

Living Faith Council Ordinance 2020

No 52, 2020

Long Title

An Ordinance to constitute and define the functions of a body for the purposes of ministry to persons who experience same-sex attraction or gender incongruence.

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

Part 1 – Preliminary

1. Name

This Ordinance is the Living Faith Council Ordinance 2020.

2. Interpretation

(1) In this Ordinance –

Archbishop means the Archbishop of the Diocese or if the See is vacant the Administrator of the Diocese.

Council means the governing body constituted under this Ordinance.

Chair, at any time, means the person who, at that time, is acting as Chair of the Council.

Synod means the Synod of the Diocese of Sydney.

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

(2) In this Ordinance –

(a) headings are used for convenience only and do not affect the interpretation of this Ordinance,

(b) references to any legislation or to any section of any legislation include any modification or re-enactment of it and any legislation substituted for it,

(c) a reference to a clause is a reference to a clause of this Ordinance.

Part 2 – Purpose, Constitution, Functions and Powers

3. Purpose

The purpose of the Council is to advance the purposes of the Anglican Church of Australia in the Diocese of Sydney through gospel ministry to persons who experience same-sex attraction or gender incongruence.

4. Constitution

The Council is constituted with the purpose, functions and powers set out in this Ordinance.

5. Functions of the Council

The functions of the Council are –

(a) to offer biblical encouragement and support to Christian men and women who experience same-sex attraction or gender incongruence so that they might walk in a way that is faithful to Christ,

(b) to offer biblical encouragement and support to families, spouses and friends of people who experience same-sex attraction or gender incongruence,

(c) to provide education and develop resources for churches, organisations and individuals regarding biblical perspectives on sexuality and gender, and how these can be expressed in ways which honour Christ,

(d) to equip Christians to support those seeking to express their sexuality in ways which honour Christ, especially those who experience same-sex attraction or gender incongruence, and

(e) such other things as are incidental or conducive to the attainment of the above functions.

6. Powers of the Council

(1) Subject to this Ordinance, the Council has power to carry out its functions.

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- (2) Without limiting the generality of subclause 6(1), the Council has power to –
 - (a) acquire property by purchase, donation or otherwise,
 - (b) use any money paid to or property vested in the Council,
 - (c) enter into contracts,
 - (d) to appoint and remove officers, employees, agents and attorneys, to fix their remuneration, if any, and to delegate authority to incur expenses and undertake expenditure on its behalf, and
 - (e) open and operate bank accounts and determine the persons by whom cheques and other bank documents shall be signed or endorsed.

Part 3 – Membership of the Council

7. President

- (1) The Archbishop is the President of the Council.
- (2) The President may attend any meeting of the Council and may address the Council on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to the Council.
- (3) If the President requests, the Council must send him a copy of the agenda for the meeting of the Council referred to in the request.
- (4) The President is not a member of the Council, and so is not entitled to vote on any question or proposal being considered by the Council.
- (5) The President is permitted to appoint a nominee to exercise his entitlements as President on his behalf.

8. Membership of the Council

- (1) The members of the Council are –
 - (a) up to 3 persons appointed by the Archbishop,
 - (b) 6 persons elected by the Standing Committee, and
 - (c) up to 2 persons elected by the other members of the Council.
- (2) At least one person appointed by the Archbishop and two persons elected by the Standing Committee are to be 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 purpose of this clause.
- (3) To be eligible for appointment or election as a member of the Council, a person must –
 - (a) be of Christian faith and character, and
 - (b) attend regularly and be actively involved in a Bible-based Christian Church.
- (4) Every Member must, upon being appointed or elected, sign the “Statement of Personal Faith” set out in the Synod Governance Policy and deliver it to the Chair of the Council within 28 days of the date of their appointment or election.
- (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.

9. Duration of office of members

- (1) One of the persons appointed by the Archbishop, two of the persons elected by the Standing Committee and one of the persons appointed by the Council are to retire at the first Standing Committee meeting next following each ordinary session of the Synod.
- (2) Subject to this Ordinance, a retiring member is eligible for reappointment or re-election and a retiring member remains a member until his or her successor is elected or appointed.
- (3) The members who are to retire under this clause are those members who have been in office longest since their last election. As between persons who were elected as members on

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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 Council and, subject to clauses 15 and 16, that authority and those powers may be exercised by the members holding office from time to time.

10. Casual vacancies in the office of a member

(1) A casual vacancy arises when a member of the Council is disqualified from being appointed or elected or remaining as a member if the person –

- (a) dies, or
- (b) resigns as a member by written notice addressed to the Chair and, in such a case, unless the notice specifies a later date, the resignation is effective when the Chair receives the notice, or
- (c) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or
- (d) is disqualified from being a responsible person by the Commissioner of the Australian Charities and Not-for-profits Commission, or
- (e) becomes an insolvent under administration, or
- (f) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health or who is otherwise incapable of acting, or
- (g) is convicted of a crime or an offence punishable by imprisonment for 12 months or longer, or
- (h) is subject to a recommendation under the *Ministry Standards Ordinance 2017* (or under any equivalent legislation or policy in any other diocese or church) that he or she be prohibited from holding office or should be removed from office as a member,
- (i) is absent without leave for three consecutive meetings of the Council and the Council resolves by at least three-quarters of its members that the person's membership should cease, or
- (j) fails to sign the statement required under subclause 8(5) or fails to deliver this statement to the Chair of the Council within 4 weeks of the date of their appointment or election or declares that he or she is no longer able to subscribe to the applicable declaration, or
- (k) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the Council which, in the opinion of the Council, resulted in a resolution of the Council which would not have been made if the actual material conflict of interest had been disclosed, and the Council resolves by at least three-quarters of its members that the person should cease to be a member, or
- (l) becomes an employee of the Council.

