

Anglican Church Growth Corporation Ordinance 2018

No 23, 2018

Long Title

An Ordinance to provide a constitution for the body known as the Anglican Church Growth Corporation.

Preamble

A. The Council of the Sydney Diocesan Car Finance Board was declared a body corporate on 20 May 1955 by publication of the Order of the Governor following passage of *The Council of the Car Finance Board Incorporation Ordinance 1954* (the "Corporation") and was constituted pursuant to the *Car Finance Board Ordinance 1952-1954*.

B. The Corporation was renamed as the "Sydney Diocesan Car Finance and Insurance Board", and later reconstituted pursuant to the *Sydney Anglican Car and Insurance Fund Ordinance 1978* as the "Sydney Anglican Car and Insurance Fund".

C. It is expedient to repeal the *Car Finance Board Ordinance 1952-1954* and the *Sydney Anglican Car and Insurance Fund Ordinance 1978*, to provide a new constitution for the Corporation and to rename the Corporation as the "Anglican Church Growth Corporation".

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

1. Anglican Church Growth Corporation

The Corporation is continued but is renamed the "Anglican Church Growth Corporation".

2. Name of Ordinance

This Ordinance is the *Anglican Church Growth Corporation Ordinance 2018*.

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.

"Diocese" means the Diocese of Sydney.

"Evangelism and New Churches" means the body constituted pursuant to the *Evangelism and New Churches Ordinance 2010*.

"member" means a member of the Corporation.

"Mission Property Committee" means the body constituted pursuant to the *Mission Property Ordinance 2002*.

"NCNC" means NCNC Funds Limited (ACN 606 270 357).

"parochial unit" means a parish or provisional parish recognised under the Parishes Ordinance 1979 and a recognised church or a provisional recognised church under the Recognised Churches Ordinance 2000.

"Property Trust" means the Anglican Church Property Trust Diocese of Sydney.

"Standing Committee" means the Standing Committee of the Synod.

"Synod" means the Synod of the Diocese.

(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 further the work of the Anglican Church of Australia in the Diocese of Sydney by facilitating and assisting the effective use of property and other resources for promoting and proclaiming the gospel of the Lord Jesus Christ by undertaking the functions, and exercising the powers, set out in this Ordinance.

Anglican Church Growth Corporation Ordinance 2018

Part 3 – Membership of the Corporation

5. Membership of the Corporation

- (1) The Corporation is to consist of –
 - (a) the chair of the Mission Property Committee (or a person nominated by the chair),
 - (b) the chair of Evangelism and New Churches (or a person nominated by the chair),
 - (c) the chair of NCNC (or a person nominated by the chair),
 - (d) a person appointed by the Mission Property Committee,
 - (e) at least three but no more than five persons elected by the Standing Committee, and
 - (f) two members appointed by the Archbishop.
- (2) At least two of the members appointed under clause 5(1)(e) are to be members of the 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 nominated, elected or appointed as, or otherwise being, 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) is or has been at any time during the preceding 12 months disqualified from being a responsible person 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 an order or subsisting recommendation issued or recognised under an Ordinance of the Synod which prohibits them from holding the office of member, or
 - (g) is an employee of the Corporation or the Sydney Diocesan Secretariat.
- (4) Every member must, upon being nominated, elected, appointed as, or otherwise becoming, a member, sign the “Statement of Personal Faith” set out in the Schedule and deliver it to the Chair (or the Diocesan Secretary, if no Chair has been appointed) 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 is not eligible to be re-elected or re-appointed as a member if such re-election or re-appointment would, in the ordinary course, result in that person being a member for a continuous period of 14 years or more. 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) A chair of a body referred to in paragraphs 5(1)(a), (b) or (c) may, from time to time, nominate a person under these paragraphs by written notice given to the Chair (or to the Diocesan Secretary, if the nominating person is the Chair).

6. Duration of office of members

- (1) At the first meeting of the Standing Committee next following the first ordinary session of each Synod each person who is a member appointed by the Archbishop and the person who is a member appointed by the Mission Property Committee are to retire from office.
- (2) At the first meeting of the Standing Committee next following each ordinary session of the Synod, each member who is a member elected by the Standing Committee is to retire from office if three years will otherwise elapse since they were last elected as a member by the Standing Committee.
- (3) Subject to this Ordinance, a retiring member is eligible for re-election or re-appointment, and a retiring member remains a member until his or her successor is elected or appointed.
- (4) No vacancy in the office of member affects the authority or powers of the Corporation and,

