

Moore Theological College Ordinance 1984 Amendment Ordinance 2009

No 35, 2009

Long Title

An Ordinance to amend the Moore Theological College Ordinance 1984.

The Synod of the Diocese of Sydney Ordains as follows.

1. Name

This Ordinance is the Moore Theological College Ordinance 1984 Amendment Ordinance 2009.

2. Amendments

The Moore Theological College Ordinance 1984 (the "Principal Ordinance") is amended as follows –

- (a) delete the title "Moore Theological College Ordinance 1984" and insert instead the title "Moore Theological College Ordinance 2009", and
- (b) delete all the matter from and including the Long Title and insert instead the matter in the Schedule.

3. Savings and transitional provisions

- (1) The amendments to the Principal Ordinance made by clause 2 are subject to the transitional arrangements set out in this clause.
- (2) All persons elected or appointed under the Principal Ordinance and holding office immediately before the date of assent to this Ordinance are to remain in office as if they had been elected or appointed under the Principal Ordinance as amended by this Ordinance, except as provided by this clause.
- (3) The persons who are trustees referred to in clause 5(c) of the Principal Ordinance are to remain in office as members of the Council. Such a person ceases to hold office as a member of the Council upon ceasing to be a trustee or upon –
 - (a) the date on which the Attorney General or a court of competent jurisdiction approves the termination of the trusts of the Estate of the late Thomas Moore, or
 - (b) 31 December 2010.
- (4) On the first day of both the third session of the 48th Synod and the first session of the 49th Synod, the two lay persons elected by the Synod as members of the Council who have held office the longest since last being elected as members of the Council are to retire. At both sessions, the Synod is to elect 1 lay person as a member of the Council. In the case of competition, the question as to who is to retire, in the absence of any agreement between the members concerned, is to be determined by lot.
- (5) On the first day of the third session of the 48th Synod, the two members of the clergy who have held office the longest since last being elected as members of the Council are to retire. At that session, the Synod is to elect 1 member of the clergy as a member of the Council. In the case of competition, the question as to who is to retire, in the absence of any agreement between the members concerned, is to be determined by lot.
- (6) If, immediately before the date of assent to this Ordinance, 4 lay persons are members of the Governing Board under clause 20G(1)(e) of the Principal Ordinance, then on that date the member who has held office the longest and whose cessation as a member of the Governing Board would still enable the requirements of clause 16.2 of the Principal Ordinance as amended by this Ordinance to be met, ceases to be a member of the Governing Board. In the case of competition, the question as to who is to retire, in the absence of any agreement between the members concerned, is to be determined by lot.
- (7) A person who is a member of the Faculty under the Principal Ordinance immediately before the date of assent to this Ordinance is, subject to the terms on which that person is employed by the Council, taken to be a member of the Faculty under the Principal Ordinance as amended by this Ordinance.
- (8) Any regulations made under clause 20H(1) of the Principal Ordinance which are in force immediately before the date of assent to this Ordinance are taken to be regulations made under clause 17(a) of the Principal Ordinance as amended by this Ordinance.
- (9) The provisions of clause 20I(2) of the Principal Ordinance in force immediately before the date of assent to this Ordinance are taken to be regulations made under clause 17(a) of the Principal Ordinance as amended by this Ordinance.
- (10) A declaration signed by a person under clause 7 or 20J of the Principal Ordinance immediately before the date of assent to this Ordinance is taken to be a declaration signed by a person under clause 8.2 or 18.2 of the Principal Ordinance as amended by this Ordinance.
- (11) The amendments to the Principal Ordinance made by clause 2 do not affect or invalidate any act done under the Principal Ordinance before the date of assent to this Ordinance.

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Schedule

Long Title

An Ordinance to provide a constitution for the body known as Moore Theological College Council and for related purposes.

The Synod of the Diocese of Sydney Ordains as follows.

1. Definitions and interpretation

1.1. In this Ordinance, unless the context otherwise requires –

“Archbishop” means the Archbishop of Sydney for the time being.

“Australian Qualifications Framework” means –

- (a) the Australian Qualifications Framework within the meaning of the Higher Education Support Act 2003, or
- (b) if the framework referred to in paragraph (a) is discontinued, such other framework established by or under Commonwealth legislation which achieves substantially the same purpose as the framework referred to in paragraph (a).

