

Sydney Anglican (National Redress Scheme) Corporation Ordinance 2018

(Reprinted under the Interpretation Ordinance 1985.)

The Sydney Anglican (National Redress Scheme) Corporation Ordinance 2018 as amended by the Sydney Anglican (National Redress Scheme) Corporation Ordinance 2018 Amendment Ordinance 2019, the Sydney Anglican (National Redress Scheme) Corporation Ordinance 2018 Further Amendment Ordinance 2019, the Accounts, Audits and Annual Reports Ordinance 1995 Amendment Ordinance 2020, the Governance Omnibus Amendment Ordinance 2022, the Sydney Anglican (National Redress Scheme) Corporation Ordinance 2018 Amendment Ordinance 2024, and the Sydney Anglican (National Redress Scheme) Corporation Ordinance 2018 Further Amendment Ordinance 2024.

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Long Title

An Ordinance to provide a constitution for the body known as the Sydney Anglican (National Redress Scheme) Corporation.

Preamble

A. The Council of the Sydney Church of England Investment Trust was declared a body corporate on 19 May 1967 by publication of the Order of the Governor following passage of the *Sydney Church of England Investment Trust Incorporation Ordinance 1967* and was constituted pursuant to the *Sydney Church of England Investment Trust Constitution Ordinance 1965*.

B. The Corporation was renamed as the “Sydney Anglican Church Investment Trust” pursuant to the *Sydney Anglican Church of England Investment Trust (Change of Name) Ordinance 1983* and the name of the constituting ordinance of the Corporation was changed to the *Sydney Anglican Church Investment Trust Corporation Ordinance 1965*.

C. It is expedient to repeal the *Sydney Anglican Church Investment Trust Corporation Ordinance 1965*, to provide a new constitution for the Corporation and to rename the Corporation as the “Sydney Anglican (National Redress Scheme) Corporation”.

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

1. Sydney Anglican (National Redress Scheme) Corporation

The Corporation is continued but is renamed the “Sydney Anglican (National Redress Scheme) Corporation”.

2. Name of Ordinance

This Ordinance is the *Sydney Anglican (National Redress Scheme) Corporation Ordinance 2018*.

Part 1 - Interpretation

3. Definitions and Interpretation

(1) In this Ordinance –

“Administration Costs” means the costs of and incidental to the Corporation undertaking its functions, other than Membership Liabilities.

“Aggregate Funding Contribution” means, in any quarter, the aggregate of:

- (a) the funding contribution (if any) of the Anglican Church Diocese of Sydney as a member of the Anglican Participating Group;
- (b) (in the case of the Anglican Church Diocese of Sydney) the funding contributions (if any) in respect of claims against the Anglican Church Diocese of Sydney’s Specified Institutions under the National Redress Scheme:

- (i) to the extent not included in the funding contribution of the Anglican Church Diocese of Sydney as a member of the Anglican Participating Group referred to in paragraph (a); and
- (ii) even though they may not be liable for those funding contributions under the National Redress Scheme Act.

“Anglican Church Diocese of Sydney” means the body of that name that is a Participating Institution in the National Redress Scheme.

“Anglican Participating Group” means the participating group which is represented by the Company under the National Redress Scheme Act.

“Applicant” means a person who has made an application under the National Redress Scheme.

“Chair” means the person appointed under clause 16.

“Claim” means a claim made under the National Redress Scheme.

“Company” means Anglican Representative (National Redress Scheme) Limited (ACN 627 850 828).

“Corporation” means the Sydney Anglican (National Redress Scheme) Corporation.

“Defunct” means no longer in existence.

“Defunct Body” means an Institution that is Defunct (but is not a Parochial Unit), and in relation to which a declaration is in force under clause 8.

“Diocese” means the Diocese of Sydney.

“Institution” means any entity, body, group of persons or organisation (whether or not incorporated) but does not include a family or an individual.

“Letter of Financial Support” means a legally binding commitment in the form, or substantially in the form, set out as an attachment to the by-laws of the Company.

“Membership Liabilities” means in respect of the Anglican Church Diocese of Sydney or a Specified Institution (as the case may be), all financial obligations, at any time, under:

- (a) the National Redress Scheme; and
- (b) the Constitution and By-laws of the Company,

including payment of its Aggregate Funding Contributions.

“National Redress Scheme Act” means the *National Redress Scheme for Institutional Child Sexual Abuse Act 2018*.

