

# Sydney Anglican Property (Provisional Restructuring) Ordinance 2023

No 50, 2023

## Long Title

An Ordinance to deem certain amendments to the constituting ordinances of certain diocesan organisations and for matters incidental thereto.

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

### 1. Name of ordinance

This Ordinance is the *Sydney Anglican Property (Provisional Restructuring) Ordinance 2023*.

### 2. Interpretation

In this Ordinance –

“ACGC” means the Anglican Church Growth Corporation.

“ACGC Ordinance” means the *Anglican Church Growth Corporation Ordinance 2018*.

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

“ACPT Ordinance” means the *Anglican Church Property Trust Diocese of Sydney Ordinance 1965*.

“SAHC” means the St Andrew’s House Corporation.

“SAHC Ordinance” means the *St Andrew’s House Corporation Ordinance 2018*.

“Sydney Anglican Property” means ACPT, ACGC and SAHC collectively.

### 3. Effect of this Ordinance

Until the date determined by the Standing Committee by resolution, the ACPT Ordinance, SAHC Ordinance and ACGC Ordinance apply as if they were amended or modified in the manner described in this Ordinance.

### 4. Amendments to the ACPT Ordinance

The ACPT Ordinance is deemed to be amended as follows –

- (a) insert the following new definition in clause 2 immediately before the definition of “Standing Committee” –

“Responsible Person” means an individual who –

- (a) performs a significant public function,
  - (b) is a member of a professional body having a code of ethics or rules of conduct,
  - (c) is officially charged with spiritual functions by a religious institution,
  - (d) is a director of a company whose shares are listed on the Australian Securities Exchange,
  - (e) has received formal recognition from government for services to the community,
  - (f) is an individual before whom a statutory declaration may be made, or
  - (g) is approved as a Responsible Person by the Commissioner of Taxation.”, and
- (b) substitute clause 3(1) with the following -
- “(1) The members of the Corporate Trustee shall be the Archbishop of Sydney and not more than the number of members elected by the Synod as follows –

- (a) until immediately prior to the first day of the ordinary session of Synod in 2024 – 14 elected members,
- (b) from the first day of the ordinary session of Synod in 2024 to immediately prior to the first day of the ordinary session of Synod in 2025 – 12 elected members,

## Sydney Anglican Property (Provisional Restructuring) Ordinance 2023

- (c) from the first day the of the ordinary session of Synod in 2025 to immediately prior to the first day of the ordinary session of Synod in 2026 – 10 elected members, and
  - (d) from the first day of the ordinary session of Synod in 2026 – 9 elected members.”, and
- (c) insert a new subclause 3(5) as follows –
- “(5) If all members of the Corporate Trustee elected under clause 3 are (either directly or by reason of also being ex officio members of another body) the ex officio directors of a company that is trustee of a public ancillary fund or endorsed to operate a deductible gift recipient fund, a majority of the members appointed under clause 3 must be Responsible Persons.”
- (d) substitute clauses 19 and 21 with the following –
- “19. Executive Director and other staff**
- (1) The Corporate Trustee may appoint –
    - (a) an Executive Director under this or such other title as the Corporate Trustee determines who is to report directly to the Corporate Trustee, and
    - (b) such other staff who are to report to the Executive Director directly or indirectly to serve the Corporate Trustee,for such period, for such remuneration and on such terms as the Corporate Trustee may determine, subject to the terms and conditions of the secondment referred to in subclause (2).
  - (2) The Executive Director and other staff appointed under subclause (1) are to be employed by Sydney Diocesan Services and seconded to the Corporate Trustee on such terms and conditions as Sydney Diocesan Services reasonably considers necessary to ensure its obligations as the employer are met.
  - (3) Prior to the beginning of the selection process for a new Executive Director, the Chair is to inform the Archbishop of the process and the Archbishop, or a Regional Bishop nominated by him, is to be invited to be a part of the interview process, and the Archbishop is to be informed of the names on the final list prior to any offer being made for the position.
  - (4) A person is not eligible to be appointed as the Executive Director unless he or she has first given the Chair a signed copy of the Statement of Personal Faith set out in the Synod Governance Policy.
  - (5) The Executive Director is responsible to the Corporate Trustee for the implementation of the strategy, policies and decisions of the Corporate Trustee and for the general administration and daily operation of the Corporate Trustee.
  - (6) The Corporate Trustee may –
    - (a) give the Executive Director powers, discretions and duties,
    - (b) withdraw, suspend or vary any of the powers, discretions and duties given to the Executive Director, and
    - (c) authorise the Executive Director to delegate any of the powers, discretions and duties given to the Executive Director.
  - (7) The Executive Director has the right to attend and speak at meetings of the Corporate Trustee unless the members determine that he or she should not be present for a particular meeting, or part thereof.”

