

Cathedral Ordinance 1969

(Reprinted under the Interpretation Ordinance 1985.)

The Cathedral Ordinance 1969 as amended by the Cathedral (Amending) Ordinance 2007, the Parish Administration (Transitional Provisions) Ordinance 2008, the Cathedral Ordinance 1969 Amendment Ordinance 2010, the St Andrew's Cathedral Trust Ordinance 2016, the Cathedral Ordinance 1969 Amendment Ordinance 2017, the Miscellaneous Amendments Ordinance 2019, and the Cathedral Ordinance 1969 Amendment Ordinance 2022.

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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) the Cathedral is the teaching seat of the Archbishop;
- (b) the Cathedral is the central church of the Diocese;
- (c) the Cathedral is the chapel of St Andrew's Cathedral School; and
- (d) 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*.

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.

Cathedral 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 appointed by the Chapter.

Other School means such school or 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 CENTRAL CHURCH OF THE DIOCESE

5. The 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. Governance of the Cathedral

(1) Subject to the rights of the Archbishop, the responsibility for the governance of the Cathedral is vested in a diocesan body known as the Chapter of the Cathedral.

(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 solemn promises of office or the terms of his licence from the Archbishop.

7. Control of the Cathedral

Without limiting clause 6, the Chapter has the oversight and control 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) 3 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) 3 lay persons elected by the lay members of the Synod;
 - (e) 3 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 the diocese; and
 - (g) 1 lay person elected by 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.

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. Sub-Dean

- (1) A Sub-Dean may be licensed by the Archbishop with the concurrence of the Chapter to assist the Dean in the ministry of the Cathedral. The Sub-Dean is deemed to be a Senior Assistant Minister for the purposes of the *Assistant Ministers Ordinance 2017*.
- (2) The Sub-Dean shall act as the Dean while the Dean is on leave, or when there is a vacancy in the office of Dean. A person while so acting has the rights and responsibilities of the Dean.
- (3) A person holding office as Sub-Dean is, for the period they hold office, also to be styled Canon and taken to have been appointed a Canon under this Ordinance for the purposes of the *Honorary Canons Ordinance 1911*.

12. The Dean's rights and accountability

- (1) Subject to this Ordinance, the Dean:
 - (a) shall lead the ministry of the Cathedral;
 - (b) has the right to use the Cathedral, and to officiate and preach in the Cathedral, as he sees fit;
 - (c) has control and authority for all services and related activities that take place within the Cathedral; and
 - (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.

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) The Dean may appoint any other staff of the Cathedral if the appointment is within the terms of the budget adopted by the Chapter.

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

- (1) The Archbishop may assign an ecclesiastical district to the Cathedral.
- (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 3 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) A casual vacancy under clause 9(1)(c) 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 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:
- (a) the Chapter shall meet when required by the *Cathedral Regulations*; and
 - (b) the Chapter may conduct its business in such manner as it thinks fit, notwithstanding any vacancy in its number.

20. Quorum

Seven members of the Chapter including at least 3 clergy (other than the Dean) and at least 3 lay canons constitute a quorum at a meeting of the Chapter.

21. Chair

- (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. In the absence of the Archbishop and the Deputy Chair, the most senior clerical canon is to chair the meeting of the Chapter.
- (2) The Chair 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 objects of the Cathedral School and any Other School include:
- (a) the education of students who are enrolled at the Cathedral School or any Other School in accordance with the doctrine 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 or any Other School, of choristers for the Cathedral; and
- (2) For the purposes of this clause, clause 25 and Schedule 1, the term “regulations” means:
- (a) the regulations contained in 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.
- (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.

(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 School

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 Schedule 1.

25. Governance and Management of the Cathedral School and any Other School

(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 Schedule 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.

(3) The Council shall:

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

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

Schedule 1

The St Andrew's Cathedral School Council Regulations

1. Membership of the Cathedral School Council

(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) 6 lay persons appointed by the Chapter;
- (g) 1 former student of the School or any Other School appointed by the Council;
- (h) 1 parent of a current student of the Cathedral School or any Other School appointed by the Council; and
- (i) 1 Aboriginal person or Torres Strait Islander appointed by the Chapter.