“National Redress Scheme” means the National Redress Scheme for Institutional Child Sexual Abuse established under the National Redress Scheme Act.

“Operating Body” means any Institution that is not a Defunct Body, and in relation to which a declaration is in force under clause 8.

“Parochial Unit” means a past or present parish or provisional parish recognised under the *Parishes Ordinance 1979* (or a prior ordinance which regulated the establishment of parochial units), a recognised church or a provisional recognised church under the *Recognised Churches Ordinance 2000*, the Cathedral Church of St Andrew Sydney and fellowships established under the *Evangelism and New Churches Ordinance 2010*.

“Participating Institution” means an Institution that is participating in the National Redress Scheme through the Anglican Participating Group and is a member of the Company.

“Property Trust” means the Anglican Church Property Trust Diocese of Sydney.

“Property Trust Funds” means funds identified by the Standing Committee from time to time by resolution for the purposes of this Ordinance and which are held by the Property Trust on trusts which permit indemnity under this Ordinance.

“Specified Institution” means, for the Anglican Church Diocese of Sydney:

- (a) an Institution comprising part of the Anglican Church Diocese of Sydney under this Ordinance for the purposes of the National Redress Scheme; or
- (b) an Institution (which is not part of the Anglican Church Diocese of Sydney) in relation to which a declaration is in force under clause 8(b).

“Standing Committee” means the Standing Committee of the Synod.

“Synod” means the Synod of the Diocese.

“Synod Governance Policy” means the Diocesan Governance Policy as adopted at the Second Session of the 53rd Synod, as amended from time to time.

“Synod Funds” means funds that are under the control of the Synod and identified by the Standing Committee from time to time by resolution for the purposes of this Ordinance.

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

Part 2 – Purpose of the Corporation

4. Purpose

The purpose of the Corporation is to act on behalf of the Anglican Church Diocese of Sydney and certain other Institutions declared by the Standing Committee in respect to the provision of redress for Applicants under the National Redress Scheme through membership of the Anglican Participating Group.

Part 3 – Function and Powers of the Corporation

5. Function of the Corporation

(1) The function of the Corporation is to act on behalf of the Anglican Church Diocese of Sydney and Specified Institutions by -

- (a) agreeing to be responsible for ensuring the performance of their obligations under the Constitution and the By-laws of the Company (including being jointly and severally liable for their Membership Liabilities),
- (b) authorising the Company to act on behalf of the Anglican Church Diocese of Sydney and Specified Institutions in the same circumstances as are set out in the form of the power of attorney to be provided under the By-Laws of the Company,
- (c) handling requests and notifications from the Operator (defined in the National Redress Scheme Act) in relation to the Anglican Church Diocese of Sydney and Specified Institutions, and
- (d) such other things as are incidental and conducive to the attainment of these functions.

(2) It is also a function of the Corporation to provide a Letter of Financial Support for any Institution of the Diocese that is, or is applying to become, a member of the Company if –

- (a) the Institution is constituted by ordinance or resolution of the Synod or the Synod has power to make ordinances in respect to the Institution, or
- (b) the Institution is associated with the Diocese and providing the Letter to facilitate the Institution joining the National Redress Scheme will further the purposes of the Anglican Church of Australia in the Diocese of Sydney,

but only if provision of the letter for the Institution has been authorised by the Standing Committee in accordance with this Ordinance.

6. Powers of the Corporation

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

Part 4 – Anglican Church Diocese of Sydney

7. Ambit of the Anglican Church Diocese of Sydney as a Participating Institution

For the purposes of its participation in the National Redress Scheme, the Anglican Church Diocese of Sydney is comprised of Operating Bodies and Defunct Bodies declared under clause 8(1)(a) and Parochial Units, and does not include any other Institutions.

8. Declared Bodies

(1) Subject to subclause (2), for the purposes of a body’s participation in the National Redress Scheme, the Standing Committee may declare by resolution -

- (a) that an Institution that is unincorporated or Defunct is part of the Anglican Church Diocese of Sydney, or
- (b) that the Corporation may separately act on behalf of an Institution,

for the purposes of the Institution's participation in the National Redress Scheme.

(2) A declaration may only be made under subclause (1) with respect to an Institution that is not defunct if its governing body –

- (a) consents to the declaration being made,
- (b) provides an undertaking to meet its funding obligations under clause 10(1), and
- (c) complies with any other conditions precedent required by the Standing Committee.

