

# Evangelism and New Churches Ordinance 2010 Amendment Ordinance 2024

No 11, 2024

## Long Title

An Ordinance to amend the *Evangelism and New Churches Ordinance 2010*.

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

### 1. Name of ordinance

This Ordinance is the Evangelism and New Churches Ordinance 2010 Amendment Ordinance 2024.

### 2. Amendment

The *Evangelism and New Churches Ordinance 2010* is amended as follows –

- (a) in clause 2 insert the following definition after the definition of “fellowship” –  
“**Synod Governance Policy** means the Governance Policy for Diocesan Organisations made by the Synod on 20 October 2014, as amended from time to time.”, and
- (b) in clause 4 –
  - (i) in subclause 4(1), delete the matter “, including through the planting of new congregations and fellowships in the Diocese”, and
  - (ii) in subclause 4(2)(b), delete the full stop and insert the matter “, and” after the word “Diocese”, and
  - (iii) insert a new subclause 4(2)(c) containing the matter “planting new congregations and fellowships in the Diocese.”, and
  - (iv) insert a new subclause 4(3) with the following matter –  
“(3) The Board may pursue the objects set out in subclause (2) 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.”, and
- (c) in clause 6 insert the matter “, or to one or more committees provided any such committee is chaired by a member of the Board and reports the exercise of its delegated powers and functions at the next meeting of the Board,” following the matter “among its members”, and
- (d) in clause 7 –
  - (i) insert a new subclause 7(1) with the matter in clause 7, and delete the matter “and is to preside at all meetings of the Board at which he is present”, and
  - (ii) insert a new subclause 7(2) with the matter “The President may attend any meeting of the Board and may address the Board on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to the Board, including the appointment of the Director of the Board.”, and
  - (iii) insert a new subclause 7(3) with the matter “If the President requests, the Secretary of the Board will send him a copy of the agenda and board papers for the meeting of the Board referred to in the request.”, and
  - (iv) insert a new subclause 7(4) with the matter “The President is not a member of the Board, and so is not entitled to vote on any question or proposal being considered by the Board.”, and
  - (v) insert a new subclause 7(5) with the matter “The President is permitted to appoint a nominee to exercise his entitlements as President on his behalf.”, and
- (e) in clause 8 –
  - (i) in subclause 8(a) delete the entirety of the matter following the matter “three members of clergy”, and insert instead the matter “licensed in the Diocese of Sydney with (at minimum) a three year theological degree from Moore Theological College or another college that is endorsed by the Archbishop for the purpose of this clause, elected by the Synod, and”, and
  - (ii) create a new subclause 8(b) with the matter “three lay persons elected by the Synod, and”, and consequently renumber the existing subclauses, and

## Evangelism and New Churches Ordinance 2010 Amendment Ordinance 2024

- (f) in clause 9 –
  - (i) delete the title “Declaration” and instead retitle clause 9 as “Statement of Faith”, and
  - (ii) delete the matter “declaration set out in the Schedule” and insert instead the matter ““Statement of Personal Faith” set out in the Synod Governance Policy”, and
- (g) in subclause 10(4), after the matter “re-election or re-appointment”, insert the matter “where such re-election or re-appointment would not result in that member being a member for more than 14 consecutive years. For this purpose, years are consecutive unless they are broken by a period of at least 12 months”, and
- (h) delete the entirety of the matter contained in subclause 11(1), and replace instead with the following matter –
  - “(1) A person also ceases to be a member if the person –
    - (a) dies,
    - (b) resigns in writing to the chairman of the board or to the Diocesan Secretary,
    - (c) is an insolvent under administration,
    - (d) is of unsound mind or whose person or estate is liable to
    - (e) be dealt with in any way under the laws relating to mental health or is otherwise incapable of acting,
    - (f) is disqualified from managing a corporation within the
    - (g) meaning of the Corporations Act 2001,
    - (h) 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,
    - (i) is convicted of an offence punishable by imprisonment for 12 months or longer,
    - (j) 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,
    - (k) is absent without leave for 3 consecutive meetings of the board and the board resolves that the person’s membership should cease,
    - (l) fails to sign the “Statement of Personal Faith”, or declares that he or she is no longer able to subscribe to the statement, or
    - (m) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the board which, in the opinion of the board, resulted in a resolution of the board which would not have been made if the actual material conflict of interest had been disclosed, and the board resolves by at least a three-quarters majority that the person’s membership should cease as a result of this failure.”, and
- (i) delete the entirety of the matter contained in subclauses 11(2) and (3), and insert instead the following matter –
  - “(2) If any of the circumstances referred to in subclauses 11(1) (c) to (h) and (j) apply to a person, that person is disqualified from being elected or appointed as a member.”, and
- (j) in subclause 12(2), delete the matters “, subject to clause 11(1)”, and “(a)”, and
- (k) insert new clauses 13 and 14, and consequently renumber all following clauses, with the following matter –
  - “13. Remuneration**
  - Members should not be remunerated for their services as members except by way of reimbursement for reasonable out of pocket expenses.