Anglican Church Growth Corporation Ordinance 2018

subject to clauses 12 and 13, 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 to the Chair (or to the Diocesan Secretary if the resigning member is the Chair), and such resignation takes effect from the date of receipt of the notice by the Chair (or the Diocesan Secretary, as the case may be), 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 person 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 an order or subsisting recommendation issued or recognised under an Ordinance of the Synod which prohibits them from holding the office of member or requires that they be removed from such office, or
 - (i) is absent without the leave of the Corporation for three consecutive meetings of the Corporation and the Corporation resolves that the person's membership should cease, or
 - (j) becomes an employee of the Corporation or the Sydney Diocesan Secretariat.
- (2) A person who is a member at the nomination of the chair of a body also ceases to be a member if the chair of the relevant body revokes the nomination by notice in writing to the Chair (or to the Diocesan Secretary, if the nominating person is the Chair). Thereafter, the relevant chair may appoint another person as their nominee. A chair is not required to give reasons.
- (3) A person who is a member elected by the Standing Committee also ceases to be a member if the Standing Committee so resolves. A person who is a member appointed by the Archbishop ceases to be a member if the Archbishop so determines. A person who is the member appointed by the Mission Property Committee ceases to be a member if the Mission Property Committee so resolves. The Standing Committee, the Archbishop and the Mission Property Committee are not required to give reasons.

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

- (1) A casual vacancy among the members elected by the Standing Committee may be filled by the Standing Committee.
- (2) A casual vacancy in the office of the member appointed by the Archbishop may be filled by the Archbishop.
- (3) A casual vacancy in the office of the member appointed by the Mission Property Committee may be filled by the Mission Property Committee.
- (4) A person elected or appointed to fill a casual vacancy is taken for the purposes of this Ordinance (other than clause 5(5)) to have been elected or appointed on the date that the person whose place they have taken was last elected or appointed.

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

Anglican Church Growth Corporation Ordinance 2018

first to occur of –

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

(2) A member who retires as the Chair under subclauses 10(1)(b), (c) or (d) may be reappointed for a further term, except that a member is not eligible to be re-appointed as Chair if such re-appointment would result in that member being the Chair for a continuous period of 9 years or more. For the purposes of this clause, 2 or more periods of service as Chair will be taken to be one continuous period unless they were separated by a continuous period of at least 12 months during which the person was not the Chair.

11. Meetings of members

- (1) The members are to meet at such times as they may determine.
- (2) In addition, a meeting of the members may be convened by –
 - (a) the Chair, or
 - (b) any three 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) 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 of the meeting.
- (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,
 - (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.
- (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.

12. Quorum

A quorum for a meeting of the members is the greater of –

- (a) five members, and
- (b) one half of the number of Members holding office from time to time (with fractions rounded up to the nearest whole number).

13. Decisions of the members

- (1) Usually, the members will make decisions by resolution passed at a meeting of the members.
- (2) A resolution of the Corporation will be passed without a meeting if –
 - (a) a copy of the proposed resolution is sent to all members at the request of the Chair (other than members who, at that time, have leave of absence) and a reasonable timeframe within which members may indicate their support for or objection to the proposed resolution being passed is specified,

Anglican Church Growth Corporation Ordinance 2018

- (b) at least 75% of members indicate within the specified timeframe that they support the proposed resolution being passed, and
- (c) no member objects within the specified timeframe either to the proposed resolution being passed or the proposed resolution being passed without a meeting.

14. President

- (1) The Archbishop is President of the Corporation.
- (2) The President may attend any meeting of the Corporation and may address the Corporation on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to the Corporation.
- (3) The President is entitled, upon request, to receive the board papers for any meeting of the Corporation.
- (4) The President is not a member of the Corporation, and so is not entitled to vote on any question or proposal being considered by the Corporation.

15. 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.

Part 5 – Function and Powers of the Corporation

16. Function of the Corporation

- (1) Subject to the terms of this Ordinance, the function of the Corporation is to develop strategy and policy, provide advice and assist in the provision of resources for ministry growth initiatives involving the acquisition or development of real property or the proposed acquisition or development of real property (“property initiatives”) in greenfield and existing urban areas including by —
 - (a) setting and reviewing strategy and policies, and assisting in providing appropriate resources, for the Mission Property Committee,
 - (b) promoting and enabling strategic cooperation between the Mission Property Committee, NCNC and Evangelism and New Churches in relation to property initiatives,
 - (c) facilitating communication about potential property initiatives among those organisations, relevant parishes and the relevant Regional Bishop, and other diocesan organisations,
 - (d) providing an early point of reference for parishes seeking to pursue property initiatives,
 - (e) providing advice to parishes in respect to strategy and fundraising related to property initiatives,
 - (f) coordinating the provision of people, property and financial resources in relation to property initiatives,
 - (g) facilitating constructive relationships between all involved in a particular property initiative,
 - (h) such other activities as the Corporation may from time to time determine to facilitate property initiatives, and
 - (i) such other things as are incidental and conducive to the attainment of these functions.