(2) A person who is the member appointed by the Archbishop ceases to be a member if the Archbishop so determines. 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 elected by the Council also ceases to be a member if the Council so resolves. The Archbishop, the Standing Committee and the Council are not required to give reasons.

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

(1) A casual vacancy among the members appointed by the Archbishop may be filled by the Archbishop.

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

(3) A casual vacancy among the members elected by the Council may be filled by the Council.

(4) 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.

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12. Defect in Appointment

If it is discovered that –

- (a) there was a defect in the appointment of a person as a member or as a member of a Council committee, or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Council or the Council committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

Part 4 – Meetings

13. 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 the Chair ceases to be a member,
- (b) the date (if any) specified in the resolution of appointment,
- (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 Chair may be reappointed for a further term.

(3) A person cannot serve as the Chair of the Council for more than 9 consecutive years.

14. Meeting

(1) A meeting of the Council may be convened by –

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

(2) The Council must meet at least once in each quarter and are to otherwise meet at such times as it may determine.

(3) A meeting of the Council 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 that 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 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 Council.

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

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15. Quorum

Subject to paragraph 17(1)(c), the quorum for a meeting of the members is one half of the membership of the Council, which must include at least 1 member who is a member of clergy, where the number of members required shall be calculated without taking into account any member who, at the time the transaction of the business, is on leave of absence formally approved by the Council.

16. Decisions of the Council

- (1) Usually, the Council will make decisions by resolution passed at a meeting of the members.
- (2) If a document contains a statement that the signatories to it are in favour of a resolution set out in the document or otherwise identified in the document and the document is signed by at least 75% of the members (other than members who are, at that time, overseas or have leave of absence), a resolution in those terms will be taken to have been passed at a meeting of members held on the day and at the time at which the document was last signed by a member.
- (3) For the purposes of subclause 16(2) –
 - (a) 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more members will be taken together to constitute 1 document containing a statement in those terms signed by those members on the respective dates on which they signed the separate documents, and
 - (b) an email message which is received by the Chair (or any person appointed as Secretary of the Council) 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 Chair (or Secretary).
- (4) The minutes of the next Council meeting must record that a resolution was passed in accordance with this clause.

17. Material Conflict of Interest

- (1) A member who has a perceived or actual material conflict of interest in a matter to be considered by the Council –
 - (a) must disclose that interest to the Council before it is considered by the Council,
 - (b) must not vote on the matter or be present while the matter is being considered by the Council, and
 - (c) must not be counted in a quorum in relation to that matter.
- (2) Subclause 17(1) does not apply to an interest that the member has as a member in common with the other members.
- (3) Without limiting the situations in which a member could have a material conflict of interest, a member has a material conflict of interest in any transaction or proposed transaction under which the Council provides or could provide a material financial benefit to the member or to a related person (being the member's spouse, children, grandchildren, parents, siblings or spouse of any of them) or to any entity in which the member or a related person has an interest.
- (4) The obligations under this clause do not limit in any way the obligations on members under the law.
- (5) A contravention by a member of this clause does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.

Part 5 – Committees of the Council

18. Council may appoint Committees

For the purpose of assisting the Council in carrying out its functions the Council may, by resolution, establish 1 or more committees with such powers and functions as the Council may think fit.

19. Membership of Committees

A committee established by the Council may include persons who are not members of the Council.

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Part 6 – Miscellaneous

20. Accounts Ordinance

The Council must comply with the terms of the *Accounts, Audits and Annual Reports Ordinance 1995*.

21. Investments

All property held for the Council and available for investment must only be invested in accordance with the *Investment of Church Trust Property Ordinance 1990*.

22. Reports to be made to Synod and Standing Committee

The Council must provide regular reports of its activities to the Standing Committee and must provide a report to each ordinary session of the Synod.

23. Indemnity

(1) To the extent permitted by law, the Council is to indemnify out of the assets held by or for the purposes of the Council 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 Council) 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 Council need not indemnify a person under subclause 22(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 Council 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 Council,
- (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 Council, 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 Council.

(4) To the extent permitted by law, the Council 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. Review of Ordinance

The operations of the Council must be reviewed by the Standing Committee as soon as practicable after 3 years after the date of assent to this ordinance.

25. Not-for-profit and dissolution of the Council

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

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(2) If the Council 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.

26. Commencement of Functions

The Council is not to exercise any of its functions under clause 5 until a date determined by Standing Committee by resolution.

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

D S MARR
Deputy Chair of Committee

I Certify that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on 14 September 2020.

D GLYNN
Secretary

I Assent to this Ordinance.

GN DAVIES
Archbishop

14/09/2020