



**Sydney Anglican Schools Corporation Ordinance 1947**

(Reprinted under the Interpretation Ordinance 1985.)

The Council for the Promotion of Sydney Anglican Diocesan Schools Ordinance 1947 as amended by the Sydney Anglican Schools Corporation Ordinance 1947 Amendment Ordinance 1999 and the Diocesan Officers (Retirement) Repeal Ordinance 2001.

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**Long Title**

An Ordinance to provide a constitution for the body known as Sydney Anglican Schools Corporation and for purposes connected therewith.

Now the Standing Committee of the Synod of the Diocese of Sydney in the name and place of the said Synod Hereby Ordains Declares Directs and Rules as follows.

**1. Definitions and Interpretation**

1.1 Definitions

In this Ordinance, unless contrary to the context or inconsistent therewith -

'Archbishop' means the Archbishop of Sydney but in his absence, his Commissary or if the see is vacant, the Administrator of the Diocese.

'Archbishop's Appointees' means the persons who are members of the Corporation and who have been appointed pursuant to Clause 9.1(b).

'Board' means the Directors appointed by a Meeting of Members of the Corporation to manage its affairs in accordance with this Ordinance.

'CEO' means the person appointed by the Corporation as its Chief Executive Officer.

'Chairman' at any time, means the person who holds office at the time, of Chairman of the Corporation.

'Clause' means a clause of this Ordinance.

'Company' means a company which is controlled by the Corporation.

'Corporation' means the Sydney Anglican Schools Corporation.

'Director' means a member of the Corporation appointed to its Board.

'Member' unless otherwise specified means a member of the Corporation.

'School' means a school or college conducted by or on behalf of the Corporation and includes each of the schools listed in the Schedule.

'School Council' means the council of a School constituted or established pursuant to this Ordinance.

'Synod Appointees' means the persons who are members of the Corporation and who have been appointed pursuant to Clause 9.1(c)

## 1.2 Interpretation

In this Ordinance headings are for convenience only and do not affect interpretation and except to the extent that the context requires otherwise -

(a) references to any legislation or to any provision of any legislation include any modification or re-enactment of it, any legislative provision substituted for it, and all statutory instruments issued under such legislation or provision;

(b) words denoting the singular include the plural and vice versa;

(c) words denoting individuals include corporations and vice versa;

(d) references to Clauses and Schedules are references to clauses and schedules of this Ordinance.

## 1.3 Interpretation Ordinance

The Interpretation Ordinance 1985 applies.

## 1.4 Citation

This Ordinance may be cited as 'Sydney Anglican Schools Corporation Ordinance 1947'.

## **2. Constitution**

The Corporation is constituted with powers and functions in this Ordinance.

## **3. Objects**

3.1 The objects of the Corporation are to establish and efficiently operate, strategically placed Anglican schools offering quality education, which are financially accessible to local communities and communicate the Gospel of Jesus Christ to students, staff, parents and the wider community.

### 3.2 In furtherance of the Corporation's Objects,

(a) The Corporation shall appoint as Principals of its schools persons of Christian faith and character, who are regular church attenders and are committed to and capable of furthering allegiance to Jesus Christ as Lord and the cause of Christian education in the schools as church schools.

(b) Preference for appointment of employees should be given to those of Christian faith and character and regular church attendance.

(c) Employees must support the teaching syllabus and activities of the Corporation and its Schools in accordance with the fundamental declarations and ruling principles of the Anglican Church of Australia as adopted in the Diocese of Sydney.

(d) Employees may have their employment terminated if their conduct or statements are, in the reasonable opinion of the Corporation or those appointed by the Corporation to appoint other employees, inconsistent with Christian faith or character or the fundamental declarations and ruling principles of the Anglican Church of Australia as adopted in the Diocese of Sydney.

## **4. Powers and Authorities**

### 4.1 General Powers

The Corporation has power -

(a) to control, manage and carry on the Schools on its own behalf or on behalf of any Company;

(b) to promote, acquire and establish other schools (by acquisition and ownership of shares in companies or otherwise) and control, manage and carry on the same;

(c) make such arrangements, financial or otherwise for the benefit, development, extension and improvement of all its Schools and the assets thereto belonging; and

(d) to order and conduct the affairs of the Schools as the Corporation may from time to time think fit.

