



Moore Theological College Ordinance 1984

(Reprinted under the Interpretation Ordinance 1985.)

The Moore Theological College Ordinance 1984 as amended by the Diocesan Officers (Retirement) Ordinance 1987, the Accounts, Audits and Annual Reports Ordinance 1995 and the Diocesan Officers (Retirement) Repeal Ordinance 2001.

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Long Title

An Ordinance to establish a council to manage, govern and control Moore Theological College.

Preamble

Whereas

A. Moore Theological College has been managed and controlled by the trustees of the estate of the late Thomas Moore and by a committee established by the Moore Theological College Ordinance of 1919 as amended by the The Moore College Ordinance Amendment Ordinance 1967.

B. It is expedient that these arrangements be changed.

Now the Synod of the Diocese of Sydney Hereby Ordains as follows -

Part One - Preliminary

Citation

1. This Ordinance may be cited as the "Moore Theological College Ordinance 1984".

Interpretation

2. In this Ordinance unless the context otherwise requires -

- (a) "Archbishop" means the Archbishop of the diocese or, in his absence, his commissary or, if the See is vacant the administrator of the Diocese;
- (b) "Archbishop in Council" means the Archbishop acting on the advice of the Standing Committee;
- (c) "clause" means a clause of this Ordinance;
- (d) "College" means the institution known as Moore Theological College;
- (e) "Council" means the Council referred to in Part Three hereof;
- (f) "Diocese" means the Diocese of Sydney;
- (g) "Principal" at any time means the person who is then the principal of the College or in his absence or if there is no principal, the person who is then the vice-principal of the College but, if the Council appoints some other person to perform the functions of the principal whilst there is no principal, then that person;
- (h) "Standing Committee" means the Standing Committee of the Synod;
- (i) "Synod" means the Synod of the Diocese;
- (j) "trustees" means the trustees for the time being of the will of the late Thomas Moore; and
- (k) the singular includes the plural and vice versa and the masculine includes the feminine and vice versa.

Membership of the Faculty

3. 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
- (b) is declared by the Council to be a member of the Faculty.

Part Two - Object

Object of the Council

4. The object of the Council shall be to manage, govern and control the College as a College or establishment for -

(a) the education of persons in the principles of Christian knowledge and such of the branches of moral, useful and general knowledge as the Council shall from time to time direct and appoint and as shall be consistent with the principles of the Anglican Church of Australia, and

(b) the education and training of candidates for holy orders in connection with the Anglican Church of Australia and, in particular, but without limiting the generality of the foregoing, the training for such period as may be determined in each case, of candidates for holy orders to serve after ordination in this Diocese and of other persons to serve after completion of such training in this Diocese.

Part Three - Council and Members

Membership of the Council

5. Subject to this Ordinance, the Council shall consist of -

- (a) The Archbishop, who shall be the president of the Council,
- (b) the Principal,
- (c) such of the trustees as are not members of the Council by virtue of paragraphs (a) or (b) of this clause,
- (d) six (6) persons, being lay persons, elected by the Synod,
- (e) five (5) persons, being clergymen, who comply with the requirements of clause 9, elected by the Synod,
- (f) One (1) person elected by the members of the Faculty of the College, and
- (g) two (2) persons, being lay persons, elected by the members referred to in paragraphs (a), (b), (c), (d), (e) and (f).

Where a trustee Ceases to be a Member of the Council

6. If a member, being one of the trustees ceases to hold office as a member of the Council, but remains a trustee, the Archbishop may appoint another person as a member of the Council in place of such trustee to hold office, subject to clause 7 until -

(a) the first day of the first ordinary session of each Synod, or

(b) the trustee ceases to hold office as a trustee,

whichever happens first, but subject to subclause (b), such person may at the discretion of the Archbishop be reappointed.

Declaration to be Signed Prior to Person Becoming a Member of the Council

7. Every person who is nominated or elected to the Council shall, upon being nominated or elected and before becoming a member of the Council, sign the declaration set out in the First Schedule. If a person fails to sign the

said declaration and to deliver the same to the Secretary of the Council within four (4) weeks of the date of his election, he shall be deemed to have vacated his office.

Retirement of Lay Members of the Council Elected by Synod

8. Subject to clause 12(2), one-third of the persons referred to in paragraph (d) of clause 5 shall retire on the first day of the ordinary session of the Synod in each year. Those who retire shall be those who have held office the longest since last being elected but, 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.

