

Endowment of the See Corporation Ordinance 2019

(Reprinted under the Interpretation Ordinance 1985.)

The Endowment of the See Corporation Ordinance 2019 as amended by the Endowment of the See Corporation Ordinance 2019 Amendment Ordinance 2020, the Endowment of the See Funds Amendment Ordinance 2021 and the Governance Omnibus Amendment Ordinance 2022.

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Long Title

An Ordinance to provide a constitution for the body known as the Endowment of the See Corporation.

Preamble

A. The Board of Management of Crawford Village Parramatta was declared a body corporate on 23 May 1986 by publication of the Order of the Governor following passage of the *Crawford Village Parramatta Incorporation Ordinance 1986* (the “Corporation”) and was constituted pursuant to the *All Saints Parramatta North Crawford Village Ordinance 1986*.

B. It is expedient to provide a new constitution for the Corporation and to rename the Corporation as the “Endowment of the See Corporation”.

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

1. Endowment of the See Corporation

The Corporation is continued but is renamed the “Endowment of the See Corporation”.

2. Name of Ordinance

This Ordinance is the *Endowment of the See Corporation Ordinance 2019*.

3. Definitions and Interpretation

(1) In this Ordinance –

“Fund” means the fund held under the *Endowment of the See Property Ordinance 2021*,,

“member” means a member of the Corporation, and

“Synod Governance Policy” means the Governance policy for the Diocesan Organisations made by the Synod on 20 October 2014, as amended from time to time.

(2) The definitions in or which apply pursuant to the Interpretation Ordinance 1985 apply unless the contrary intention appears.

(3) In this Ordinance, a reference to the singular includes the plural, and vice versa.

Part 2 – Purpose of the Corporation

4. Purpose

(1) The purpose of the Corporation is to advance the purposes of the Anglican Church of Australia in the Diocese by managing and controlling the Fund in accordance with the terms of the trusts on which it is held, and by managing and controlling other property of which it is trustee from time to time in accordance with the terms of the relevant trusts.

(2) In recognition that the Corporation is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Corporation is permitted to pursue its purposes in a manner which advances the broader charitable purposes of the Diocese, including such purposes as are declared or recognised from time to time by the Synod.

Part 3 – Membership of the Corporation

5. Membership of the Corporation

(1) The Corporation is to consist of –

(a) the Archbishop,

(b) 2 persons appointed by the Archbishop,

(c) 4 persons elected by the Standing Committee, and

(d) 2 persons appointed by the Corporation.

(2) At least one of the members elected under subclause 5(1)(c) is to be a member of the clergy licensed in the Diocese of Sydney with at least a three-year theological degree from Moore Theological College or another college that is endorsed by the Archbishop for the purposes of this clause.

(3) A person is disqualified from being nominated, elected or appointed as a member if the person –

(a) is an insolvent under administration, or

(b) is of unsound mind or whose person or estate is liable to be dealt with in any way under any law relating to mental health, or

(c) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or

(d) is or has been at any time during the preceding 12 months disqualified from being a responsible person by the Commissioner of the Australian Charities and Not-for-profits Commission, or

(e) has been convicted of a crime or an offence punishable by imprisonment for more than 12 months, or

(f) is subject to an order or subsisting recommendation issued or recognised under an Ordinance of the Synod which prohibits them from holding the office of member, or

(g) is an employee of the Corporation.

(4) Every member must, upon being appointed or elected as, or otherwise becoming, a member, sign the “Statement of Personal Faith” set out in the Synod Governance Policy and deliver it to the Diocesan Secretary within 28 days of the date of that person becoming a member. If a person fails to do so, the person is disqualified from being, and automatically ceases to be, a member.

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

(6) Subclauses 5(3) to 5(5) and 7(1) do not apply to the Archbishop.

6. Duration of office of members

(1) At the first meeting of the Standing Committee next following the first and second ordinary sessions of the Synod, one member who is a member elected by the Standing Committee is to retire from office; at the first meeting of the Standing Committee next following the third ordinary session of the Synod, two members elected by the Standing Committee are to retire.

(2) At the first meeting of the Standing Committee next following the first and second ordinary session of the Synod, one member who is appointed by the Archbishop is to retire from office.

(3) At the first meeting of the Standing Committee next following the first and second ordinary session of the Synod, one member who is appointed by the Corporation is to retire from office.

(4) In each case, the member who is to retire is the member who has been in office longest since their last appointment or election. As between persons who were appointed or elected as members on the same day, the person to retire (unless they otherwise agree among themselves) is to be determined by lot.