“Board of Studies” means the Board referred to in clause 24.

“Chairman” means the person appointed as chairman from among the members of the Council by resolution of the Governing Board under clause 21.1.

“clause” means a clause of this Ordinance.

“College” means the institution known as Moore Theological College.

“Council” means the body corporate constituted under the name “Moore Theological College Council” by Order published in the Government Gazette on 4 April 1985 pursuant to section 4(3) of the Anglican Church of Australia (Bodies Corporate) Act 1938.

“Diocese” means the Anglican Diocese of Sydney.

“Governing Board” means the body referred to in clause 14.

“Higher Education” means university level education as defined in the Australian Qualifications Framework.

“ineligible person” means a person who is –

- (a) a member of the Council,
- (b) an employee of the Council, or
- (c) a student enrolled in a course of Higher Education at the College.

“Principal” means –

- (a) the person appointed by the Governing Board under clause 22 as the principal of the College, or
- (b) if there is no person appointed as the principal, the person appointed by the Governing Board to perform the functions of the principal, or
- (c) if there is no person appointed as the principal or to perform the functions of the principal, the person who is then the vice-principal of the College.

“Standing Committee” means the committee appointed pursuant to the Standing Committee Ordinance 1897.

“Synod” means the Synod of the Diocese.

1.2. In this Ordinance –

- (a) the singular includes the plural and vice versa,
- (b) the masculine includes the feminine and vice versa, and
- (c) a reference to a person includes a reference to a body corporate and vice versa.

1.3. In this Ordinance –

- (a) a reference to a person becoming bankrupt includes a reference to that person applying to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounding with his or her creditors or making an assignment of his or her remuneration for their benefit, and
- (b) a reference to a person becoming mentally ill includes a reference to that person becoming a temporary patient, a continued treatment patient, or a forensic patient within the meaning of the Mental Health Act 1990 or a protected person within the meaning of the Protected Estates Act 1983,

and a reference to a person who is bankrupt or mentally ill has a corresponding meaning.

1.4. For the purposes of this Ordinance, a person is a member of the Faculty of the College if that person –

- (a) is employed by the Council to teach and engage in research, and
- (b) is declared by the Governing Board to be a member of the Faculty.

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2. Name of Ordinance

This ordinance is the Moore Theological College Ordinance 2009.

3. Objects

The objects of the Council are –

- (a) to conduct the College as an establishment of Higher Education committed to advancing knowledge and understanding of the Christian faith and its implications consistent with the Fundamental Declarations and Ruling Principles of the Anglican Church of Australia,
- (b) to foster an environment of Christian learning and community that will enable personal and professional growth, encourage lifelong learning and equip graduates for effective service so that they may assume positions of responsibility and influence in the Christian community and wider society,
- (c) to educate and equip men and women for Christian ministry and in particular to provide preparation for ordained ministry in the Diocese and elsewhere in Australia and overseas,
- (d) to foster and promote education, scholarship and research in the principles of Christian knowledge and their application in a manner and at a level commensurate with the best practices of Australian universities,
- (e) to promote the study of theology in the wider community in Australia and internationally,
- (f) to provide undergraduate and postgraduate teaching and learning programs of appropriate higher education standard,
- (g) to create an environment for the achievement of excellence in scholarship and research, and
- (h) to award and confer academic qualifications as authorised by the relevant accrediting authority according to New South Wales and Commonwealth law.

4. Powers of the Council

4.1. For the purposes of its objects, the Council has power –

- (a) to control the management and use of the property held for the purposes of or in connection with the College and of all other property of the Council,
- (b) to make financial and other arrangements and decisions for the present and future carrying on of the College and for the maintenance, improvement and extension of and addition to the land and other property of any kind owned by the Council or occupied or used directly or indirectly by it in connection with the College,
- (c) to determine consistently with this Ordinance the courses of education and instruction to be provided in the College and all policies and procedures relating to the students, teaching and research staff and other employees of the Council and persons carrying out services for or functions in the College, and
- (d) to develop policies and procedures that reflect the values and goals of the College, and that are adequate to ensure the quality and integrity of the College's academic programs.