Part 5 – Funding

9. Application of Part

Membership Liabilities and the Administration Costs of the Corporation are to be funded in accordance with this Part.

10. Funding the Corporation

(1) An Operating Body must indemnify the Corporation in respect to Membership Liabilities and the Corporation's Administration Costs to the extent a Claim concerns abuse where the contact between the perpetrator and the Applicant arose in or as a consequence of the activities of the Operating Body.

(2) The Property Trust must indemnify the Corporation from the Property Trust Funds in respect to the Membership Liabilities and the Corporation's Administration Costs to the extent a Claim concerns abuse where the contact between the perpetrator and the Applicant arose in or as a consequence of the activities of –

- (a) a Parochial Unit, or
- (b) a Defunct Body, if those activities were undertaken under the oversight of the Rector of a Parochial Unit.

(3) The Standing Committee must indemnify the Corporation from the Synod Funds, in respect to Membership Liabilities and the Corporation's Administration Costs to the extent a Claim concerns abuse where the contact between the perpetrator and the Applicant arose in or as a consequence of the activities of a Defunct Body (other than where clause 10(2)(b) applies).

(4) The Administration Costs of the Corporation that are not attributable to a particular Claim are to be met by the Property Trust and the Standing Committee in equal shares.

11. Authority to draw down funds

The Corporation may direct –

- (a) the Property Trust to draw down an amount or amounts from the Property Trust Funds, and
- (b) Sydney Diocesan Services to draw down an amount or amounts from the Synod Funds,

for the purpose of the Corporation being indemnified for –

- (c) Membership Liabilities and the Corporation's Administration Costs under subclauses 10(2) and 10(3), and
- (d) the general Administration Costs of the Corporation under clause 10(4).

11A. Letters of Financial Support

(1) An Institution may request the Corporation to provide a Letter of Financial Support if the Company has indicated that the letter is a requirement for it to accept an application from the Institution to become as a member of the Company.

(2) The Corporation may require an Institution making a request under clause 11A(1) to provide any information that the Corporation reasonably requires that is relevant to the Institution's financial position or the likelihood of Claims being made against the Institution.

(3) The Corporation may only provide a Letter of Financial Support if the Standing Committee has resolved to authorise the Corporation to provide the letter for the Institution and the Institution has complied with any conditions imposed by the Standing Committee.

(4) The Corporation is to notify the Standing Committee as soon as reasonably practicable if -

- (a) the Corporation considers that the Company is likely to call upon or otherwise enforce a Letter of Financial Support that has been provided by the Corporation, or
 - (b) the Company calls upon or otherwise enforces a Letter of Financial Support provided by the Corporation.
- (5) In the event that the Company validly calls upon or otherwise enforces a Letter of Financial Support provided by the Corporation in accordance with the by-laws of the Company –
- (a) the Corporation may direct Sydney Diocesan Services to draw down an amount or amounts from the Synod Funds to satisfy the demand, and
 - (b) the amount paid by the Corporation constitutes a debt owing by the Institution to the Corporation.

12. Assurance of Funding

Notwithstanding any other provision of this Ordinance, the Standing Committee is required to exercise its powers in respect to church trust property to ensure the Corporation has funds available to meet all of its financial obligations, including to the Company (whether in respect to the Membership Liabilities or under Letters of Financial Support) and the National Redress Scheme, and the indemnity in clause 28.

Part 6 – Membership of the Corporation

13. Membership of the Corporation

The members of the Safe Ministry Board are the members of the Corporation ex officio.

14. 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,
 - (g) manage the financial affairs of the Corporation in a responsible manner, and
 - (h) not allow the Corporation to operate while insolvent.
- (2) The Corporation must maintain records of applicable eligibility criteria for Corporation membership.

15. Members not to be remunerated

- (1) A member is not to be remunerated for their service as a member.
- (2) Nothing in clause 15(1) prevents a member from being reimbursed for reasonable out of pocket expenses incurred in performing their duties as a member.

16. Chair

The Chair of the Safe Ministry Board is the Chair of the Corporation.

17. President

The President of the Safe Ministry Board is the President of the Corporation.

Part 7 – Meetings of the Members

18. Meetings of members

- (1) The Corporation shall hold at least 3 ordinary meetings each year with special meetings as the Chair or any 3 members may determine.