(2) Members of the Council appointed pursuant to paragraphs (c) to (i) inclusive of sub-regulation (1) shall be appointed for a period of 3 years.

(3) Subject to regulations 3 and 4, retiring members are eligible for reappointment up to a maximum of 5 consecutive terms or 14 consecutive years, whichever is the lesser. The 14 year limit does not apply to Council members in office at the date of the member term transitional arrangements enacted in July 2017.

(4) 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 of the relevant year.

(5) 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 Schedule 2.

(6) The Council shall include at least two clergy licensed in the Diocese of Sydney, and at least two members with (at a minimum) a three year theological degree from Moore Theological College

or another college endorsed by the Archbishop for the purposes of this regulation 1. The requirements of this sub-regulation (5) may be met by the same two people.

2. Chair and Deputy Chair

(1) At the first Council Meeting of the relevant year, or as soon as reasonably practicable thereafter, the Council shall elect a Chair from among its members.

(2) The Chair elected pursuant to sub-regulation (1) shall, subject to regulation 3, hold office as Chair for a term not exceeding 3 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 Chair ceases to hold office during his or her 3 year term, the Council shall as soon as practicable elect a new Chair who shall hold office for the balance of the term.

(4) A person should not be the Chair if a member of the person's immediate family is employed by the School, unless the Council has considered the circumstances and unanimously agreed to it by secret ballot.

(5) At the first Council Meeting of the relevant year, or as soon as reasonably practicable thereafter, the Council shall elect a Deputy Chair from among its members.

(6) The Deputy Chair elected pursuant to sub-regulation (5) shall, subject to regulation 3, hold office as Deputy Chair for a period of 2 years.

(7) If the Deputy Chair ceases to hold office during his or her 2 year term, the Council shall as soon as practicable elect a new Deputy Chair who shall hold office for the balance of the term.

3. Casual Vacancies

(1) A member shall cease to be a member of the Council if the member:

- (a) resigns in writing to the Chair of the Council, who shall inform the Chair of the Chapter;
- (b) dies, in which case the Chair of the Council shall notify the Chair of the Chapter;
- (c) is absent without leave for three consecutive meetings of the Council and the Council resolves that the person's membership should cease;
- (d) becomes bankrupt or insolvent or enters into any arrangement with his or her creditors;
- (e) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*;
- (f) has at any time during the preceding 12 months been disqualified from being a responsible entity of a registered entity by the Commissioner of the Australian Charities and Not-for-profits Commission;
- (g) is convicted of any offence punishable by imprisonment of twelve months or more;
- (h) is subject to a recommendation from a tribunal or body under the *Ministry Standards Ordinance 2017* (or from a comparable tribunal or body in any other diocese or church) that he or she be prohibited from holding office or should be removed from office as a Council member;
- (i) is of unsound mind or 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;
- (j) 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; or
- (k) is unable to continue to confirm at any time the declaration to which the person ascribed as set out in Schedule 2.

(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. Any person so appointed shall possess the same qualifications as to membership 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 among its members.

4. 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.

5. President

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

6. Quorum

At meetings of the Council eight members shall constitute a quorum. The Chair has a deliberative vote only.

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.

8. Governance, duties, powers and limitations

(1) 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,
 - (i) appoint the Head, and,
 - (ii) 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 the Deputy Head, the Bursar and the Chaplain by the Head;
- (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* on the terms and conditions set out in that Ordinance.

(2) Meetings of the Council may be convened by the Chair or at least eight Council members acting together.

(3) The Council must cause minutes to be made of:

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

(4) Minutes must be signed by the chair of the meeting or by the chair of the next meeting of the relevant body following an agreed resolution to do so. If so signed the minutes are conclusive evidence of the matters as between the members stated in such minutes.