4.2. Without limiting the generality of the powers specified in clause 4.1, the Council has power –

- (a) to borrow or raise money and secure the repayment thereof and interest in such manner as the Council may think fit and to secure the same or the repayment or performance of any debt, contract, guarantee or other liability incurred or entered into by the Council in any way, and in particular by charging all or any of the land and other property of any kind both present and future owned by the Council or occupied or used directly or indirectly by it in connection with the College,
- (b) subject to clause 6, to invest and deal with property held for the purposes of or in connection with the College and all other property of the Council,
- (c) to purchase, take on lease or on hire or in exchange or otherwise by any means whatsoever acquire any real or personal property and any rights or privileges which the Council may think fit,
- (d) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the land and other property of any kind owned by the Council or occupied or used directly or indirectly by it in connection with the College,
- (e) subject to clause 5.4, to enter into contracts of any kind (including contracts of guarantee and indemnity) and to draw, make, accept, endorse, discount, execute and issue cheques and other negotiable or transferable instruments,
- (f) to lend and advance money or give credit to any person or company whether on security or not and take such security (if any) as the Council may think fit for money lent or advanced or credit given by it,
- (g) to employ or appoint or cause to be employed or appointed such teaching and research staff and other officers and persons on such terms and conditions and for such periods as the Council may think fit and to dismiss or cause to be dismissed or terminate or cause to be terminated the appointment of any person so employed or appointed,
- (h) to control or cause to be controlled the admission, withdrawal, suspension and expulsion of students, and
- (i) to appoint such executive or other committees with such powers and duties and to delegate thereto or to a member of the Governing Board or employee such matters as the Council may think fit,

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- (j) to solicit and accept real or personal property of any kind by way of gift, subsidy or subvention as the Council may think fit,
- (k) to endow and award fellowships, scholarships, bursaries and prizes or other forms of assistance for students,
- (l) to make rules, regulations or by-laws not inconsistent with this Ordinance relating to the academic symbols and dress of the College, the letterhead of the College and the testamur accompanying each award of the College and such other matters as the Council may think fit,
- (m) to offer Higher Education courses in accordance with all relevant Commonwealth and State laws and regulations and to seek approval from relevant Higher Education authorities to conduct Higher Education courses,
- (n) to confer and, on a majority of not less than two thirds of the members of the Governing Board, withdraw such academic awards of the College as are accredited by the relevant accrediting authority according to New South Wales law and such other academic awards of the College as the Council may approve from time to time,
- (o) to arrange affiliation, association or connection with the College of any educational institution wheresoever situated,
- (p) to grant credit in courses of education and instruction provided in the College for academic achievements obtained elsewhere,
- (q) to charge fees for courses of education and instruction provided in the College, and
- (r) to undertake any business incidental to the objects of the Council.

5. Liabilities of the Council

- 5.1. The Council remains and continues to be solely responsible for all liabilities incurred by it or on its behalf.
- 5.2. The members of the Council and the Governing Board and each of them are not to represent to any person, persons or corporation that the Archbishop or the Synod or the Standing Committee or any person or persons or any other corporate body or corporation holding church trust property for the Anglican Church of Australia in the Diocese or any other corporate body constituted by or pursuant to the Anglican Church of Australia (Bodies Corporate) Act 1938, will 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.
- 5.3. The Council is not to exercise any power to borrow moneys if the amount which it proposes to borrow when added to the amount of all moneys previously borrowed by it and not repaid exceeds \$15,000,000 or such other amount as may be approved by resolution of the Standing Committee.
- 5.4. The Council is not to execute or deliver and has no power 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 Council's bank unless the following clause is included therein: "Notwithstanding anything contained herein to the contrary, each of the parties hereto acknowledge and agree that Moore Theological College Council 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 Moore Theological College Council may be able to pay to that party in the event of Moore Theological College Council being wound up" and such clause is not made subject to any qualification.