- (2) 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.
- (3) A vacancy in the membership of the Corporation or a defect in the election or appointment of a person acting as a member of the Corporation does not invalidate any act or proceeding of the Corporation.
- (4) 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.
- (5) 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.
- (6) Subject to this Ordinance, the members may regulate the proceedings, and for that purpose may make or rescind or alter regulations from time to time.

19. Quorum

A quorum for a meeting of the members is five members.

20. Decisions of the members

- (1) Usually, the members will make decisions by resolution passed at a meeting of the members.
- (2) If a document contains a statement that the signatories to it are in favour of a resolution set out in the document or otherwise identified in the document and the document is signed by all members (other than members who are, at that time, overseas or have leave of absence), a resolution in those terms will be taken to have been passed at a meeting of members held on the day and at the time at which the document was last signed by a member.
- (3) For the purposes of clause 20(2) –
- (a) 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more members will be taken together to constitute 1 document containing a statement in those terms signed by those members on the respective dates on which they signed the separate documents, and
 - (b) an email message which is received by the Diocesan Secretary and is expressed to have been sent by a member will be taken to be a document signed by that member at the time of receipt of the email message by the Diocesan Secretary.

Part 8 – General

21. 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.

22. Liabilities of the Corporation

- (1) Subject to the provisions of this Ordinance –
- (a) the Corporation remains and continues to be solely responsible for all liabilities incurred by it or on its behalf, and
 - (b) 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 Act 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.

(2) 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 Sydney Anglican (National Redress Scheme) 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 Corporation may be able to pay to that party in the event of the Corporation being wound up."

23. Records, Auditor and Reports

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

24. Reporting to the Standing Committee and Property Trust

(1) The Corporation is to provide an annual report to the Standing Committee and the Property Trust in relation to the performance of its functions over the previous 12 months.

(2) The Corporation is also to provide the Standing Committee and the Property Trust with such other information about its affairs as the Standing Committee and Property Trust request from time to time.

(3) The reports provided under this clause are to be provided subject to appropriate confidentiality about the names of Applicants.

25. 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 clause 25(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.

26. Not-for-profit 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.

Part 9 – Repeal

27. Repeal

The *Sydney Anglican Church Investment Trust Corporation Ordinance 1965* is repealed, without invalidating anything validly done under, or pursuant, to that ordinance prior to the date of commencement of this Ordinance.

Table of Amendments

Long Title	Amended by Ordinance No 43, 2024.
Clause 3	Amended by Ordinance Nos 7, 2019; 7, 2022; and 43, 2024.
Clause 5	Amended by Ordinance Nos 7, 2019 and 12, 2019.
Clause 11	Amended by Ordinance No 7, 2019.
Clause 11A	Inserted by Ordinance No 7, 2019.
Clause 12	Amended by Ordinance No 7, 2019.
Clause 13	Amended by Ordinance Nos 7, 2022 and 43, 2024.
Clause 14	Original Clause amended by Ordinance No 7, 2022 and deleted by Ordinance No 43, 2024. Renumbered by Ordinance No 43, 2024.
Clause 15	Original clause deleted by Ordinance No 43, 2024. Renumbered and amended by Ordinance No 43, 2024.
Clause 16	Original clause amended by Ordinance No 7, 2022 and deleted by Ordinance No 43, 2024. Renumbered and amended by Ordinance No 43, 2024.
Clause 17	Amended by Ordinance No 7, 2022. Renumbered and amended by Ordinance No 43, 2024.
Clause 18	Renumbered and amended by Ordinance No 43, 2024.
Clause 19	Renumbered and amended by Ordinance No 43, 2024.
Clause 20	Renumbered and amended by Ordinance No 43, 2024.
Clause 21	Renumbered by Ordinance No 43, 2024.
Clause 22	Renumbered by Ordinance No 43, 2024.
Clause 23	Amended by Ordinance Nos 12, 2019; 13, 2020; and 16, 2024. Renumbered by Ordinance No 43, 2024.
Clause 24	Renumbered by Ordinance No 43, 2024.
Clause 25	Renumbered and amended by Ordinance No 43, 2024.
Clause 26	Renumbered by Ordinance No 43, 2024.
Clause 27	Renumbered by Ordinance No 43, 2024.
Schedule	Deleted by Ordinance No 7, 2022.

NAOMIE NGUYEN
Lawyer

BRIONY BOUNDS
Diocesan Secretary

18 December 2024