(5) Council members are subject to and must comply with the following duties:

- (a) to exercise the powers and discharge the duties of the School with the degree of care and diligence that a reasonable individual would exercise if they were a board member of a diocesan organisation;
 - (b) to act in good faith in the best interests of the School and to further the purposes of the School;
 - (c) not to misuse their position as a Council member;
 - (d) not to misuse information obtained in the performance of their duties as a Council member of the School;
 - (e) to disclose perceived or actual material conflicts of interest of the Council member;
 - (f) to ensure that the financial affairs of the School are managed in a responsible manner; and
 - (g) not to allow the School to operate while insolvent.
- (6) A Council member who has an actual or perceived material conflict of interest in a matter that relates to the affairs of the Council must disclose that interest to the Council and shall not participate in any consideration of that matter by the Council unless the Council, by resolution, notes the interest and permits the member to participate.
- (7) The Council shall maintain records of applicable eligibility criteria for Council membership and conflicts of interest disclosed by Council members.
- (8) The Council shall have the power to delegate the performance of any of its functions to one or more committees provided any such committee is chaired by a Council member and reports the exercise of its delegated functions to the next Council meeting.
- (9) The School shall not offer its property as security for any liability other than a liability of the School or a body controlled by the School.
- (10) Any mortgage, charge, debenture or other negotiable instrument given by the School over its property (other than a cheque drawn on a bank account held by the School) should include a provision limiting the liability of the School to the amount available to be paid in the event it is wound up.
- (11) The School shall comply with all 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*;
 - (c) the *Anglican Schools Ministry Ordinance 2016*;
 - (d) the *Sydney Anglican Use of Property Ordinance 2018*; and
 - (e) the *Safe Ministry to Children Ordinance 2018*.

9. Reporting by the Head

- (1) The Head shall provide, upon the appointment of new teachers and at other times by request of the Council, a report as to the Christian involvement of the teachers 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.
- (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.

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 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 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 (1); or
- (b) in defending or resisting criminal proceedings in which the person is found guilty; 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; 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 (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 (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 (1) and (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; 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 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 (1), (2), (5) and (6) are incurred or are to be exercised (as the case may be) only to the extent permitted by law.

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.

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 (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.

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 (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.

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.

15. Appointment of the Head

(1) The Head is responsible to the Council for the leadership and management of the School.

(2) 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 Chair of the Council the Statement of Personal Faith set out in Schedule 2.

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

- (a) prior to the beginning of the selection process, the Chair 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.

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.

17. Remuneration

Council members shall not be remunerated for their service as Council members except by way of reimbursement for reasonable out-of-pocket expenses.

18. Not-for-profit

Because the property of the School is church trust property within the meaning of the Anglican Church of Australia Trust Property Act 1917, it must not as a matter of law be distributed for the private benefit of individuals, either during the operation of the School or on its winding-up.

19. Winding up

If, on the School's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must be applied for such purposes of the Diocese as the Cathedral Chapter may determine or, where appropriate, such purposes of the Diocese as the Cathedral Chapter may determine which are similar to the School's purposes.

Schedule 2

Statement of personal faith

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) 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;
 - (c) that we are justified before God by faith only; and
 - (d) that this faith produces obedience in accordance with God's word, including sexual faithfulness in marriage between a man and a woman, and abstinence in all other circumstances.
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 Andrew's Cathedral School] in accordance with the Christian ethos and 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)

Notes

1. The 1969 Ordinance was amended by a number of ordinances prior to Ordinance No 2, 2007. These amending ordinances are no longer relevant since Ordinance No 2, 2007 amended completely the terms of the 1969 Ordinance.