6. Investments held by the Council

- 6.1. The Council may invest or use the whole or any part of the property and moneys held by it in any one or more of the following investments or purposes –
 - (a) investments for the time being allowed by law in Australia for the investment of trust funds,
 - (b) purchase within Australia of real or leasehold estate or land held pursuant to rights created by any statute of the Commonwealth of Australia or of any State or Territory thereof,
 - (c) first mortgage of land situated within Australia,
 - (d) funds, stocks, securities, bonds, debentures or treasury bills of or guaranteed by the Commonwealth of Australia or of any State thereof,
 - (e) deposits with any authorised deposit-taking institution,
 - (f) charge or charges upon any church lands within Australia or future rents profits or other income of such lands,
 - (g) construction repair and alteration of buildings and any other improvements on land of the Council,
 - (h) shares, stocks, notes, options, debentures or other securities of any corporation whose shares or a class of whose shares are listed on a recognised Australian Stock Exchange and which does not carry on as its main or one of its main or principal businesses a business of a kind which is disapproved for investment purposes by resolution of the Synod or the Standing Committee,
 - (i) units in any managed investment scheme –
 - (i) which is registered under the Corporations Act 2001, and

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- (ii) for which there is a disclosure document lodged with the Australian Securities and Investments Commission under the Corporations Act 2001,

except where the scheme conducts as its main business or one of its main businesses a business which the Synod or the Standing Committee has by resolution declared to be a disapproved business or the scheme mainly invests in the securities of a corporation or scheme which conducts such business as its main business or one of its main businesses,

- (j) cash deposits with authorised dealers on the short-term money market,
- (k) placement on short call deposits with any corporation or organisation constituted by ordinance of the Synod or of the Standing Committee,
- (l) investment in any security authorised by an ordinance of the Synod or the Standing Committee as an investment for church property,
- (m) such business, commercial trading or other project venture activity or investment of which the Standing Committee may by resolution approve for the purpose of investment.

6.2. The Council may from time to time realise or vary any of the investments made pursuant to this clause 6.

6.3. The Council may retain any real or personal property the subject of any gift, devise or bequest to the Council in the same form and condition and invest it in the same manner as existed at the time such gift, devise or bequest was made or received and may, subject to the limitations contained in clauses 6.1(h) and (i), reinvest it in the same manner.

6.4. Without limiting the generality of the foregoing powers, the Council may –

- (a) appoint any corporation to hold, on behalf of the Council, any property or moneys referred to in clause 6.1 or investments made pursuant to the powers conferred on the Council by that clause and of which the Council is the trustee, and
- (b) appoint the same or any other corporation to manage and advise on the investment, realisation and reinvestment of all or any of such property or moneys, and
- (c) delegate to that corporation all or any one or more of the powers conferred upon the Council by clause 6.1.

Any such appointment or appointments may be made on such terms and conditions at such remuneration as the Council may consider appropriate.

7. Membership of the Council

The members of the Council are –

- (a) the Archbishop, who is the president of the Council, and
- (b) 4 lay persons elected by the Synod, and
- (c) 4 members of the clergy, 3 of whom are to be incumbents of parishes within the Diocese, elected by the Synod.

8. Qualifications to be elected as a member of the Council

8.1 A person may not be elected as a member of the Council if the person –

- (a) is bankrupt,
- (b) has been convicted of an offence punishable by imprisonment for 3 months or longer,
- (c) is mentally ill, or
- (d) is suspended or is subject to a prohibition order under the Discipline Ordinance 2006.

8.2 Every person who is elected as a member of the Council is to sign the declaration set out in the Schedule and deliver the signed declaration to the Secretary within 4 weeks of being elected as a member of the Council.

9. Retirement of lay members of the Council

Subject to clause 11.2 –

- (a) on the first day of the first ordinary session of each Synod, the person referred to in clause 7(b) who has held office longest since last being elected as a member of the Council is to retire,
- (b) on the first day of the second ordinary session of each Synod, the two persons referred to in clause 7(b) who have held office longest since last being elected as members of the Council are to retire, and
- (c) on the first day of the third ordinary session of each Synod, the person referred to in clause 7(b) who has held office longest since last being elected as a member of the Council is to retire.

In the case of competition, the question as to who is to retire, in the absence of any agreement between the members concerned, is to be determined by lot.

10. Appointment and retirement of clergy members elected by the Synod

10.1. If, immediately before any election of a person or persons under clause 7(c), there are less than 3 persons referred to in clause 7(c) who are incumbents of parishes within the Diocese then –

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- (a) in the first instance, the votes cast in favour of each candidate who is not an incumbent of a parish within the Diocese are to be disregarded until there are 3 such persons who are members of the Council, and
- (b) thereafter, clause 10(a) does not apply in relation to any remaining vacancy or vacancies and the votes cast in favour of each remaining candidate are to determine the filling of such vacancy or vacancies.

