deliberative vote.~~

### 11.7. Reporting to the Standing Committee

The Council shall forward to the Chapter a copy of the material supplied to the Standing Committee under the Accounts Ordinance.

### 12.8. Governance

Subject to this Ordinance, any other Ordinance relating to the Cathedral School and to the regulations, the Council shall govern and manage the Cathedral School and any Other School and, in particular, but without limiting the generality thereof:—

- (a) shall, after consultation with the Chapter, appoint the Head, and, on reasonable cause being shown, suspend or dismiss the Head, provided that any such appointment, suspension or dismissal shall be supported by not less than two-thirds of the members of the Council present at the meeting and entitled to vote;
- (b) shall approve the appointment of ~~teachers~~ the Deputy Head, the Bursar and the Chaplain by the Head ~~and may appoint such other officers as it may consider necessary to enable it to fulfil its objects~~;
- (c) may regulate its own proceedings;
- (d) may prescribe, rescind or alter rules;
- (e) may authorise any person or persons to act on its behalf;
- (f) may appoint subcommittees either generally or specifically; and
- (g) may exercise the powers conferred upon it pursuant to The Council of St Andrew's Cathedral School Incorporation Ordinance 1978-~~1988~~ on the terms and conditions set out in that Ordinance.

### 3.9. Reporting by the Head

(1) The Head shall provide, upon the appointment of new teachers and at other times by request an annual report to the Council at a regular business meeting of the Council, a report as to the Christian involvement of the teachers ~~staff members~~ of the Cathedral School and any Other School as a whole.

(2) The Head shall furnish to the Council such reports as the Council may require relating to the Cathedral School and any Other School ~~operated by the Council~~.

(3) For the purposes of these regulations the reference to "Head" means the person appointed as Headmaster, Headmistress or Principal of the Cathedral School and any Other School ~~operated by the Council~~.

### 4.10. Indemnity

(1) The Council must indemnify each person who is, or has been, a member of the Council against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served as a member of the Council other than a liability:—

- (a) owed to the Council or a related body corporate; or
- (b) for a pecuniary penalty order under Section 1317G of the Corporations Act or a Compensation Order under Section 1317H of the Corporations Act; or
- (c) that is owed to someone other than the Council or a related body corporate and did not arise out of conduct in good faith.

This sub-regulation ~~14(4)~~ does not apply to a liability for legal costs.

(2) The Council must indemnify each person who is, or has been, a member of the Council against legal costs incurred in defending an action for a liability which results directly or indirectly

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from facts or circumstances relating to the person serving or having served as a member of the Council other than costs which are incurred:—

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under sub-regulation 44(1);<sup>57</sup> or
- (b) in defending or resisting criminal proceedings in which the person is found guilty;<sup>57</sup> or
- (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established;<sup>57</sup> or
- (d) in connection with proceedings for relief to the person under the Corporations Act in which the court denies the relief.

This sub-regulation 44(2) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order.

(3) For the purpose of sub-regulation 44(2), the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

(4) The Council need not indemnify a person under either or both of sub-regulations 44(1) and (2) and sub-regulation 44(2) for a liability to the extent that the person is entitled to an indemnity for that liability under a contract of insurance.

(5) The Council may pay, agree to pay, or cause to be paid a premium for a contract insuring the person who is, or has been, a member of the Council against any liability which results directly or indirectly from facts or circumstances relating to the person serving, or having served, in that capacity other than a liability arising out of:—

- (a) conduct involving a wilful breach of duty in relation to the Council;<sup>57</sup> or
- (b) the improper use of information by the person, obtained because the person is, or has been, a member of the Council to gain an advantage for that person or another person or to cause detriment to the Council; or
- (c) the improper use of the person's position as a member of the Council to gain an advantage for himself or herself or for another person or to cause detriment to the Council.

This sub-regulation 44(5) does not apply to a liability for legal costs.

(6) The Council may pay, agree to pay, or cause to be paid a premium for a School Contract insuring a person who is, or has been, a member of the Council against legal costs incurred in defending an action for a liability which results directly or indirectly from facts or circumstances relating to the person serving, or having served, in that capacity.

(7) The obligations and powers under sub-regulations 44(1), 44(2), 44(5) and 44(6) are incurred or are to be exercised (as the case may be) only to the extent permitted by law.