## Evangelism and New Churches Ordinance 2010 Amendment Ordinance 2024

### 14. Duties of Board members

(1) Members of the Board are subject to and must comply with the following duties –

- (a) to exercise the powers and discharge the duties of the Board with the degree of care and diligence that a reasonable individual would exercise if they were a member of the Board, and
- (b) to act in good faith in the best interests of the Board and to further the purposes of the Board, and
- (c) not to misuse their position as member of the Board, and
- (d) not to misuse information obtained in the performance of their duties as a member of the Board, and
- (e) to disclose perceived or actual material conflicts of the member of the Board, and
- (f) to ensure that the financial affairs of the Board are managed in a responsible manner, and
- (g) not to allow the Board 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 subclause 14(1)(b) if –

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

(3) A member who has an actual or perceived material conflict of interest in a matter that relates to the affairs of the Board must disclose that interest to the Board and should not participate in any consideration of that matter by the Board unless the Board, by resolution, notes the interest and permits the member to participate.

(4) The Board should maintain records of applicable eligibility criteria for membership of the Board and conflicts of interest disclosed by members of the Board.”, and

(l) in the renumbered clause 15 –

- (i) in the title, in the matter of “Chairman”, delete the part of the matter “man”, and
- (ii) in the subclauses 15(1), (2), (3), and (4), replace each instance of “Chairman” or “chairman” with “Chair”, and
- (iii) in subclause 15(3), delete the matter “at which the President is not present”, and
- (iv) in subclause 15(4), delete the matter “the President and”, and
- (v) insert a new subclause 15(5) as follows –

“(5) A person must not be the Chair if a member of the person's immediate family is employed by the Board, unless the Board has considered the circumstances and unanimously agreed to it by secret ballot.”, and

(m) in the renumbered clause 16(2)(b), delete the part of the matter “man”, and

(n) in the renumbered clause 16, insert new subclauses 16(4) to (8) as follows –

“(4) The Director of the Board has the right to attend and speak at meetings of the Board unless the Board determines that he or she should not be present for a particular meeting, or part thereof.

(5) Members may attend meetings either personally or by suitable electronic means.

(6) Members may pass resolutions without a meeting if –

## Evangelism and New Churches Ordinance 2010 Amendment Ordinance 2024

- (a) a copy of the proposed resolution is sent to all members and a reasonable timeframe within which members may indicate their support for or objection to the proposed resolution being passed is specified, and
  - (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.
- (7) The Board must cause minutes to be made of –
  - (a) the names of the persons present at all meetings of the Board and meetings of Board committees,
  - (b) all disclosures of perceived or actual material conflicts of interest, and
  - (c) all resolutions made by the Board and Board committees.
- (8) 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.”, and
- (o) in the renumbered subclause 18(2) delete the matter “assents to the doctrine referred to in paragraphs 1 and 2 of the Schedule” and insert instead “has signed the “Statement of Personal Faith” set out in the Synod Governance Policy”, and
- (p) in the renumbered clause 19, insert new subclauses 19(3) and (4) as follows –
  - “(3) A person is not eligible to be appointed as the Director of the Board unless he or she has first signed the “Statement of Personal Faith” set out in the Synod Governance Policy.
  - (4) The Director is not a member of the Board, and so is not entitled to vote on any question or proposal being considered by the Board.”, and
- (q) insert new clauses 22 and 23 as follows –
  - “22. Security**
  - The Board must not offer its property as security for any liability other than a liability of the Board or a body controlled by the Board.
  - 23. Limit to Liability**
  - Any mortgage, charge, debenture or other negotiable instrument given by the Board over its property (other than a cheque drawn on a bank account held by the Board) should include a provision limiting the liability of the Board to the amount available to be paid in the event it is wound up.”, and
- (r) delete the entirety of the matter contained in the renumbered clause 24 and insert instead the following –
  - “24. Compliance with Diocesan Ordinances and Policies**
  - The Board must comply with all applicable ordinances and policies of the Synod (as amended from time to time) including, as applicable, the provisions of the *Investment of Church Trust Property Ordinance 1990*, the *Sydney Anglican Use of Property Ordinance 2018*, the *Accounts, Audits and Annual Reports Ordinance 1995* and the *Safe Ministry to Children Ordinance 2020*.”, and
- (s) insert new clauses 25 and 26 as follows –
  - “25. Not for profit**
  - Because the property of the Board is church trust property within the meaning of the *Anglican Church of Australia Trust Property Act 1917*, it

## **Evangelism and New Churches Ordinance 2010 Amendment Ordinance 2024**

must not as a matter of law be distributed for the private benefit of individuals, either during the operation of the Board or on its winding-up.

### **26. Winding up**

If, on the Board'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 Synod may determine or, where appropriate, such purposes of the Diocese as the Synod may determine which are similar to the Board's purposes.", and

- (t) delete the Schedule in its entirety.

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

R TONG  
Chair of Committee

I Certify that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on 22 April 2024.

B BOUNDS  
Secretary

I Assent to this Ordinance.

KANISHKA RAFFEL  
Archbishop of Sydney

22/04/2024