10.2. Subject to clause 11.2 –

- (a) on the first day of the first ordinary session of each Synod, the two persons referred to in clause 7(c) who have held office longest since last being elected as members of the Council are to retire,
- (b) on the first day of the second ordinary session of each Synod, the person referred to in clause 7(c) who has held office longest since last being elected as a member of the Council is to retire, and
- (c) on the first day of the third ordinary session of each Synod, the person referred to in clause 7(c) who has held office longest since last being elected as a member of the Council is to retire.

In the case of competition, the question as to who shall retire, in the absence of any agreement between the members concerned, shall be determined by lot.

11. General provisions for retirement of members

11.1. Subject to clause 8.1, each retiring member of the Council is eligible for re-election.

11.2. Notwithstanding anything contained in this Ordinance, but subject to clause 12.3, each person referred to in clauses 7(b) and 7(c) remains a member of the Council (and continues to hold any office to which he may have been elected or appointed by the members of the Council) until the vacancy caused by his retirement has been duly filled.

12. Casual vacancies in the membership of the Council

12.1. The office of any member of the Council referred to in clauses 7(b) and 7(c) becomes vacant if the member –

- (a) dies,
- (b) resigns in writing to the Secretary of the Council and the Diocesan Secretary,
- (c) becomes bankrupt,
- (d) is convicted of any offence punishable by imprisonment for 3 months or longer,
- (e) becomes mentally ill,
- (f) is suspended or becomes the subject of a prohibition order under the Discipline Ordinance 2006, or
- (g) fails to sign the declaration referred to in clause 8.2 and deliver the signed declaration to the Secretary within 4 weeks of the date of being elected as a member of the Council.

12.2. Part 7 of the Schedule to the Synod Elections Ordinance 2000 does not apply to the filling of casual vacancies on the Council.

12.3. If a vacancy occurs among the persons referred to in clauses 7(b) and 7(c), the vacancy may, subject to clause 8.1, be filled by election by the Standing Committee. The person elected holds office, subject to clause 12.1, for the balance of the term of office of the person whose place on the Council he has filled as if he had been elected to office by the Synod under clause 7(b) or (c) as the case may be.

13. Meetings of members of the Council

13.1. The Archbishop when present is to preside at meetings of the Council.

13.2. In the absence of the Archbishop at a meeting of members of the Council, the Chairman is to preside and in his absence the meeting may appoint one of the other members then present to act as chairman of the meeting.

13.3. A meeting of members of the Council is to be convened annually –

- (a) to receive reports on the work of the Governing Board including the reports and accounts referred to in clauses 25.2 and 25.3, and
- (b) to appoint an auditor for the purposes of Part 3 of the Accounts, Audits and Annual Reports Ordinance 1995.

13.4. At a meeting of members of the Council one-half of the number of its members constitutes a quorum.

13.5. The officers of the Governing Board are the officers of the Council.

14. Constitution of the Governing Board

The governing body of the Council is the Governing Board.

15. Powers and duties of the Governing Board

15.1. The Governing Board exercises all the powers and authorities of the Council except those which are specified by this Ordinance to be exercised by the members of the Council at an annual meeting convened under clause 13.3 and the affixing of the common seal of the Council under clause 27.

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15.2. The Governing Board is to manage, govern and control the Council in accordance with the provisions of every Act of Parliament and ordinance (including this Ordinance) applicable to the College.

15.3. In exercising the powers of the Governing Board, the members of the Governing Board are to –

- (a) act always in the best interests of the Council as a whole, with this obligation to be observed in priority to any duty a member may owe to those electing or appointing him,
- (b) act in good faith, honestly and for a proper purpose,
- (c) exercise appropriate care and diligence,
- (d) not improperly use his position to gain an advantage for himself or someone else, and
- (e) disclose and avoid conflicts of interest.

16. Membership of the Governing Board

16.1. The members of the Governing Board are –

- (a) the members of the Council,
- (b) the Principal,
- (c) the chairman of the Board of Studies,
- (d) a person elected by the members of the Faculty of the College from among those members of the Faculty,
- (e) 3 laypersons, not being ineligible persons, elected by those in paragraphs (a) to (d),
- (f) a 4th year Bachelor of Divinity student of the College elected annually by the 4th year Bachelor of Divinity students, and
- (g) a person appointed by the Board of The Anglican Deaconess Institution Sydney Limited.