### 4.2 Specific Powers

Without limiting the generality of Clause 4.1, the Corporation has the power -

(a) to borrow or raise money and secure the repayment thereof and interest in such manner as the Corporation may think fit, to secure the same or the repayment or performance of any debt contract guarantee or other liability incurred or entered into by the Corporation or by a company in any way, to guarantee the obligations of any company, and, in relation to the foregoing and in particular to do so by mortgaging or charging all or any of the property, present and future of the Corporation;

(b) to purchase or lease real or personal property;

(c) to sell, improve, manage, develop, exchange, lease, dispose turn to account or otherwise deal with all or any part of the property of the Corporation;

(d) 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 bills of exchange;

(e) to lend and advance money or give credit to any person or company whether on security or not and to take security (if any) for money lent or advanced or credit given by it;

(f) to control the admission, withdrawal, suspension, and expulsion of pupils and to regulate all matters in connection with the order and discipline of the Schools with the power to delegate or refer all or any such matters to the Principal thereof;

(g) to employ teachers and other persons and provide for their remuneration, superannuation and all benefits;

(h) to appoint such other Committees with such powers and duties and to delegate thereto or to a director or employee such matters as the Corporation may think fit;

- (i) to solicit and accept property of any kind by way of gift, subsidy or subvention as the Corporation may think fit;
- (j) to consult with the councils or governing bodies of other schools on matters of common interest and subject to this Ordinance, to join with such councils or governing bodies in endeavours to maintain proper standards of education, preserve independence from control by government whether Federal, State or local and regulate relationships with Federal, State and local governments; and
- (k) to make such rules or by-laws not inconsistent with this Ordinance as the Corporation may think fit.

#### 4.3 Power as to funds

All monies derived by the Corporation from the conduct of Schools or otherwise obtained must be applied in furtherance of the functions of the Corporation or for the benefit of the Schools, including the insurance of persons employed by the Corporation or the granting or making provision for retiring allowances or pensions for such persons.

#### 4.4 Limitation on borrowings etc

- (a) The Corporation remains and will continue to be solely responsible for all liabilities incurred by it or on its behalf.
- (b) The Corporation and its Directors shall not represent to any person or corporation that the Archbishop of Sydney or the Synod of the Diocese of Sydney or the Standing Committee thereof 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 of Sydney 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 the liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Corporation.
- (c) The Corporation shall not exercise any power to borrow monies or any power to guarantee the borrowings of other persons or companies if the amount which it proposes to borrow or to guarantee, when added to the amount of all monies borrowed or guaranteed by it prior thereto and not repaid thereto, exceeds the amount that may have been last approved by resolution of the Standing Committee.
- (d) The Corporation shall not execute or deliver and shall not have power to execute or deliver any mortgage, charge, debenture, guarantee, indemnity or promissory note unless the following clause is included therein -

*'Notwithstanding anything contained herein to the contrary, each of the parties hereto acknowledges and agrees that Sydney Anglican Schools Corporation 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 Sydney Anglican Schools Corporation may be able to pay that party in the event of Sydney Anglican Schools Corporation being wound up.'*

and such Clause is not made subject to qualification.

#### 4.5 Power to Regulate

Subject to the provisions of this Ordinance, the Corporation may regulate its own proceedings and for that purpose shall have power to make rescind or alter regulations from time to time and may appoint and/or employ such officers and Committees as it may deem necessary. The Corporation may include on such Committees persons who are not Members of the Corporation.

### 5. Indemnification

Every person who -

- (a) is or has been a Director or member of the Corporation;
- (b) is or has been a director of a Company.
- (c) is or has been a Member of a School Council or any other committee established by the Corporation:

is entitled to be indemnified out of the assets for the time being under the control of the Corporation against all loss or liability which that person may incur by reason of such office.

## **6. Liabilities and Expenses**

The Corporation must pay all expenses of and incidental to the acquisition, establishment and conduct of the Schools set forth in the Schedule and all liabilities in connection therewith and the expenses incurred in respect of this Ordinance.

## **7. Common Seal etc**

(a) The Corporation by resolution may authorise any person or persons to do any act or sign or execute any document on its behalf.

(b) For the purpose of affixing the common seal of the Corporation, the provisions of Section 7 of the Anglican Church of Australia (Bodies Corporate) Act 1938 apply.