### 5-11. Dispute Resolution

The Council, in its management of the Cathedral School, and any Other School, shall have full regard to the provisions of this Ordinance as amended from time to time and shall abide by the requirements and decisions of the Chapter relating to the Choristers. In the event of any difference or dispute between the Head or his or her Deputy and any officer attached to the Cathedral as to his or her authority or responsibility, the Council, by itself or through a sub-committee of the Council shall resolve the difference or dispute as quickly as possible and shall thereafter report thereon to the Chapter but if the Council is unable to resolve the difference or dispute, the Council shall refer the difference or dispute to the Chapter for resolution.

16. . . . .

~~16A. (1) The Council shall in February of each year call for nominations of members of the Old Andreans' Association to be candidates for appointment to the Council under regulation 2(1)(h) hereof. Each nomination shall be signed by two members of the Old Andreans' Association other than the person nominated. Nominations shall close by 5 pm on the last working day of February in any year, or as soon as practicable thereafter.~~

~~(2) At the Council Meeting in March, or as soon as reasonably practicable thereafter, the Council may appoint 1 person from the list of nominations, or may, in its absolute discretion, decline to make any appointment.~~

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~~16B. (1) The Council shall in February of each year call for nominations of parents to be candidates for appointment to the Council under regulation 2(1)(i) hereof. Each nomination shall be signed by two enrolling parents of different families other than the parent nominated. Nominations shall close by 5 pm on the last working day of February in any year, or as soon as practicable thereafter.~~

~~(2) At the Council Meeting in March, or as soon as reasonably practicable thereafter, the Council may appoint one (1) person from the list of nominations, or may, in its absolute discretion, decline to make any appointment.~~

~~17. In these regulations "parent" means the parent or guardian of a pupil currently attending the Cathedral School or any Other School.~~

### **8.12. Meetings by way of an approved communications link**

(1) If, through an approved communications link, one or more members of the Council absent from the place of meeting can hear and be heard by not only one another (if more than one) but also the other members present at the place of meeting, such of those absent members and the other members present at the place of meeting who are able to hear and be heard by one another are to be taken to be assembled together at a meeting held at that place. All proceedings conducted with the aid of the approved communications link are to be as valid and effectual as if they had been conducted at a meeting at which all of those members were present.

(2) In sub-regulation 48(1), "approved communications link" means a link established by means of any system of telephone, audio or audio-visual communication approved by the members of the Council and made known to each member for the purpose of any meeting of the members.

### **9.13. Circular Resolutions**

(1) In extraordinary circumstances if a document containing a statement that the signatories to it are in favour of a resolution in the terms set out or otherwise identified in the document has been signed by all the members of the Council, a resolution in those terms shall be taken to have been passed at a meeting of the members of the Council held on the day on which and at the time at which the document was last signed by a member.

(2) For the purposes of sub-regulation 49(1):—

- (a) 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more members together are to be taken to be 1 document containing a statement in those terms signed by those members on the respective days on which they signed the separate document; and
- (b) a facsimile message which is received by the Secretary of the Council and is expressed to have been sent by a member shall be taken to be a document signed by that member at the time of the receipt of the facsimile message by the Secretary of the Council.

### **20.14. Attendance of other persons at meetings of the Council**

(1) The President may attend any meeting of the members of the Council and may:—

- (a) put before the members any question or proposal for their consideration; or
- (b) express his views on any question or proposal being considered by the members of the Council.

(2) The Council may invite any person who is not a member of the Council to be present for the whole or part of any meeting of the Council.

### **21.15. Appointment of the Head**

(1) In appointing a person to be the Head, the Council will (in addition to the other requirements of the position) appoint a person of Christian faith and character who is committed to furthering allegiance to Christ as Lord and the cause of Christian education in the Cathedral School and any Other School. Prior to accepting appointment, the Head must sign and lodge with the Chairman of the Council the ~~Statement of Personal Faith and Support for the Christian ethos and charter of the Council~~ set out in Schedule 24.

(2) The Council is to observe the following protocol in selecting and appointing a person as Head:—

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- (a) prior to the beginning of the selection process, the Chairman of the Council is to brief the President on the proposed process and the composition of any selection committee and seek the President's views on the principles of selection and the process involved; and
- (b) the President is to be invited to be involved in the final interview process; and
- (c) the President is to be consulted if any significant issue arises during the final interview process of which he should be aware; and
- (d) the President is to be immediately notified upon acceptance of any offer for the position of Head.