Appointment and Retirement of Clergy Members of the Council Elected by the Synod

9. (1) If, on any election of a person or persons referred to in paragraph (e) of clause 5, at that time there are less than three persons referred to in that paragraph who are members of the Council and who are either licensed to a separate cure of souls within the diocese or ministers in charge of a provisional parish, new housing district or other ecclesiastical district, then -

(a) in the first instance, the votes cast in favour of each candidate who is not so licensed or is not such a minister shall be disregarded until there are three such persons who are members of the Council, and

(b) thereafter, paragraph (a) shall not apply in relation to any remaining vacancy or vacancies and a person or persons shall be elected accordingly.

(2) Subject to clause 12 (2), one of the persons referred to in paragraph (e) of clause 5 shall retire on the first day of the ordinary session of the Synod in the year which follows the year in which this Ordinance comes into force and in each third year thereafter and on the first day of each other ordinary session of the Synod two such persons shall retire. Those to retire shall be those who have held office the longest since last being elected but, 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.

Regulations for Election of Members of the Council elected by Faculty

10. (1) The Council may make regulations in respect of the conduct of the election of the person referred to in paragraph (f) of clause 5.

(2) Subject to clause 12(2), the person referred to in paragraph (f) of clause 5 shall hold office for one calendar year.

Term of Members Elected by Other Members

11. (1) Subject to clause 12(2), the two (2) persons to be elected pursuant to paragraph (g) of clause 5 shall hold office until the first day of the first ordinary session of each Synod.

(2) The two (2) persons to be elected in accordance with paragraph (g) of clause 5 shall be elected as follows -

(a) The President or the Secretary shall in writing invite the members of the Council to nominate a person or persons to fill the vacancy or vacancies. Such invitation shall specify the date on which nominations shall close which date shall be not less than twenty-eight (28) days after the date on which the invitation is made.

(b) Each member, by writing addressed to the Secretary, may nominate a person or persons for election.

(c) The election shall be effected by ballot at a meeting of the Council. At least twenty-eight (28) days written notice shall be given to members of the Council of

(i) the date of the meeting; and

(ii) the names of the persons nominated for election.

On the ballot, each person present shall vote for one nominee or nominees equal in number to the number of persons to be elected, as the case may be.

(d) Where two or more nominees receive an equal number of votes and in consequence an election cannot be completed, the name of the nominee who has received the fewest number of votes shall be deleted (together with

the name of any nominee who has been elected) and a further ballot shall be taken in respect of the remaining nominees.

General Provisions for Retirement of Members

12. (1) Subject to clauses 7 and 13(1), each retiring member of the Council shall be eligible for re-election.

(2) Notwithstanding anything contained in this Ordinance, but subject to clause 13(2), each of the persons referred to in paragraphs (d), (e) and (g) of clause 5 shall remain a member of the Council (and continue to hold any office to which he may have been elected or appointed by the Council) until the vacancy caused by his retirement has been duly filled. Each other member of the Council shall cease to hold office, subject to clause 13(2), on the day on which he retires.

Casual Vacancies

13. (1)

(2) In addition, the office of any member of the Council shall become vacant if -

(a) he dies,

(b) in the case of a member who is not the Archbishop or the Principal, he resigns by writing under his hand addressed to the Secretary of the Council or of the Standing Committee, or, in the case of the member who is the Archbishop if he ceases to hold that office, or in the case of the member who is the Principal, he ceases to be the Principal, or, in the case of a member (not being the Archbishop or the Principal) who is one of the trustees, if he ceases to be a trustee,

(c) he becomes bankrupt,

(d) he is convicted of any offence punishable by imprisonment for three months or longer,

(e) he (not being the Archbishop) is absent from three consecutive ordinary meetings of the Council without leave of absence, or

(f) he becomes a patient or an incapable person or a mentally ill person within the provisions of the Mental Health Act 1958, or

(g) he becomes one of the trustees.

Provided always that paragraph (e) shall not apply to the persons who, on the date on which assent is given to this Ordinance, are the trustees and paragraph (g) shall not apply to the trustees.

Filling of Casual Vacancies

14. (1) The Casual Vacancies Ordinance 1935 shall not apply.

(2) If a vacancy shall occur amongst the persons referred to in paragraphs (d) or (e) of clause 5, the vacancy may be filled by election by the Standing Committee. The person elected shall hold office, subject to clauses 7 and 13, for the balance of the term of office of the person whose place on the Council he has filled.

Part Four - Duties and Powers of the Council

Management, Government and Control of College

15. On the Council becoming a body corporate under the Anglican Church of Australia (Bodies Corporate) Act 1938, the Council shall take all steps and do all things necessary for the Council to acquire the College (including all property associated therewith) from the respective trustees thereof.

