

Glebe Administration Board Ordinance 1930

(Reprinted under the Interpretation Ordinance 1985.)

Glebe Administration Ordinance 1930 as amended by the Glebe Administration Ordinance 1930 Amendment Ordinance 2016, the Glebe Administration Ordinance 1930 Amendment Ordinance 2020 and the Governance Omnibus Amendment Ordinance 2022.

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Long Title

An Ordinance to provide a constitution for the body known as the Glebe Administration Board.

The Synod of the Diocese of Sydney Ordains, Directs, Declares and Rules as follows.

Part 1 – Introduction

1. The Board

There shall be a board (hereinafter called “the Board”) to be known as the “Glebe Administration Board”.

2. Name of Ordinance

This ordinance is the Glebe Administration Board Ordinance 1930.

3. Definitions and Interpretation

(1) In this Ordinance –

“Act” means the *Anglican Church of Australia (Bodies Corporate) Act 1938*.

“Archbishop” means the Archbishop of Sydney or, in his absence, his commissary, or, if the See of Sydney is vacant, the Administrator of the Diocese.

“Chair” means the chair appointed under clause 10.

“Custodian” means a custodian which is a corporation or wholly owned subsidiary of a corporation which normally carries on the business of banking or the provision of trustee or custodial services.

“Diocese” means the Diocese of Sydney.

“member” means a member of the Board.

“Property” means the property of the Trust.

“Secretary” means the Secretary of the Board appointed under clause 11.

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

“Synod” means the Synod of the Diocese.

“Synod Governance Policy” means the Governance Policy for Diocesan Organisations made by the Synod on 20 October 2014, as amended from time to time.

“Trust” means the Diocesan Endowment, being the trust constituted by the *Diocesan Endowment Trust Ordinance 2016*.

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

Part 2 – Purpose of the Board

4. Purpose

(1) The purpose of the Board is to advance the purposes of the Anglican Church of Australia in the Diocese by managing and controlling the Property in accordance with the terms of the trusts on which that property is held, and by managing and controlling other property of which it is trustee from time to time in accordance with the terms of the relevant trusts.

(2) In recognition that the Board is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Board is permitted to pursue its purposes in a manner which advances the broader charitable purposes of the Diocese, including such purposes as are declared or recognised from time to time by the Synod.

Part 3 – Membership of the Board

5. Membership of the Board

(1) The Board is to consist of at least eight and up to ten members elected by the Standing Committee.

(2) At least two of the members are to be ordained clergy licensed in the Diocese of Sydney with at least a three year theological degree from Moore Theological College or another college that is endorsed by the Archbishop for the purposes of this clause.

(3) A person is disqualified from being elected as a member if the person –

- (a) is an insolvent under administration, or
- (b) is of unsound mind or whose person or estate is liable to be dealt with in any way under any law relating to mental health, or
- (c) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or
- (d) has at any time during the preceding 12 months been disqualified from being a responsible entity by the Commissioner of the Australian Charities and Not-for-profits Commission, or
- (e) has been convicted of a crime or an offence punishable by imprisonment for more than 12 months, or
- (f) is subject to a subsisting recommendation from the diocesan or disciplinary tribunal of the Diocese (or from a comparable tribunal or body in any other diocese or church) prohibiting them from holding an office of a type such as member of the Board, or
- (g) is employed by the Board, or any entity which provides services (for a fee) to the Board or to the Trust.

(4) Every member must, upon being appointed or elected as, or otherwise becoming, a member, sign the “Statement of Personal Faith” set out in the Synod Governance Policy, and deliver it to the Secretary within 28 days of the date of that person becoming a member. If a person fails to do so, the person is disqualified from being, and automatically ceases to be, a member.

(5) A person whose term of office ends under clause 6 is not eligible to be re-elected as a member during the period of 12 months commencing from the date on which their term of office ends if they have served as a member for a continuous period of 14 years or more ending on the date on which their term of office ends. For the purposes of this clause, 2 or more periods of service as a member will be taken to be one continuous period of service unless they were separated by a continuous period of at least 12 months during which the person was not a member.

(6) The Board must maintain records of applicable eligibility criteria.

6. Duration of office of members

(1) At the first session of the Standing Committee next following each ordinary session of the Synod, one third of the persons who are members of the Board for the time being or, if the number of members is not a multiple of 3, then the nearest number to one third, is to retire from office.

(2) Subject to this Ordinance –

- (a) a retiring member is eligible for re-election, and
- (b) a retiring member remains a member until his or her successor is appointed.

(3) The members to retire are those members who have been in office longest since their last election. As between persons who were elected as members on the same day those to retire (unless they otherwise agree among themselves) are to be determined by lot.

(4) No vacancy in the office of member affects the authority or powers of the Board and, subject to clauses 13 and 14, that authority and those powers may be exercised by the members holding office from time to time.