(5) Subject to this Ordinance, a retiring member is eligible for re-election or re-appointment.

(6) No vacancy in the office of member affects the authority or powers of the Corporation and, subject to clauses 13 and 14, that authority and those powers may be exercised by the members holding office from time to time.

7. Casual vacancies in the office of member

(1) A person also ceases to be a member if the person –

(a) dies, or

(b) resigns as a member by written notice to the Archbishop, and such resignation takes effect from the date of receipt of the notice by the Archbishop, or

(c) becomes an insolvent under administration, or

(d) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under any law relating to mental health, or

(e) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or

(f) is disqualified from being a responsible person by the Commissioner of the Australian Charities and Not-for-profits Commission, or

(g) is convicted of a crime or an offence punishable by imprisonment for more than 12 months, or

(h) is subject to an order or subsisting recommendation issued or recognised under an Ordinance of the Synod which prohibits them from holding the office of member or requires that they be removed from such office, or

(i) is absent without the leave of the Corporation for three consecutive meetings of the Corporation and the Corporation resolves that the person’s membership should cease, or

(j) becomes an employee of the Corporation or,

(k) fails to disclose his or her actual material conflict of interest in any matter brought for

the consideration of the Corporation which, in the opinion of the Corporation, resulted in a resolution of the Corporation which would not have been made if the actual material conflict of interest had been disclosed, and the Corporation resolves by at least three-quarters majority that the person's membership should cease as a result of this failure.

(2) A person who is a member appointed by the Archbishop ceases to be a member if the Archbishop so determines. A person who is a member elected by the Standing Committee ceases to be a member if the Standing Committee so resolves. A person who is a member appointed by the Corporation ceases to be a member if the Corporation so resolves. The Archbishop, the Standing Committee and the Corporation are not required to give reasons.

8. Filling of a casual vacancy in the office of member

(1) A casual vacancy in the office of a member appointed by the Archbishop may be filled by the Archbishop.

(2) A casual vacancy among the members elected by the Standing Committee may be filled by the Standing Committee.

(3) A casual vacancy in the office of a member appointed by the Corporation may be filled by the Corporation.

(4) A person elected or appointed to fill a casual vacancy is taken for the purposes of this Ordinance (other than for the purpose of determining continuity of service under subclause 5(5)) to have been elected or appointed on the date that the person whose place they have taken was last elected or appointed.

9. Members not to be remunerated

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

(2) Nothing in subclause 9(1) prevents a member from being reimbursed for reasonable out of pocket expenses incurred in performing their duties as a member.

10. Duties of members

(1) Each member must –

- (a) in performing their functions exercise the care and diligence that a reasonable individual would exercise as a member,
- (b) act in good faith in the best interests of the Corporation and to further the purpose of the Corporation, and
- (c) not misuse their position as a member,
- (d) not misuse information obtained in the performance of their duties as a member,
- (e) promptly disclose at a meeting of members, any actual or potential conflict of interest they have as a member and any circumstances which might reasonably be perceived as a conflict of interest,
- (f) not participate in discussions, or vote on any matter, in which an actual, potential or perceived conflict of interest arises without the approval of the other members, and
- (g) manage the financial affairs of the Corporation in a responsible manner, and
- (h) not allow the Corporation to operate while insolvent.

(2) A member is taken to act in good faith in the best interest of the Board and to further the purposes of the Corporation for the purposes of subclause 10(2)(b) if –

- (a) the member acts in good faith in pursuing the purpose of the Corporation in a manner which advances the broader charitable purposes of the Diocese; and
- (b) the Corporation is not insolvent at the time the member acts and does not become insolvent because of the member's act.

Part 4 – Meetings of the Members

11. Chair

The Archbishop is the Chair of the Corporation.

12. Meetings of members

- (1) The members are to meet at such times as they may determine.
- (2) In addition, a meeting of the members may be convened by –
 - (a) the Chair, or
 - (b) any three members.
- (3) A meeting of the members may be held by using any technology approved by the members. A member who is absent from the place of meeting may attend that meeting by using any technology approved by the members. All meetings conducted with the aid of technology under this clause are as valid and effective as if they had been conducted at a meeting at which those members were physically present.
- (4) If the Chair is not present at a meeting or is unable or unwilling to chair the meeting, or part of a meeting, the members present may elect another member then present to chair that meeting or part of the meeting.
- (5) At a meeting of the members, the Chair has a deliberative vote but does not have a casting vote.
- (6) The members must cause minutes to be made of each meeting of the members which record –
 - (a) the names of the members present,
 - (b) the name of the person or names of the persons who chaired the meeting, or any part of the meeting,
 - (c) all disclosures made by a member of any actual, potential or perceived conflicts of interest, and
 - (d) all resolutions of the members passed at the meeting or taken to have been passed at a meeting.
- (7) The minutes of each meeting are to be signed by the chair of that meeting, or by the chair of the next meeting of the members.
- (8) Subject to this Ordinance, the members may regulate the proceedings of their meetings in such manner as they determine.