(1) The Council shall manage govern and control the College in accordance with the provisions of every Act of Parliament and ordinance (including this Ordinance) applicable to the College. Provided always that the trustees may veto any action of the Council which in the opinion of the trustees or a majority of them is inimical to the interests of the College. Such veto shall be in writing, and shall set out the reasons therefor. If the Council disputes the opinion of the trustees, the Council may notify the trustees in writing that it proposes to request the

Archbishop in Council to affirm the action which has been the subject of the veto. The trustees, or a majority of them, at any time during the period of four (4) weeks next following the date on which such notification is given, may request the Council to reconsider the action which has been the subject of the veto in which event the Council shall not make any such request until after the action has been reconsidered by the Council. If no such request is made or if, after any such reconsideration, the trustees or a majority of them have not revoked their veto, the Council may then (but not before) request the Archbishop in Council to affirm its action and, if the Archbishop in Council affirms the action, the veto thereof shall cease to apply. The trustees, or a majority of them, may revoke any veto made pursuant to this sub-clause at any time. Any such revocation shall be in writing. The trustees shall not have power to veto a decision by the Council to refer an issue to the Archbishop in Council.

Appointment of the Principal of the College

16. (1) On the death, resignation, retirement or dismissal of the Principal of the College, the trustees shall appoint the person who is to be the Principal of the College but any appointment by the trustees shall be made in consultation with the other members of the Council and no such appointment shall be made without the concurrence of a majority of the other members of the Council.

(2) In appointing any member of the Faculty, the Council shall have due regard (in addition to the other requirements of the position) to the importance of appointing a person of Christian faith and character who is committed to furthering and is capable of furthering the gospel of Jesus Christ in the college as a foundation of the Christian Church.

Other Duties of the Council

17. The Council shall in such manner as it deems most expedient for the benefit of the College -

(a) 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) make financial and other arrangements and decisions for the present and future carrying on of the College and 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; and

(c) determine consistently with this Ordinance the course of education and instruction to be provided in the College and all matters of order and discipline relating to the students, teaching staff and other employees of the Council and persons carrying out services for or functions in the College.

General Powers

18. Subject to this Ordinance, the Council shall have all powers necessary to enable it to perform the duties imposed upon it by this Ordinance and in particular shall have the following powers (the conferring of which shall not be taken as limiting the generality of the preceding words of this clause) -

(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 20(1), to invest and deal with moneys 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 19(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 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;

(i) To appoint such executive or other committees with such powers and duties and to delegate thereto or to a Council member or employee such matters as the Council may think fit;

(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 make such rules regulations or by-laws not inconsistent with this Ordinance as the Council may think fit; and

(l) To endow and award scholarships or other forms of assistance for students.

Liabilities of the Council

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

(2) The Council and its members and each of them shall not represent to any person, 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, shall or may meet or discharge all or any part of any liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Council.

(3) The Council shall not exercise any power to borrow moneys if the amount which it proposes to borrow when added to the amount of all moneys borrowed by it prior thereto and not repaid prior thereto exceeds one million dollars (\$1,000,000.00) or such other amount as may have been last approved by resolution of the Standing Committee.

(4) After the Council becomes a body corporate under the Anglican Church of Australia (Bodies Corporate) Act 1938, the Council shall not execute or deliver and shall not have power to execute or deliver any mortgage charge debenture guarantee indemnity or promissory note or bill of exchange or other negotiable instrument other than a cheque drawn on the Council's bank unless the following clause included therein: "Notwithstanding anything contained herein to the contrary each of the parties hereto acknowledge and agree that Moore Theological College Council shall not be liable to any other party hereto for any amount whatsoever (whether by virtue of any express or implied obligation) beyond such amount (if any) as 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.

(5) After the Council becomes a body corporate under the Anglican Church of Australia (Bodies Corporate) Act 1938, every order for goods and services or business letter involving securing of credit for the supply of goods or services to the College by or on behalf of the Council shall contain the name of the Council and the words "incorporated under Act of Parliament and constituted by the Moore Theological College Ordinance 1984" and the same information shall be shown adjacent to every application of the common seal of the Council.

Investment of Property etc held by the Council

20. (1) With respect to all property and moneys held by it, the Council may invest or use the whole or any part thereof in any one or more of the following investments or purposes, that is to say -

(a) Investments for the time being allowed by law 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 Australia or any of the States thereof;

(c) First mortgage of land situated within Australia;

(d) Funds stocks securities bonds debentures or treasury bills of or guaranteed by the Government of Australia or of any State thereof;

- (e) Deposits in any savings bank or trading bank or in any insurance company carrying on business in Australia;
- (f) Charge or charges upon any church lands within Australia or future rents profits or other income thereof;
- (g) Construction repair and alteration of buildings and any other improvements on land;
- (h) (i) Debentures debenture stock and notes of or issued by any corporation;
- (ii) Shares in any corporation;
- (iii) Interest in any unit trust being interests which are being or have been offered to the public in New South Wales for purchase and such unit trust has not been disapproved by resolution of the Synod or the Standing Committee for investment purposes;
- (iv) Cash deposits with authorised dealers on the short-term money market;

Provided that the word "corporation" where used in this paragraph (h) shall mean a 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 the Synod or by the Standing Committee by resolution thereof;

- (i) Placement on short call deposits with any corporation or organisation constituted by ordinance of Synod or of the Standing Committee;
- (j) Investment in any security authorised by an ordinance of the Synod or of the Standing Committee as an investment for church trust property;
- (k) 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.