## **8. Report and Accounts**

### 8.1 Reports

The Corporation must -

(a) at least once in every year report to the Synod as to its affairs and operations during the year which immediately precedes that year, and

(b) provide such other information as to its affairs and operations as the Standing Committee or the Synod may from time to time request.

### 8.2 Accounts

The Corporation must comply with the Accounts, Audits and Annual Reports Ordinance 1995.

## **9. Membership**

9.1 The Members of the Corporation are -

(a) the Archbishop;

(b) up to six (6) persons appointed by the Archbishop

(c) twenty (20) persons elected by the Synod

(d) up to four (4) persons appointed by a Meeting of Members of the Corporation.

### 9.2 Disqualification

A person may not be elected or appointed if that person is -

(a) . . .

(b) a person who has ceased to be a Member by Clauses 13.1 or 13.2 or who is described in any of paragraphs (b), (d) or (e) of Clause 13.1;

(c) not willing to uphold the teaching syllabus and activities within the School in accordance with the fundamental declarations and ruling principles of the Anglican Church of Australia as adopted in the Diocese of Sydney.

### 9.3 Right to Hold Office

Each member of the Corporation, except the Archbishop, holds office subject to the provisions of this Ordinance.

## **10. Duration of Office**

(a) This clause does not apply to the Archbishop.

(b) Each Member elected by the Synod holds office (subject to Clause 13) until the first day of the ordinary session of the Synod in the third year after the year in which the Member is elected or re-elected.

(c) Each Member appointed by the Corporation holds office (subject to Clause 13) until the first meeting of the Members of the Corporation held after the first day of the ordinary session of the Synod in the third year after the year in which the Member is appointed or reappointed.

(d) Each other Member (apart from the Archbishop) holds office (subject to Clause 13) until the first meeting of the Standing Committee held after the first day of the ordinary session of the Synod in the third year after the year in which the Member is appointed, elected, re-appointed or re-elected.

(e) Subject to this Ordinance a retiring Member shall be eligible for re-election or re-appointment.

## **11. Meetings of the Members of the Corporation**

11.1 A meeting of the Members of the Corporation will be convened annually, to elect Directors and members of School Councils and receive reports on the work of the Corporation including the reports and the accounts referred to in clause 8 of this ordinance. Additional meetings may be called by the Chairman at any time subject to 7 days notice.

11.2 The quorum for meetings is 12.

11.3 The Chairman of each School Council if not a Member of the Corporation is entitled to attend its meetings but can not vote. Principals and the CEO may attend meetings unless the meeting otherwise resolves and, in attendance, they cannot vote.

### **11.4 Extraordinary Meetings**

(a) A meeting must be called within 30 days following written request to the Chairman by the Archbishop, by any 3 Directors or by any 4 Members.

(b) Where one or more Councils are dissatisfied with a decision of the Board of Directors, and despite communicating this in writing to the Chairman, remain dissatisfied, an extraordinary meeting of the Members of the Corporation may be called by resolution of a School Council, addressed in writing to the Corporation Chairman, who must call such meeting within 30 days.

(c) A motion of dissent from a decision of the Board may be moved, providing such a motion is provided to the Chairman concurrent with the resolution for the extraordinary meeting.

(d) If a dissent motion succeeds, the meeting may proceed to a motion to remove and replace the Board.

### **11.5 Chairing Meetings**

(a) The Archbishop will chair all meetings of the Members provided -

(i) he is present; and

(ii) he is willing to so act.

(b) If the Archbishop is not present at a meeting of the Members or is not willing to chair the meeting, the Chairman or in his absence the Deputy Chairman, will chair the meeting.

(c) If the Chairman and the Deputy Chairman are both absent from the meeting, the Directors present must elect one of their number to chair the meeting for so long as the Chairman and Deputy Chairman are both absent.

(d) The person chairing a meeting of the Members has both a deliberative vote and a casting vote.