13. Quorum

A quorum for a meeting of the members is one half of the number of members holding office from time to time (with fractions rounded up to the nearest whole number).

14. Decisions of the members

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

15. Common Seal

- (1) The common seal of the Corporation is not to be affixed to a document except with the authority of a resolution of the members.
- (2) The affixing of the common seal is to be witnessed by two members.

Part 5 – Function and Powers of the Corporation

16. Function of the Corporation

- (1) Subject to the terms of this Ordinance, the function of the Corporation is to manage and

control the Fund and other property of which it is the trustee from time to time, and such other things as are incidental and conducive to the attainment of this function.

(2) The costs and expenses incurred by the Corporation in carrying out its functions are to be paid from the Fund to the extent that this is permitted under the *Endowment of the See Property Ordinance 2021*.

17. Powers of the Corporation

Subject to this Ordinance and the terms of the trusts on which any property is held, the Corporation has the powers necessary to enable it to perform its function.

Part 6 – General

18. Liabilities of the Corporation

(1) The Corporation remains and continues to be solely responsible for all liabilities incurred by it or on its behalf.

(2) The members are not to represent to any person or corporation that the Archbishop, the Synod or the Standing Committee or any person or corporation holding church trust property for the Anglican Church of Australia in the Diocese or any other corporation incorporated under the Anglican Church of Australia (Bodies Corporate) Act 1938 will or may meet or discharge all or any part of any liability which have been or may or will be incurred wholly or partly by or on behalf of the Corporation.

(3) The Corporation is not to execute or deliver any mortgage, charge, debenture, guarantee, indemnity or promissory note or bill of exchange or other negotiable instrument (other than a cheque) drawn on the Corporation's bank unless the following clause, or a clause to that effect, is included therein without qualification.

"Notwithstanding anything contained herein to the contrary, each of the parties hereto acknowledges and agrees that the Endowment of the See Corporation is not 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 Endowment of the See Corporation may be able to pay to that party in the event of the Endowment of the See Corporation being wound up."

19. Records, Auditor and Reports

The Corporation is to comply with the *Accounts, Audits and Annual Reports Ordinance 1995*.

20. Indemnity

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

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

(2) The Corporation need not indemnify a person under subclause 20(1) for a liability to the extent that the person receives a payment for that liability under a contract of insurance or under any other ordinance.

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

- (a) a wilful breach of duty to the Corporation,
- (b) the improper use of information by the person, acquired by virtue of the person being,

or having been, a member to gain an advantage for that person or another person or to cause detriment to the Corporation, or

- (c) the improper use of the person's position as a member to gain an advantage for himself or herself or for any other person or to cause detriment to the Corporation.

(4) To the extent permitted by law, the Corporation may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to that person serving, or having served, in that capacity in respect of costs and expenses in defending proceedings, whether civil or criminal and whatever their outcome.

21. Not-for-profit status and dissolution of the Corporation

(1) The property of the Corporation is church trust property within the meaning of the *Anglican Church of Australia Trust Property Act 1917* and therefore must not, as a matter of law, be distributed for the private benefit of individuals either during the operation of the Corporation or on its winding-up or dissolution.

(2) If the Corporation is wound up or dissolved its remaining property, after satisfaction of all its liabilities, must be applied for such purposes of the Diocese as the Synod may determine.

22. Commencement

Except for this clause, the Ordinance commences on the date the Endowment of the See Variation of Trusts and Amendment Ordinance 2019 commences.

Table of Amendments

Clause 3	Amended by Ordinance Nos 44, 2020 and 9, 2021.
Clause 4	Amended by Ordinance No 7, 2022.
Clause 5	Amended by Ordinance No 44, 2020.
Clause 6	Amended by Ordinance No 44, 2020.
Clause 7	Amended by Ordinance No 44, 2020.
Clause 8	Amended by Ordinance No 44, 2020.
Clause 10	Amended by Ordinance No 44, 2020 and Ordinance No 7, 2022.
Clause 12	Amended by Ordinance No 44, 2020.
Clause 16	Amended by Ordinance No 9, 2021.
Schedule	Deleted by Ordinance No 44, 2020.

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4 April 2022