(2) The Council may from time to time realise or vary any of the investments made pursuant hereto.

(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 paragraph (h) of sub-clause (l) hereof reinvest it in the same manner.

(4) Without prejudice to 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 subclause (1) of this clause 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 subclause (1) of this clause.

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

Part Five - Meetings

Archbishop to Preside at Council Meetings

21. The Archbishop when present shall preside at meetings of the Council.

Chairman of the Council

22. The Council shall elect from time to time from amongst its members a Chairman who, in the absence of the Archbishop, shall preside at meetings of the Council provided that, in the absence of both the Chairman and the Archbishop, the meeting may appoint one of the other members then present to act as chairman of that meeting.

Council to meet when Required

23. Subject to this Ordinance, the Council may meet for the dispatch of business adjourn and otherwise regulate its meetings as it sees fit and may act notwithstanding any vacancy in its membership.

Quorum

24. At a meeting of the Council eight (8) members shall constitute a quorum.

Voting at Meetings

25. The President, the Chairman or the acting chairman shall while presiding at a meeting have both a deliberative vote and a casting vote.

Appointment of Other Officers

26. The Council may appoint from its members an Honorary Secretary an Honorary Treasurer or such officers as it may from time to time determine.

Non-member may be Invited to Council Meeting

27. The Council may invite any person not a member to be present for the whole or any part of a particular meeting.

Part Six - The Principal

Responsibility of the Principal

28. The person who is the Principal shall be responsible to the Council for the good order and management of the College.

Part Seven - Accounts and Reports

Accounts, Audits and Annual Reports Ordinance

29. The Council shall comply with the provisions of the Accounts, Audits and Annual Reports Ordinance 1995 as amended from time to time.

Reports

30. The Council shall furnish 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 and shall at least once in each year present 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.

Part Eight - Indemnity

Indemnity

31. Each member of the Council shall be indemnified out of the assets of the Council against all loss or liability which he may have incurred for or on behalf of the Council or to which he may be subject by reason of being or have been a member of the Council other than any such loss or liability occasioned by his own wilful act or default.

Part Nine - Transitional

Repeal of Ordinance

32. The Moore Theological College Ordinance 1919 as amended by The Moore College Amendment Ordinance 1967 is repealed.

Continuation of Membership

33. The persons who, on the date on which this Ordinance takes effect, are the members of the committee constituted by the ordinances referred to in clause 32 together with any person who may be elected pursuant to paragraph (f) of clause 5 and clause 10 shall be the Council, notwithstanding clause 6 but subject to clause 13, until the first day of the ordinary session of the Synod which next follows the date on which this Ordinance takes effect.

First Schedule

1. I believe and hold the faith of the Christian Church and, in particular, as set forth in the creeds known as the Nicene Creed and the Apostles' Creed and the doctrine contained in the Thirty-nine Articles of Religion interpreted according to their plain and literal sense.

2. In particular I believe -

(a) That the canonical Scriptures of the Old and New Testaments are the ultimate rule and standard of faith given by inspiration of God and containing all things necessary to salvation; and

(b) that men are justified before God by faith only.

3. I shall endeavour to fulfil my duties as a member of Moore Theological College Council in accordance with this declaration and the Ordinance by which the Council is constituted.

4. I undertake to resign from the Council forthwith if at any time I become unable conscientiously to subscribe to this declaration.

Notes

The Moore Theological College Ordinance 1984 took effect on 19 October 1984.

By Order published in the Government Gazette on 4 April 1985 under the Anglican Church of Australia (Bodies Corporate) Act 1938, the Council was incorporated under the name "Moore Theological College Council".

Table of Amendments

Clause 13 Subclause (1) amended pursuant to the Diocesan Officers (Retirement) Ordinance 1987 and deleted pursuant to the Diocesan Officers (Retirement) Repeal Ordinance 2001.

Clause 29 Amended by Ordinance No 34, 1995.

ROBERT WICKS
Legal Officer

MARK PAYNE
Diocesan Secretary

21 February 2002