### **22.16. Advertising for Staff**

No position for teaching in the Cathedral School or any Other School is to be advertised without the Council stating in the advertisement its commitment to being a Christian School and to furthering Christianity through the School and inviting applications from those who will be committed to the Christian aims of the School.

## **Schedule 21**

### **Statement of personal faith and support for the Christian ethos and charter of the St Andrew's Cathedral School Council (the "Council")**

1. I believe and hold to the truth of the Christian faith as set forth in the Nicene Creed, as well as the Apostles' Creed as set out below –  
*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) ~~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~~ 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) ~~we are justified before God by faith only~~ 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 God's word written, the Bible, is the supreme authority in all matters of faith and conduct~~ we are justified before God by faith only.
3. I shall endeavour to fulfil my duties as a member of the Council to which I am elected or appointed [or as the Dean of the Cathedral or as Head of the St

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Andrew's Cathedral School] in accordance with the Christian ethos and ~~charter of the Council~~its constituting ordinance.

- 4. I agree that my continuance as a Council member [or Dean or Head] is dependent upon my continuing agreement with this statement and I undertake to resign if this ceases to be the case.

Confirmed .....  
(signature)

**Schedule 2**

**Statement of support for the Christian ethos and charter of the St Andrew's Cathedral School Council (the "Council")**

- 1. ~~I acknowledge that the Council to which I am elected or appointed aims to educate young people in ways consistent with the teaching of the Bible and the gospel of Jesus Christ, and to this end I support the Council's commitment to maintain and uphold the Christian faith in teaching and practice.~~
- 2. ~~I shall endeavour to fulfil my duties as a member of the Council to which I am elected or appointed in accordance with the Christian ethos and charter of the Council.~~
- 3. ~~I agree that my continuance as a Council member is dependent upon my continuing agreement with this statement and I undertake to resign if this ceases to be the case.~~

Confirmed .....  
(signature)

**Appendix to the Cathedral Ordinance 1969 – the Council of St Andrew's Cathedral School Incorporation Ordinance 1978**

~~The Council of St Andrew's Cathedral School Incorporation Ordinance 1978 as amended by the St Andrew's Cathedral School Ordinance 1988.~~

~~An Ordinance to authorise the incorporation of "The Council of St Andrew's Cathedral School" as a body corporate pursuant to the provisions of the Anglican Church of Australia (Bodies Corporate) Act, 1938.~~

~~Whereas the Council of St Andrew's Cathedral School was constituted by the Cathedral Ordinance 1969-71 for the purpose of managing and controlling the St Andrew's Cathedral School And Whereas it is expedient that the Council of St Andrew's Cathedral School should be constituted a body corporate under the Anglican Church of Australia (Bodies Corporate) Act 1938 And Whereas by the Anglican Church of Australia (Bodies Corporate) Act 1938, Delegation of Powers and Ordinance Procedure Ordinance 1973-1977 the Synod delegated certain powers, authorities, duties and functions of the Synod under the said Act to the Standing Committee Now the Standing Committee of the Synod of the Diocese of Sydney in the name and place of the Synod Hereby Ordains Declares Directs and Rules as follows—~~

- 1. ~~This Ordinance may be cited as "The Council of St Andrew's Cathedral School Incorporation Ordinance 1978-1988".~~
- 2. ~~The Standing Committee hereby declares that it is expedient for the purpose of managing, governing and controlling the institution or organisation known as St Andrew's Cathedral School that the persons who, for the time being, are members of the unincorporated body know as the Council of St Andrew's Cathedral School should be constituted a body corporate under the name of "The Council of St Andrew's Cathedral School".~~

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3.—~~Without prejudice to the powers, authorities, duties and functions conferred or imposed upon the body corporate hereby constituted by virtue of the Cathedral Ordinance 1969-1971, the body corporate hereby constituted may—~~