16.2. The members of the Governing Board are to include at least two persons with senior higher education expertise, two persons with financial expertise and one person with commercial expertise.

17. Election and terms of members of the Governing Board

Subject to clause 20.2 –

- (a) the Governing Board may make regulations in respect of the conduct of elections and the terms of office held by the persons referred to in clauses 16.1(d), (e) and (f), and
- (b) the person referred to in clause 16.1(g) holds office for 3 calendar years.

18. Qualifications to be a member of the Governing Board

18.1. A person may not be elected or appointed as a member of the Governing Board if the person –

- (a) is bankrupt,
- (b) has been convicted of an offence punishable by imprisonment for 3 months or longer,
- (c) is mentally ill, or
- (d) is suspended or is subject to a prohibition under the Discipline Ordinance 2006.

18.2. Every person who is elected or appointed as a member of the Governing Board is to sign the declaration set out in the Schedule and deliver the signed declaration to the Secretary within 4 weeks of being elected or nominated as a member of the Governing Board.

19. Casual vacancies in the membership of the Governing Board

The office of any member of the Governing Board becomes vacant if –

- (a) in the case of a member who is a member of the Council, he ceases to be a member of the Council, and
- (b) in the case of a member who is the Principal or the chairman of the Board of Studies, he ceases to be the Principal or chairman of the Board of Studies as the case may be,
- (c) in the case of any other member –
 - (i) he dies,
 - (ii) he resigns by writing addressed to the Secretary of the Governing Board,
 - (iii) in the case of a member elected under clause 16.1(d), he ceases to be a member of the Faculty,
 - (iv) in the case of a member elected under clause 16.1(e), he becomes an ineligible person,
 - (v) in the case of a member appointed under clause 16.1(g), the Board of the Anglican Deaconess Institution Sydney Limited resolves to remove the member from office,
 - (vi) he becomes bankrupt,
 - (vii) he is convicted of any offence punishable by imprisonment for 3 months or longer,
 - (viii) he is suspended or becomes subject to a prohibition order under the Discipline Ordinance 2006,
 - (ix) he is absent without leave from 3 consecutive ordinary meetings of the Governing Board,
 - (x) he becomes mentally ill,
 - (xi) he fails to sign the declaration referred to in clause 18.2 and deliver the signed declaration to the

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Secretary within 4 weeks of the date of being elected or appointed as a member of the Governing Board, or

- (xii) in the case of a member elected under clause 16.1(d), (e) or (f) he becomes a member under clause 16.1(a), (b), (c) or (g).

20. General provisions for retirement of Governing Board members

- 20.1. Subject to clause 18.1, each retiring member of the Governing Board is eligible for re-election.
- 20.2. Notwithstanding anything contained in this Ordinance, but subject to clause 19, each person referred to in clauses 16.1(d), (e) and (f) remains a member of the Governing Board (and continues to hold any office to which he may have been elected or appointed by the Governing Board) until the vacancy caused by his retirement has been duly filled. Each other member of the Governing Board ceases to hold office, subject to clause 19, on the day on which he retires.

21. Meetings of the Governing Board

- 21.1. The Governing Board is to elect every 3 years from among the members of the Council a Chairman who, in the absence of the Archbishop, is to chair meetings of the Governing Board provided that, in the absence of both the Chairman and the Archbishop, the meeting may appoint one of the other members of the Council then present to act as chairman of that meeting.
- 21.2. Subject to this Ordinance, the Governing Board is to meet at least 6 times every year and may adjourn and otherwise regulate its meetings as it sees fit and may act notwithstanding any vacancy in its membership.
- 21.3. The quorum for a meeting of the Governing Board is one half of the number of its members of whom a majority must not be employees of the Council or students enrolled in a course of Higher Education at the College and at least one must not be an ineligible person.
- 21.4. The President, the Chairman or the acting chairman while presiding at or chairing a meeting has a deliberative vote only.
- 21.5. The Governing Board is to appoint a person as Secretary of the Governing Board for a term of 3 years or such other term and upon such terms and conditions as to remuneration or otherwise as it thinks fit, and any person so appointed may be removed by it.
- 21.6. The Governing Board is to appoint from its members an Honorary Treasurer for a term of 3 years or such other term as it may from time to time determine.
- 21.7. The Governing Board may on the recommendation of the Principal, appoint a person as Registrar of the College for such term and upon such terms and conditions as to remuneration or otherwise as it thinks fit, and any person so appointed may be removed by it.
- 21.8. The Governing Board may appoint from its members such other officers as it may from time to time determine.
- 21.9. The Governing Board may invite any person who is not a member to be present for the whole or any part of a particular meeting.