7. Casual vacancies in the office of member

(1) A person also ceases to be a member if the person –

- (a) dies, or
- (b) resigns as a member by written notice addressed to the Secretary, and such resignation takes effect from the date of receipt of the notice by the Secretary, or
- (c) becomes an insolvent under administration, or
- (d) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under any law relating to mental health, or
- (e) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or
- (f) is disqualified from being a responsible entity by the Commissioner of the Australian Charities and Not-for-profits Commission, or
- (g) is convicted of a crime or an offence punishable by imprisonment for more than 12 months, or
- (h) is subject to a recommendation from the diocesan or disciplinary tribunal of the Diocese (or from a comparable tribunal or body in any other diocese or church) that prohibits them from holding office or should be removed from office as a member of the Board, or
- (i) is absent without the leave of the Board for 3 consecutive meetings of the Board and the Board resolves that the person’s membership should cease, or
- (j) becomes an employee of the Board or any entity which provides services (for a fee) to the Board or to the Trust, or
- (k) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the Board which, in the opinion of the Board, resulted in a resolution of the Board which would not have been made if the actual material conflict of interest had been disclosed, and the Board resolves by at least three-quarters majority that the person’s membership should cease as a result of this failure.

(2) A person also ceases to be a member if the Standing Committee so resolves. The Standing Committee is not required to give reasons for so resolving.

8. Filling of a casual vacancy in the office of member

(1) A casual vacancy among the members may be filled by the Standing Committee.

(2) A person elected to fill a casual vacancy holds office for the balance of the term of the member whose place that person has taken.

9. Members not to be remunerated

(1) A member is not to be remunerated for their service as a member.

(2) Nothing in clause 9(1) prevents a member from being reimbursed for reasonable out of pocket expenses incurred in performing their duties as a member.

Part 4 – Meetings of the Members

10. Chair

(1) The members are to appoint one of their number to be chair for a term which ends on the first to occur of –

- (a) the date (if any) specified in the resolution, and
- (b) the 3rd anniversary of the resolution of appointment, and
- (c) the date on which the appointment is revoked by resolution of the members.

(2) A member who retires as chair under clause 10(1) may be reappointed for a further term.

(3) A person cannot serve as the Chair of the Board for more than nine consecutive years.

11. Secretary

(1) The members are to appoint a person to be the Secretary of the Board.

(2) A person is not required to be a member to be appointed as Secretary.

(3) A member cannot serve as Secretary of the Board for more than nine consecutive years.

12. Meetings of members

(1) The members are to meet at such times as they may determine.

(2) In addition, a meeting of the members is to be convened by the Secretary upon request in writing made by –

- (a) the Chair, or
- (b) any 3 members.

(3) 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.

(4) The Chair is to chair each meeting of the members. If the Chair is not present at a meeting or is unable or unwilling to chair the meeting, or part of a meeting, the members present may elect another member then present to chair that meeting or part thereof.

(5) At a meeting of the members, the Chair has a deliberative vote but does not have a casting vote.

(6) The members must cause minutes to be made of each meeting of the members which record –

- (a) the names of the members present, and
- (b) the name of the person or names of the persons who chaired the meeting, or any part thereof, and
- (c) all disclosures made by a member of any actual 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.

(7) 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.

(8) Subject to this Ordinance, the members may regulate the proceedings of their meetings in such manner as they determine.

13. Quorum

A quorum for a meeting of the members is 5 members.

14. 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 the resolution set out in the document or otherwise identified in the document and the document is signed by all members, 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 14(2) –

(a) 2 or more separate documents containing statements in identical terms each of which is signed by 1 member or more than 1 member 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 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 Secretary.

15. President

(1) The Archbishop is President of the Board.

(2) The President may attend any meeting of the Board and may address the Board on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to the Board.

(3) If the President requests, the Secretary will send him a copy of the agenda for the meeting of the Board referred to in the request.

(4) The President is not a member of the Board, and so is not entitled to vote on any question or proposal being considered by the Board.

(5) The President is permitted to appoint a nominee to exercise his entitlements as President on his behalf.

16. Common Seal

(1) The common seal of the Board is not to be affixed to a document except pursuant to a resolution of the members.

(2) The affixing of the common seal is to be witnessed by 2 members.

Part 5 – Function and Powers of the Board

17. Function of the Board

The function of the Board is to manage and control the Property and other property of which it is the trustee from time to time.

18. Powers of the Board

(1) Subject to this Ordinance and the terms of the trusts on which any property (including the Property) is held by the Board as trustee, the Board has powers necessary to enable it to fulfil its function.

(2) Without limiting the generality of clause 18(1) and the powers granted to the Board under the Act, the Board has the following powers –

(a) to appoint any corporation or person as its attorney to act for and in the name and on behalf of the Board and to revoke any such appointment, and

(b) to appoint and remove officers, employees, agents and attorneys and fix their remuneration, if any, and