### 5. Amendments to the SAHC Ordinance

The SAHC Ordinance is deemed to be amended as follows –

- (a) delete the definitions of “Chair” and “Secretary” in clause 3(1),

## Sydney Anglican Property (Provisional Restructuring) Ordinance 2023

- (b) delete clauses 5, 6, 7, and 8, and
- (c) insert a new clause 5 as follows –
  - “5. Membership**
  - The members of the Anglican Church Property Trust Diocese of Sydney from time to time are, with the exception of the Archbishop, who is the non-member President of SAHC under clause 15, the members of SAHC ex officio.”, and
- (d) delete clauses 10 and 11, and
- (e) insert a new clause 10 as follows –
  - “10. Chair, Deputy Chair and Secretary**
  - The Chair, Deputy Chair and Secretary of the Anglican Church Property Trust Diocese of Sydney from time to time are the Chair, Deputy Chair and Secretary of SAHC ex officio.”
- (f) substitute clause 13 with the following –
  - “13. Quorum**
  - A quorum for a meeting of the members is the same as a quorum for a meeting of members of the Anglican Church Property Trust Diocese of Sydney.”
- (g) delete subclauses 18(2)(c) and (d) and insert a new clause 18A as follows –
  - “18A. Delegation**
  - (1) SAHC may delegate any of its powers (other than approving the affixing of the common seal of SAHC) to a committee or committees and such other persons, as SAHC thinks fit on such terms, conditions and limitations as SAHC may determine.
  - (2) A committee or person to which any powers have been delegated under this clause must exercise those powers in accordance with any terms, conditions, limitations and directions or protocols of SAHC. A power so exercised is taken to have been exercised by SAHC.
  - (3) Any such committee is to be chaired by a member of SAHC and report the exercise of its delegated functions to the next meeting of SAHC.
- (e) insert a new clause 20A after the Heading “Part 6 – General” as follows –
  - “20A. Executive Director and other staff**
  - (1) The Executive Director appointed under clause 19 of the *Anglican Church Property Trust Diocese of Sydney Ordinance 1965* (the “ACPT Ordinance”) is ex officio the Executive Director of SAHC who is to report directly to SAHC.
  - (2) Any other staff appointed under clause 19 of the ACPT Ordinance are ex officio the staff of SAHC who are to report to the Executive Director directly or indirectly to serve SAHC.
  - (3) The Executive Director is responsible to SAHC for the implementation of the strategy, policies and decisions of SAHC and for the general administration and daily operation of SAHC.
  - (4) SAHC may –
    - (a) give the Executive Director powers, discretions and duties,
    - (b) withdraw, suspend or vary any of the powers, discretions and duties given to the Executive Director, and
    - (c) authorise the Executive Director to delegate any of the powers, discretions and duties given to the Executive Director.
  - (5) The Executive Director has the right to attend and speak at meetings of SAHC unless the members determine that he or she should not be present for a particular meeting, or part thereof.”

## Sydney Anglican Property (Provisional Restructuring) Ordinance 2023

### 6. Amendments to the ACGC Ordinance

The ACGC Ordinance is deemed to be amended as follows –

- (a) delete the definitions of “Chair” and “Responsible Person” in clause 3(1),
- (b) delete clause 5, 6, 7, and 8, and
- (c) insert a new clause 5 as follows –
  - “5. Membership**

The members of the Anglican Church Property Trust Diocese of Sydney from time to time, with the exception of the Archbishop, who is the non-member President of the Corporation under clause 14, are the members of the Corporation ex officio.”
- (d) delete clause 10 and insert –
  - “10. Chair, Deputy Chair and Secretary**

The Chair, Deputy Chair and Secretary of the Anglican Church Property Trust Diocese of Sydney from time to time are the Chair, Deputy Chair and Secretary of the Corporation ex officio.”
- (e) substitute clause 12 with the following –
  - “12. Quorum**