22. Principal

- 22.1. The person who is the Principal is responsible for and is to report to the Governing Board on the good order and management of the College.
- 22.2. On the death, resignation, retirement or dismissal of the Principal, the Governing Board is to appoint a person to be the Principal provided that no such appointment is to be made without a resolution of the Governing Board passed by at least a two-thirds majority of its members, other than the Principal, of whom at least 6 are to be members of the Council.
- 22.3. Despite clause 30, a resolution to appoint a person to be the Principal is to be passed at a duly convened meeting of the Governing Board.
- 22.4. A person may not be appointed as the Principal unless the person has signed the declaration set out in the Schedule and delivered the signed declaration to the Secretary.

23. Members of the Faculty

In declaring a person who has been employed by the Council to teach and research to be a member of the Faculty, the Governing Board is to have due regard (in addition to the other requirements of the position) to the importance of appointing a person of Christian faith and character in the College who is committed to furthering and is capable of furthering the gospel of Jesus Christ as the foundation of the Christian Church.

24. Board of Studies

- 24.1. There is to be a Board of Studies of the College which is responsible to the Governing Board for –
 - (a) policy formulation and decision making in all academic matters, and
 - (b) maintaining the academic values, quality and standards of the College.

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- 24.2. The Board of Studies, in relation to academic matters concerning the College, is to be the preeminent source of advice to the Governing Board.
- 24.3. The Governing Board is to appoint and may remove persons as members of the Board of Studies provided that a majority of members are to be members of the Faculty. A person appointed as a member of the Board of Studies is to have qualifications and experience appropriate to the discharge of the office of a member of the Board of Studies.
- 24.4. The Principal is to appoint a person who is a member of the Board of Studies to be its chairman and may remove such person as the chairman. A person may not be appointed chairman unless the person has signed the declaration set out in the Schedule and delivered the signed declaration to the Secretary.

25. Accounts and Reports

- 25.1. The Council is to comply with the provisions of the Accounts, Audits and Annual Reports Ordinance 1995.
- 25.2. The Council is to provide to the Synod or the Standing Committee any information as to the Council's affairs which it may be requested to furnish by a resolution of the Synod or the Standing Committee.
- 25.3. The Council is to provide at least once in each year a report, to the Synod together with an income and expenditure account and a balance sheet duly audited and such other information as may be required from time to time by resolution of the Synod. The report is to include a report on high level outcomes as required by the Commonwealth including a report on risk management within the College.

26. Indemnity

- 26.1. To the extent permitted by law, the Council is to indemnify each person who is, or has been, a member of the Council or the Governing Board 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 or Governing Board –
- (a) to another person (other than the Council or a related body corporate) 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 such proceedings, in which the court grants relief to that person under the Corporations Act 2001.
- 26.2. The Council need not indemnify a person under clause 26.1 for a liability to the extent that the person is entitled to an indemnity for that liability under a contract of insurance.
- 26.3. To the extent permitted by law, the Council may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, a member of the Council or Governing Board 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 Council, or
 - (b) the improper use of information by the person, acquired by virtue of the person being, or having been, a member of the Council or Governing Board 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 or Governing Board to gain an advantage for himself or herself or for any other person or to cause detriment to the Council.
- 26.4. To the extent permitted by law, the Council may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, a member of the Council or Governing Board 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.

27. Common seal, etc

- 27.1. The common seal of the Council is not to be affixed to any instrument except pursuant to a resolution passed at a meeting of members of the Council.
- 27.2. Every instrument to which the common seal is affixed is to be signed by three members of the Council and is to include the words "incorporated under Act of Parliament and constituted by the Moore Theological College Ordinance 2009" adjacent to the affixed seal.
- 27.3. The Governing Board may otherwise by resolution authorise any person or persons to do any act or sign or execute any document on behalf of the Council.