- (c) to appoint any committee comprised of members nominated by the Board (which may include persons who are not members of the Board if at least one half of the members of the committee are members of the Board), and delegate to that committee the exercise of any of the powers of the Board (other than approving the affixing of the common seal of the Board), provided that any such committee is chaired by a member of the Board and reports the exercise of its delegated powers to the next Board meeting, and
 - (d) to revoke the appointment of a committee appointed under paragraph (c), and
 - (e) to appoint any one or more Custodians to perform one or more of the following actions in the name of the Board or at the direction of the Board in its own name as nominee for the Board –
 - (i) purchase or sell investments and execute all transfers and assurances necessary for that purpose, and
 - (ii) receive and hold on behalf of the Board any investment, any dividend or other interest accruing in respect of it and any document of title to it in safe custody in the country of purchase, and
 - (iii) procure registration of investments, and
 - (iv) receive, hold and disburse moneys, and
 - (v) perform all actions incidental to any of the powers specified in this clause, and
 - (vi) exercise any other power of the Board as the Board may authorise, and
 - (f) to authorise a Custodian appointed under paragraph (d) to appoint one or more corporations as a sub-Custodian.
- (3) The Board also has the following powers –
- (a) subject to clause 20, to borrow or raise money, and
 - (b) to receive money on deposit or loan, and
 - (c) subject to clause 20 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, and
 - (d) to invest the property of the Board (not being the property of any trust of which the Board is trustee) in accordance with the *Investment of Church Trust Property Ordinance 1990*, and
 - (e) to institute, defend and compromise legal proceedings in respect of the property of the Board, including arbitrations and investigations, and
 - (f) to give guarantees and indemnities for the payment of money or the performance of contracts or obligations by Sydney Diocesan Secretariat or of any other person or corporation and to secure the same on the property of the Board or part thereof, and
 - (g) to create any security interest in respect of its property for a liability of the Board or a body controlled by the Board, and
 - (h) to fetter discretions, such as by the granting of options.

19. 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, and
 - (b) act in good faith in the best interests of the Board and to further the purpose of the Board, and
 - (c) not misuse their position as a member, and
 - (d) not misuse information obtained in the performance of their duties as a member, and
 - (e) disclose any perceived or actual material conflict of interest they have as a member and not participate in discussion or vote on any matter, in which the conflict of interest arises without the approval of the other members, and
 - (f) ensure that the financial affairs of the Board are managed in a responsible manner, and
 - (g) not allow the Board to operate while insolvent.

- (2) A member is taken to act in good faith in the best interest of the Board and to further the purposes of the Board for the purposes of subclause 19(2)(b) if –
- (a) the member acts in good faith in pursuing the purpose of the Board in a manner which advances the broader charitable purposes of the Diocese; and
 - (b) the Board is not insolvent at the time the member acts and does not become insolvent because of the member's act.

20. Liabilities of the Board

- (1) The Board remains and continues to be solely responsible for all liabilities incurred by it or on its behalf.
- (2) 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 Board.
- (3) The Board 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 Board'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 Glebe Administration Board 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 Glebe Administration Board may be able to pay to that party in the event of Glebe Administration Board being wound up."

Part 6 – General

21. Records, Auditor and Reports

- (1) The Board is to comply with all applicable ordinances and policies of the Synod (as amended from time to time), including the *Accounts, Audits & Annual Reports Ordinance 1995*.
- (2) The Board is to keep separate accounts for each trust of which it is the trustee.

22. Reporting to the Standing Committee

- (1) The Board is to report to the Standing Committee from time to time about its affairs.
- (2) The Board is to provide the Standing Committee with such information about its affairs as the Standing Committee requests from time to time.

23. Indemnity

- (1) To the extent permitted by law, the Board 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 Board or a related body corporate) which does not arise out of conduct involving a lack of good faith, or
 - (b) for costs and expenses incurred by that person –
 - (i) in defending proceedings, whether civil or criminal, in which judgement is given in favour of that person or in which that person is acquitted, or
 - (ii) in connection with an application, in relation to those proceedings, in which the court grants relief to that person under the *Corporations Act 2001*.
- (2) The Board need not indemnify a person under clause 23(1) for a liability to the extent that the person is entitled to an indemnity for that liability under a contract of insurance or under any other ordinance.
- (3) To the extent permitted by law, the Board 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 Board, or
- (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 Board; 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 Board.

(4) To the extent permitted by law, the Board 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.

24. Not-for-profit and dissolution of the Board

(1) The property of the Board 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 Board or on its winding-up or dissolution.

(2) If the Board 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.

Table of Amendments

The Glebe Administration Board Ordinance 1930 was amended by a number of Ordinances prior to Ordinance No 12, 2016. These amending Ordinances are no longer relevant since Ordinance No 12, 2016 amended completely the terms of the 1930 Ordinance.

Table of Amendments

Clause 3	Amended by Ordinance No 46, 2020.
Clause 4	Amended by Ordinance No 7, 2022.
Clause 5	Amended by Ordinance No 46, 2020 and Ordinance No 7, 2022.
Clause 7	Amended by Ordinance No 46, 2020.
Clause 10	Amended by Ordinance No 46, 2020.
Clause 11	Amended by Ordinance No 46, 2020.
Clause 15	Amended by Ordinance No 46, 2020.
Clause 18	Amended by Ordinance No 7, 2022.
Clause 19	Amended by Ordinance No 7, 2022.
Clause 21	Amended by Ordinance No 7, 2022.
Schedule	Deleted by Ordinance No 46, 2020.

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4 April 2022