Table of Amendments

Long Title	Amended by Ordinance No 21, 2017.
Clause 2	Amended by Ordinance No 21, 2017.
Clause 3	Amended by Ordinances Nos 30, 2010 and 21, 2017.
Clause 4	Amended by Ordinance No 21, 2017.
Clause 5	Heading amended by Ordinance No 21, 2017.
Clause 6	Heading and clause amended by Ordinance 21, 2017.
Clause 7	Heading and clause amended by Ordinance 21, 2017.
Clause 8	Amended by Ordinance No 21, 2017.
Clause 9	Amended by Ordinance No 28, 2008; the Interpretation Ordinance 1985 and Ordinance No 21, 2017.
Clause 10	Amended by Ordinance No 21, 2017.
Clause 11	Heading and clause amended by Ordinance 21, 2017. Clause amended by No 51, 2022.
Clause 12	Heading and clause amended by Ordinance 21, 2017.
Clause 13	Deleted by Ordinance No 21, 2017.
Clause 14	Amended by Ordinance No 21, 2017.
Clause 17	Amended by Ordinance No 21, 2017.
Clause 18	Amended by Ordinance No 21, 2017.
Clause 19	Amended by Ordinance No 21, 2017.
Clause 20	Amended by Ordinances Nos 40, 2016, Ordinance No 21, 2017, and Ordinance No 9, 2019
Clause 21	Heading and clause amended by Ordinance 21, 2017.
Clause 22	Amended by Ordinance No 21, 2017.
Clause 23	Amended by Ordinance No 21, 2017.
Clause 24	Amended by Ordinances Nos 30, 2010 and 21, 2017.
Clause 24A	Inserted by Ordinance No 30, 2010. Clause and heading amended by Ordinance No 21, 2017.
Clause 25	Amended by Ordinance No 30, 2010. Clause and heading amended by Ordinance No 21, 2017.
Schedule 1	Heading amended by Ordinance No 21, 2017.
Regulation 1	New regulation inserted by Ordinance No 48, 1997; amended by Ordinance No 30, 2010. New heading inserted and regulation amended by Ordinance No 21, 2017. Amended by Standing Committee on 18 June 2021.
Regulation 2	New regulation inserted by Ordinance No 48, 1997 and amended by Ordinance No 30, 2010. New heading inserted and regulation amended by Ordinance No 21, 2017. Amended by Standing Committee on 18 June 2021.
Regulation 3	Amended by Ordinances Nos 28, 1987; 26, 1988; 48, 1997; 59, 2001 and 30, 2010. New heading inserted and regulation amended by Ordinance No 21, 2017.
Regulation 4	New heading inserted and regulation amended by Ordinance No 21, 2017.
Regulation 5	Amended by Ordinance No 48, 1997. New heading inserted and regulation amended by Ordinance No 21, 2017.
Regulation 6	New heading inserted and regulation amended by Ordinance No 21, 2017. Amended by Standing Committee on 18 June 2021.
Regulation 7	New heading inserted by Ordinance No 21, 2017.
Regulation 8	New regulation inserted by Ordinance No 48, 1997 and amended by Ordinance No 30, 2010. New heading inserted and regulation amended by Ordinance No 21, 2017. Amended by Standing Committee on 18 June 2021.
Regulation 9	Substituted by Ordinance No 30, 2010. New heading inserted and regulation amended by Ordinance No 21, 2017.
Regulation 10	Substituted by Ordinance No 30, 2010. New heading inserted and

	regulation amended by Ordinance No 21, 2017.
Regulation 11	Amended by Ordinances Nos 48, 1997 and 30, 2010. New heading inserted by Ordinance No 21, 2017.
Regulation 12	Inserted by Ordinance No 30, 2010. New heading inserted by Ordinance No 21, 2017.
Regulation 13	Inserted by Ordinance No 30, 2010. New heading inserted and regulation amended by Ordinance No 21, 2017.
Regulation 14	Inserted by Ordinance No 30, 2010. New heading inserted by Ordinance No 21, 2017.
Regulation 15	Inserted by Ordinance No 30, 2010. New heading inserted and regulation amended by Ordinance No 21, 2017. Amended by Standing Committee on 18 June 2021.
Regulation 16	Inserted by Ordinance No 30, 2010. New heading inserted by Ordinance No 21, 2017.
Regulation 17	Amended by Standing Committee on 18 June 2021.
Regulation 18	Inserted by Standing Committee on 18 June 2021.
Regulation 19	Inserted by Standing Committee on 18 June 2021.
Schedule 2	Inserted by Ordinance No 30, 2010 and amended by Ordinance No 21, 2017. Amended by Standing Committee on 18 June 2021.
Appendix	Deleted by Ordinance No 21, 2017.

MARTIN THEARLE
Manager, Diocesan Finance
14 December 2022

BRIONY BOUNDS
Diocesan Secretary