28. Notices of meetings

- 28.1. Any notice given to a member of the Council or the Governing Board to convene a meeting of members of the Council or the Governing Board is taken to be duly given if it is served on the member by hand, by properly

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addressed postal or electronic mail or by such alternative delivery method as the member may specify to the Secretary in writing.

- 28.2. Any notice to convene an annual meeting of members of the Council under clause 13.3 is to be given to the members of the Council and the auditor or auditors of the Council.

29. Conduct of meetings using technology

- 29.1. A meeting of the members of the Council or the Governing Board or a committee of the Governing Board may be called or held using technology consented to by all the members of the body concerned provided that all members taking part in such a meeting can hear and be heard by one another.
- 29.2. Any member of the Council or the Governing Board or a committee of the Governing Board who is absent from the place assigned for a meeting of the body concerned may attend that meeting by using any technology consented to by all the members of the body concerned provided that the absent members can hear and be heard by, not only one another, but also the other members present at the place of meeting.
- 29.3. All proceedings conducted with the aid of technology under clauses 29.1 and 29.2 are as valid and effective as if they had been conducted at a meeting at which all of those members were physically present.

30. Resolutions without a meeting

- 30.1. The members of the Council or the Governing Board or a committee of the Governing Board may pass a resolution without a meeting provided that –
- (a) two-thirds of the members of the body concerned entitled to vote on the resolution sign or confirm using any technology consented to by all the members of that body a document containing a statement that they are in favour of the resolution set out in the document; and
 - (b) no member entitled to vote on the resolution indicates their unwillingness for the resolution to pass under the provisions of this clause.
- 30.2. Separate copies of a document may be used for signing or confirming by members if the wording of the resolution and statement is identical in each copy.
- 30.3. The resolution is passed when the proportion of members of the body concerned required by clause 30.1(a) is reached.
- 30.4. A resolution passed under this clause 30 is to be recorded in the minutes of the next meeting of the body concerned.

31. Winding-up

- 31.1. Where the Council has been endorsed as a deductible gift recipient because it is or because it operates a fund or institution under Subdivision 30-BA of the Income Tax Assessment Act 1997 and where the fund or institution is wound up or the endorsement under Subdivision 30-BA is revoked, then any surplus assets of the fund or institution remaining after payment of all liabilities must be transferred to a fund or institution that –
- (a) in the case of a fund, comprises church trust property, and
 - (b) in the case of an institution, has been constituted by ordinance of the Synod for governing and controlling the management and use of church trust property, and has objects similar to those set out in clause 3 and has been endorsed as a deductible gift recipient under Subdivision 30-BA.
- 31.2. Where the Council operates more than one fund or institution which has been endorsed as a deductible gift recipient under Subdivision 30-BA and the endorsement is revoked only in respect to one such fund or institution, then any surplus assets of the fund or institution remaining after payment of all liabilities may be transferred by the Council to any other such fund or institution operated by the Council.

32. Amendments to this Ordinance

Subject to any requirement for the Archbishop to signify his assent under section 5(c) of the Schedule to the Anglican Church of Australia Constitutions Act 1902, amendments to this Ordinance may be made by ordinance of the Synod or the Standing Committee.

Schedule

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*

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*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 –
 - 2.1. 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
 - 2.2. That we are justified before God by faith only.
 - 2.3. 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.
 - 2.4. The doctrine contained in the Thirty-nine Articles of Religion interpreted according to their plain and literal sense.
3. I shall endeavour to fulfil my duties as a member of the Council or Governing Board of Moore Theological College to which I am elected or appointed in accordance with its Christian ethos and its constituting ordinance.
4. I agree that my continuance as a member of the Council or Governing Board is dependent upon my continuing agreement with this statement and I undertake to resign if this ceases to be the case.

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

PG KELL
Chairman of Committees

I Certify that this Ordinance was passed by the Synod of the Diocese of Sydney on 27 October 2009.

CJ MORONEY
R WICKS
Secretaries of Synod

I Assent to this Ordinance.

PETER F JENSEN
Archbishop of Sydney
23/11/2009