17. Powers of the Corporation

- (1) Subject to this Ordinance and the terms of the trusts on which any property is held, the Corporation has the powers necessary to enable it to perform its functions.
- (2) The Corporation may only exercise its functions and powers with respect to the acquisition or development of real property held on trust for the purposes of a parochial unit or a diocesan organisation (including without limitation by setting and reviewing strategy and policies for the Mission Property Committee which impacts such property) with the written consent of the Regional Bishop and a majority of the members of the parish council of the parochial unit, or the

Anglican Church Growth Corporation Ordinance 2018

council of the diocesan organisation, as the case may be.

(3) The Corporation may, from time to time, by resolution, determine or set strategies and policies in respect of the acquisition or development of real property or the proposed acquisition or development of real property and the Mission Property Committee must comply with those strategies and policies in the performance of its powers and functions.

(4) Nothing in this Ordinance limits the obligations, powers and discretions of the NCNC as trustee of any public ancillary fund or any fund that has deductible gift recipient status which apply under, or operate pursuant to, law.

18. Executive Director

(1) The Corporation may appoint an Executive Director (who is to report directly to the Corporation) for such period, for such remuneration and on such terms as the Corporation may resolve and, subject to those terms and the law, may revoke such appointment.

(2) 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.

(3) 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 Schedule.

(4) 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.

(5) 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.

19. Duties of members

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, and
- (g) manage the financial affairs of the Corporation in a responsible manner.

20. Liabilities of the Corporation

(1) The Corporation 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 Corporation.

(3) 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.

Anglican Church Growth Corporation Ordinance 2018

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

Part 6 – General

21. Records, Auditor and Reports

The Corporation is to comply with the *Accounts, Audits & Annual Reports Ordinance 1995* as if it were listed in Schedule 3 of that Ordinance.

22. Reporting to Standing Committee

The Corporation must –

- (a) provide to the Standing Committee a copy of any resolution referred to in clause 17(3) determining or setting strategies and policies in respect of the acquisition or development of real property or the proposed acquisition or development of real property,
- (b) provide to the Standing Committee any information as to the affairs of the Corporations which it may be requested to provide by a resolution of the Standing Committee, and
- (c) at least every three months report to the Standing Committee in respect to the pursuit of its purposes and functions including an itemised list of properties acquired or being developed under the powers in Clause 17.

23. 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 26(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

Anglican Church Growth Corporation Ordinance 2018

criminal and whatever their outcome.

24. Not-for-profit status 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.

25. Review of Ordinance

The Standing Committee will review the operation of this Ordinance on or before 3 years after its commencement.

Part 7 – Amendment and Repeal

26. Amendment and assurance

(1) Clause 5 of the *Sydney Church of England Finance and Loans Board (Provision of Capital) Ordinance 2005* is amended by inserting the matter “in relation to an event occurring prior to the date of commencement of the Anglican Church Growth Corporation Ordinance 2018” after the words “Car Fund”.

(2) 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 in relation to an event occurring prior to the date of commencement of the Anglican Church Growth Corporation Ordinance 2018.

27. Repeal

The *Car Finance Board Ordinance 1952-1954* and the *Sydney Anglican Car and Insurance Fund Ordinance 1978* are repealed, without invalidating anything validly done under, or pursuant, to those ordinances prior to the date of commencement of this Ordinance.

Schedule – Statement of Personal Faith

1. I believe and hold to the truth of the Christian faith as set forth in the Nicene Creed, as well as the Apostles' Creed as set out below –

*I believe in God, the Father Almighty,
maker of heaven and earth;
and in Jesus Christ, his only Son our Lord,
who was conceived by the Holy Spirit,
born of the virgin Mary, suffered under Pontius Pilate,
was crucified, dead, and buried.
He descended into hell.
The third day he rose again from the dead
He ascended into heaven,
and is seated at the right hand of God the Father almighty;
from there he shall come to judge the living and the dead.
I believe in the Holy Spirit;
the holy catholic church;
the communion of saints;
the forgiveness of sins;
the resurrection of the body,
and the life everlasting.*

2. In particular I believe –
 - (a) that God's word written, the canonical Scriptures of the Old and New Testaments, is the supreme authority in all matters of faith and conduct;
 - (b) there is only one way to be reconciled to God which is through his Son, Jesus Christ, who died for our sins and was raised for our justification;

Anglican Church Growth Corporation Ordinance 2018

and

(c) that we are justified before God by faith only.

3. I shall endeavour to fulfil my duties as a member/Executive Director of the Anglican Church Growth Corporation in accordance with its Christian ethos and its constituting ordinance.
4. I agree that my continuance as a member/Executive Director of the Anglican Church Growth Corporation is dependent upon my continuing agreement with this statement and I undertake to resign if this ceases to be the case.

.....
(signature)

.....
Name

.....
Date

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

R TONG
Chair of Committees

I Certify that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on 24 September 2018.

D GLYNN
Secretary

I Assent to this Ordinance.

GN DAVIES
Archbishop
25/09/2018