- ~~(a) — purchase sell take or grant leases or exchange hire mortgage charge or otherwise acquire deal with or dispose of real or personal property and any rights or privileges which the Council may think necessary or convenient and upon and subject to such terms and conditions as the Council may think proper;~~
- ~~(b) — enter into any arrangements concerning any real or personal property of the Council with any government or authority supreme municipal local or otherwise that may seem conducive to the objects or purposes of the said School or any of them and obtain from any such government or authority any rights privileges and concessions concerning any real or personal property of the Council which the Council may think it desirable to obtain and carry out exercise and comply with any such arrangements rights privileges and concessions;~~
- ~~(c) — construct improve maintain develop manage carry out or control any buildings works and conveniences which may seem calculated to advance the interest of the said School and contribute to or otherwise assist or take part in the construction improvement maintenance development management carrying out or control thereof;~~
- ~~(d) — improve manage develop exchange and control or otherwise deal with any real or personal property for the time being acquired by or vested in the Council;~~
- ~~(e) — invest and deal with the money of the said School in accordance with the provisions of the Investment of Church Trust Property Ordinance 1978 as amended or any such other form or forms of investment as shall be approved by resolution of the Standing Committee at the request of the Council;~~
- ~~(f) — subject as hereinafter in this Ordinance provided borrow or raise or secure the payment of money in such manner as the Council may think fit and secure the same or the repayment or performance of any debt liability contract guarantee or other engagement incurred or to be entered into by the Council in any way and purchase redeem or pay off any such securities;~~
- ~~(g) — enter into do and perform any contract agreement conveyance or other instrument document or writing and all such other acts matters and things for the purpose of or incidental to the attainment of the objects or purposes of the said School and/or the exercise of the powers hereinbefore granted;~~

~~Provided always and it is hereby agreed and declared that if any estate or interest, whether legal or equitable or freehold, leasehold or otherwise, in part of any land described in the First Schedule to the St Andrew's Cathedral Site Development Ordinance 1970-1971 or in any improvements erected thereon is acquired by or vested in the body corporate hereby constituted at any time, nothing contained in this Ordinance or in the Cathedral Ordinance 1969-1971 or in any other Ordinance shall confer or be deemed to confer upon the body corporate hereby constituted—~~

- ~~(i) — any power to convey, transfer or assign that estate or interest or any part thereof or any estate or interest therein or in any part thereof;~~
- ~~(ii) — any power to lease that estate or interest or any part thereof without the consent of the Standing Committee or of the Glebe Administration Board, or~~
- ~~(iii) — any power to mortgage, charge, or otherwise deal with that estate or interest or any part thereof without the consent of the Standing Committee and of the Chapter.~~

~~The consents of the Standing Committee or of the Chapter may be given by resolution thereof and may be given subject to such terms and conditions as the body giving the same considers fit. Where any such consent to the exercise of any such power is given subject to terms and conditions, the power shall be exercised on and subject to such terms and conditions in all respects.~~

4.—(1) ~~The Council shall remain and continue to be solely responsible for all liabilities incurred by it or on its behalf.~~

(2) ~~The Council and its members and each of them shall not represent to any person or corporation that the Archbishop of Sydney or the Synod of the Diocese of Sydney or the Standing Committee thereof or any person or persons or any other corporate body or corporation holding church trust property for the Anglican Church of Australia the Diocese of Sydney or any other~~

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~~corporate body constituted by or pursuant to the Anglican Church of Australia (Bodies Corporate) Act 1938 shall or may meet or discharge all or any part of any liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Council except as provided by and to the extent of any express commitment in writing given by any of the said named persons, bodies, corporate bodies or corporations.~~

~~(3) — The Council shall not exercise any power to borrow moneys if the amount which it proposes to borrow, when added to the amount of all moneys borrowed by it prior thereto and not repaid prior thereto, exceeds such amounts as may have been last approved by resolution of Standing Committee.~~

~~(4) — The Council shall not execute or deliver and shall not have power to execute or deliver any mortgage, charge, 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 acknowledges and agrees that the Council of St Andrew's Cathedral School 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 St Andrew's Cathedral School may be able to pay to that party in the event of the Council of St Andrew's Cathedral School being wound up”~~

~~and such clause is not made subject to any qualification.~~

~~(5) — The Council shall not execute or deliver any bill of exchange or other negotiable instrument other than a cheque drawn on the Council's bank account.~~

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### Table of Amendments

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|-----------------------|---|
| <del>Long Title</del> | <del>Amended under the Interpretation Ordinance 1985.</del> |
| <del>Preamble</del>   | <del>Amended under the Interpretation Ordinance 1985.</del> |
| <del>Clause 1</del>   | <del>Amended by Ordinance No 7, 1988.</del>                 |
| <del>Clause 3</del>   | <del>Amended by Ordinance No 7, 1988.</del>                 |
| <del>Clause 4</del>   | <del>Amended under the Interpretation Ordinance 1985.</del> |

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 31 July 2017.

R WICKS  
Secretary

I Assent to this Ordinance.

GN DAVIES  
Archbishop of Sydney  
31/07/2017