## **12. Appointments made by the Meeting of Members**

Appointments and elections of Corporation Appointees, School Council Members, Board Members and Board office bearers shall be for terms of up to 3 years expiring on the first meeting of the Members of the Corporation held after the first day of the ordinary session of the Synod in any year. Where casual vacancies occur, the Board may make appointments which are valid until the next meeting of the Members and are to be made as follows -

- (a) An election is normally to be held at the first meeting of the Members following the ordinary session of the Synod in any year.
- (b) Each Member may by writing addressed to the Chairman nominate for election a person for each vacancy.
- (c) Every Member who nominates a person must signify in writing to the Chairman that such person consents to serve if elected for the appropriate term.
- (d) At least fourteen (14) days' prior notice in writing of the date for the closing of nominations is to be given to each Member.
- (e) The Members present at a meeting at which an election is to be held, prior to the election, may by a simple majority resolve that any one or more of the nominees are unacceptable and, on such a resolution being passed, such nominee or nominees are excluded from the election.
- (f) If there is no greater number of nominees than there are vacancies the person chairing the meeting must declare the nominees duly elected.
- (g) In the event of there being a greater number of nominees than there are vacancies a secret ballot must be held.
- (h) Where a ballot is taken, the nominees who receive the greatest number of votes are elected in accordance with the number of vacancies to be filled provided that if two (2) or more nominees receive an equal number of votes for the last vacancy to be filled in such ballot their names are to be put to a further ballot and if on counting of that further ballot no nominee received a greater number of votes than the other or others the person chairing the meeting must exercise a casting vote.
- (i) A nomination of a person for a position on the Board may be accepted as conditional subject to the person being elected a Member at the same meeting.

### **13. Casual Vacancies**

#### 13.1 Casual vacancy

A casual vacancy among the Corporation's members, Board or a Council occurs if a member other than the Archbishop

- (a) dies;
- (b) . . .
- (c) resigns the office of the Member by writing addressed to the Chairman, and in such a case, unless writing specifies a later date, the resignation is effective when the Chairman receives the writing;
- (d) becomes bankrupt or signs any authority effective under section 188 of the Bankruptcy Act, 1966 as amended or applies to take the benefit of any law for the relief of bankrupt or insolvent debtors or compounds with or assigns his property for the benefit of his creditors;
- (e) becomes an incapable person, a patient, a protected person or a voluntary patient under any statute relating to mental health;
- (f) being an elected Member, for a continuous period of twelve (12) months, is absent without leave of the Corporation from meetings of the Members of the Corporation held during that period; or
- (g) the member retires or otherwise ceases to hold office.

#### 13.2 Revocation of Appointment

- (a) The Archbishop may revoke at any time the appointment of any of the Archbishop's Appointees.
- (b) The Synod, by resolution, may revoke at any time, the appointment of any of the Synod Appointees.

(c) A meeting of the Members, may by resolution revoke at any time, the appointment of any of the Corporation Appointees including Directors of the Board, its office bearers or School Council Members.

### 13.3 Filling Casual Vacancies of Synod Appointees

(a) A casual vacancy in the office of a Synod Appointee is to be filled by election by Synod, or when Synod is not in session by the Standing Committee. The person so elected holds office until the next ordinary session of the Synod.

(b) The Synod may by resolution determine that a casual vacancy existing during the session of Synod is not to be filled during that session in which case the vacancy is to be filled by election by the Standing Committee.

## **14. The Board of Directors**

### 14.1 Powers

The Board exercises all the powers and authorities granted to the Corporation excepting those matters specified by this Ordinance to be exercised by Members only.

It therefore has a role comparable to that of a Board of Directors of a public company.

### 14.2 Membership

The annual meeting of Members must elect nine Directors from among its Members. As far as possible, appointments should include those who demonstrate experience in finance, business, the law, the construction industry, education, the Ministry or independent schooling through family involvement.

### 14.3 Office Bearers

The Members of the Corporation must elect from among the Board:

- (a) a Chairman;
- (b) a Deputy Chairman;
- (c) an Honorary Treasurer.

### 14.4 Term of Office

(a) Any appointment made pursuant to Clause 14.3 is for 3 years but may be revoked at any time by resolution of a meeting of Members of the Corporation.

(b) A person appointed to an office pursuant to Clause 14.3 ceases to hold that office if that person -

- (i) ceases to be a Director; or
- (ii) resigns from that office.

### 14.5 Right to Hold Office

Each Director of the Corporation, holds office subject to the provisions of this Ordinance.

### 14.6 Quorum

The quorum for a meeting of Directors is 4.

## **15. School Councils**

15.1 (a) A meeting of Members may establish a council to manage and control one or more Schools and appoint or dismiss its members. In making such appointments, the Members must be satisfied that such persons are of Christian faith and character, regular church attenders and willing to uphold the teaching syllabus and activities



within the School in accordance with the fundamental declarations and ruling principles of the Anglican Church of Australia as adopted in the Diocese of Sydney.