A quorum for a meeting of the members is the same as a quorum for a meeting of members of the Anglican Church Property Trust Diocese of Sydney.”
- (f) delete clause 19 and insert instead –
  - “19. Executive Director and other staff**
    - (1) The Executive Director appointed under clause 19 of the *Anglican Church Property Trust Diocese of Sydney Ordinance 1965* (the “ACPT Ordinance”) is ex officio the Executive Director of the Corporation who is to report directly to the Corporation.
    - (2) Any other staff appointed under clause 19 of the ACPT Ordinance are ex officio the staff of the Corporation who are to report to the Executive Director directly or indirectly to serve the Corporation.
    - (3) The Executive Director is responsible to the Corporation for the implementation of the strategy, policies and decisions of the Corporation and for the general administration and daily operation of the Corporation.
    - (4) The Corporation may –
      - (a) give the Executive Director powers, discretions and duties,
      - (b) withdraw, suspend or vary any of the powers, discretions and duties given to the Executive Director, and
      - (c) authorise the Executive Director to delegate any of the powers, discretions and duties given to the Executive Director.
    - (5) The Executive Director has the right to attend and speak at meetings of the Corporation unless the members determine that he or she should not be present for a particular meeting, or part thereof.”

### 7. Amendments to the *Sydney Diocesan Services Ordinance 2017*

The *Sydney Diocesan Services Ordinance 2017* is amended as follows –

- (a) delete the word “and” at the end of paragraph 18(2)(i), and
- (b) insert the following at the end of paragraph 18(2)(j) in place of the full stop –

‘, and
- (k) to formulate, in consultation with those bodies which centrally administer and manage the affairs of the Diocese, group governance policies for those bodies.’

## Sydney Anglican Property (Provisional Restructuring) Ordinance 2023

### 8. Reporting

- (1) The members of the ACPT, SAHC and ACGC are to provide to the Standing Committee, at least every 3 months, a report about the affairs of Sydney Anglican Property, including any information about the affairs of Sydney Anglican Property that the Standing Committee requests by resolution.
- (2) A report given under subclause (1) satisfies the reporting obligations under clause 22 of the SAHC Ordinance and clause 23(b) of the ACGC Ordinance.
- (3) Despite any provision of the *Accounts, Audits and Annual Reports Ordinance 1995*, Sydney Anglican Property –
- (a) is to be treated as a single Organisation for the purposes of Part 2 of that Ordinance, and
  - (b) is permitted, to the extent possible, to submit a consolidated annual report to Synod for 2023 and future years in relation to the affairs of the ACPT, SAHC and ACGC under clause 14 of that Ordinance.

### 9. Transitional

- (1) Each of the following persons is, subject to their consent, a member of the ACPT for the purposes of clause 3(1)(a) of the ACPT Ordinance (as deemed amended by this Ordinance) and is taken to have been last elected as a member on the dates set out below -

Name	Last Elected
Peter Hicks	1 January 2024
Melinda West	1 January 2024
Sally Manion	1 January 2023
Andrew Schmidt	1 January 2023
Ian Pike	1 January 2023
Ewen Crouch	1 January 2022
David Ould	1 January 2022
Caleb Teh	1 January 2022
Maureen Peatman	1 January 2022
Margaret Stuart	1 January 2021
Andrew Robson	1 January 2021
Marianne Yacoel	1 January 2021
Philip Bell	1 January 2021
Wayne Bramley	1 January 2021

- (2) Sydney Diocesan Services may give the persons listed in the table under subclause (1) access to the secure board portal sites it manages for members of the ACPT, ACGC and SAHC despite such persons not being members of those bodies subject to such persons -
- (a) having provided their consent to being a member of the ACPT under subclause (1), and
  - (b) agreeing to treat such material and information as confidential.

### 10. Motion for Synod

The Standing Committee is to arrange for a motion to be moved by request of the Standing Committee at the ordinary session of the Synod in 2024 by which the Synod can ratify or otherwise determine on the arrangements for establishing Sydney Anglican Property under this Ordinance.

### 11. Commencement

Except for this clause and clause 9(2) (which commence upon assent being given to this Ordinance), this Ordinance commences immediately following the commencement of the

**Sydney Anglican Property (Provisional Restructuring) Ordinance 2023**

*Anglican Church Property Trust Diocese of Sydney Ordinance 1965 Amendment Ordinance 2023.*

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

R TONG  
Chair of Committee

I Certify that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on 11 December 2023.

B BOUNDS  
Secretary

I Assent to this Ordinance.

KANISHKA RAFFEL  
Archbishop of Sydney

11/12/2023