(b) Each Company must appoint the Corporation to manage and control, on behalf of the Company, the school owned by the Company.

(c) Where a Company appoints the Corporation to manage and control a school owned by the Company, the Corporation may establish a Council to manage and control that School or that School and another or other Schools.

(d) Each School Council will be a Committee of the Corporation.

#### 15.2 Reporting

The Corporation must notify the Standing Committee -

(a) whenever it establishes or abolishes a School Council for a School - of that fact, and

(b) at least once in each calendar year, of the names of the Members of each School Council.

#### 15.3 Composition

Each Council of a School shall be constituted as follows -

(a) A chairman, appointed by a meeting of the Members of the Corporation.

(b) The Chairman and Deputy Chairman ex-officio or a Director as the alternate for either as each may appoint for such period and upon such terms and conditions as each determines.

(c) Eight additional persons (or seven in the case of a preparatory school) appointed by a Meeting of Members.

(d) The Council itself may elect a Deputy Chairman, an Honorary Secretary, and an Honorary Council Treasurer from persons who are members of the Council.

(e) The Principal of a School and the CEO (or his representative) may attend and participate in all meetings of the Council of that school but may not vote. When a confidential matter is being discussed, the Principal or CEO's representative may be excluded by resolution of the Council.

#### 15.4 Functions and Powers

For the purpose of carrying out its duties and functions in accordance with the terms of this Ordinance, each School Council, in relation to the conduct and quorum of its meetings, the appointment of its Members and the administration of its business is subject to such rules or by-laws, not inconsistent with this Ordinance, as are from time to time prescribed by the Corporation.

Subject to any written agreement between the Corporation and the Principal of a School, the School Council, for the purposes of furthering the aims and objectives of the Corporation, has the following duties and functions -

(a) the management and conduct of the School for which it is responsible subject to such rules and by-laws as may be laid down from time to time by the Corporation;

(b) the order and conduct of the financial and administrative affairs of the School subject to such restraints and directions as may be stipulated by the Corporation from time to time; and

(c) subject to the policy of the Corporation, the general oversight of the conduct of the teaching syllabus and activities within the School in accordance with the fundamental declarations and ruling principles of the Anglican Church of Australia as adopted in the Diocese of Sydney.

(d) representation on any interview panel for the appointment of Principal of the school, with the right of veto over such appointment.

#### 15.5 Disqualifications

A person may not be elected or remain a member of a council if that person is a relative to the first degree of a permanent employee of the School for which that council is responsible.

#### 15.6 Dissolution

A School Council may be terminated or dissolved by resolution of a meeting of Members of the Corporation in which case all members thereof cease to hold office and all property under the control of the School Council is thereupon subject to the control of the Corporation. A copy of such resolution must be forwarded to Standing Committee.

<b>Name of School</b>	<b>Schedule</b>	<b>Presently carried on at</b>
Danebank School		Hurstville
Claremont College		Randwick
Roseville College		Roseville
St Luke's Grammar School		Dee Why
Loquat Valley School		Bayview
Arndell Anglican College		Oakville
Penrith Anglican College		Orchard Hills
Richard Johnson Anglican School		Oakhurst
Shoalhaven Anglican School		Milton

#### Notes

1. The 1947 Ordinance was amended by a number of ordinances prior to Ordinance No 2 of 1999. These amending ordinances are no longer relevant since Ordinance No 2 of 1999 amended completely the terms of the 1947 Ordinance.
2. Pursuant to the Anglican Church of Australia (Bodies Corporate) Act 1938 the Corporation was incorporated under the name "The Council for the Promotion of Sydney Church of England Diocesan Schools" by Order published in the Government Gazette on 2 April 1965. By Ordinance No 42 of 1982 the name of the Corporation was changed to "The Council for the Promotion of Sydney Anglican Diocesan Schools". By Ordinance No 15 of 1990 the name of the Council was further changed to "Sydney Anglican Schools Corporation".

#### Table of Amendments

Clause 9	Amended by Ordinance No 59, 2001.
Clause 13	Amended by Ordinance No 59, 2001.
Clause 14	Amended pursuant to the Interpretation Ordinance 1995.

ROBERT WICKS

**Legal Officer**

MARK PAYNE

**Diocesan Secretary**

18 April 2002