

# Anglican Church Growth Corporation Ordinance 2018

(Reprinted under the Interpretation Ordinance 1985.)

The Anglican Church Growth Corporation Ordinance 2018 as amended by the Anglican Church Growth Corporation Ordinance 2018 Amendment Ordinance 2020, the Accounts, Audits and Annual Reports Ordinance 1995 Amendment Ordinance 2020, the Anglican Church Growth Corporation Ordinance 2018 Further Amendment Ordinance 2020, the Anglican Church Growth Corporation and Mission Property Amendment Ordinance 2021, the Mission Property Fund Ordinance 2002 Amendment Ordinance 2022, the Anglican Church Growth Corporation Ordinance 2018 Amendment Ordinance 2022, and the Anglican Church Growth Corporation Ordinance 2018 Further Amendment Ordinance 2022.

## Table of Provisions

Clause	
1	Anglican Church Growth Corporation
2	Name of Ordinance
3	Definitions and Interpretation
Part 2 – Purpose of the Corporation	
4	Purpose
Part 3 – Membership of the Corporation	
5	Membership of the Corporation
6	Duration of office of members
7	Casual vacancies in the office of member
8	Filling of a casual vacancy in the office of member
9	Members not to be remunerated
Part 4 – Meetings of the Members	
10	Chair
11	Meetings of Members
12	Quorum
13	Decisions of the members
14	President
15	Common Seal
Part 5 – Function and Powers of the Corporation	
16	Function of the Corporation
17	Powers of the Corporation
17A	Further powers in relation to collaborative property initiatives
18	Delegation
19	Executive Director
20	Duties of members
21	Liabilities of the Corporation
Part 6 – General	
22	Records, Auditors and Reports
23	Reporting to Standing Committee
24	Indemnity
25	Not-for-profit status and dissolution of the Corporation
Part 7 – Amendment and Repeal	
26	Amendment and assurance
27	Repeal

## 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.

“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.

“Responsible Person” means an individual who –

- (a) performs a significant public function,
- (b) is a member of a professional body having a code of ethics or rules of conduct,
- (c) is officially charged with spiritual functions by a religious institution,
- (d) is a director of a company whose shares are listed on the Australian Securities Exchange,
- (e) has received formal recognition from government for services to the community,
- (f) is an individual before whom a statutory declaration may be made, or
- (g) is approved as a Responsible Person by the Commissioner of Taxation

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

“Synod” means the Synod of the Diocese.

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

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

## Part 2 – Purpose of the Corporation

### 4. Purpose

(1) 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.

(2) In recognition that the Corporation is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Corporation 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 Corporation

### 5. Membership of the Corporation

(1) The Corporation is to consist of –

- (a) the chair of Evangelism and New Churches (or a person nominated by the chair),
- (b) at least five and no more than seven persons elected by the Standing Committee, and
- (c) four members appointed by the Archbishop.

(2) At least two of the members appointed under clause 5(1)(b) 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) If the members of the Corporation are the ex-officio directors of a company that is trustee of a public ancillary fund or endorsed to operate a deductible gift recipient fund, a majority of the members appointed under clause 5(1) must be Responsible Persons.

(4) 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.

(5) Every member must, upon being nominated, elected, appointed as, or otherwise becoming, a member, sign the “Statement of Personal Faith” set out in the Synod Governance Policy 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.

(6) 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. Duration of office of members

(1) At the first meeting of the Standing Committee next following each ordinary session of each Synod each person who is a member appointed by the Archbishop is to retire from office if

three years will otherwise elapse since they were last appointed by the Archbishop.

(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) At the first meeting of the Standing Committee next following each ordinary session of the Synod, the member who is a member by virtue of clause 5(1)(a) is to retire from office if three years will otherwise elapse since they last were nominated as, or otherwise became, a member.

(4) 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.

(5) No vacancy in the office of member affects the authority or powers of the Corporation and, 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 Services, or
- (k) is absent without leave for 3 consecutive meetings of the Corporation and the Corporation resolves that the person's membership should cease, or
- (l) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the Corporation which, in the opinion of the Corporation, resulted in a resolution of the Corporation which would not have been made if the actual material conflict of interest had been disclosed, and the Corporation resolves by at least a three-quarters majority that the person's membership should cease as a result of this failure.

(2) 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. The Standing Committee and the Archbishop 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 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 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.
- (3) A person cannot be the Chair if a member of the person's immediate family is employed by the Corporation unless the members have considered the circumstances and unanimously agreed to it by secret ballot.

#### **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,
  - (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.
- (5) The President may appoint a nominee to exercise these entitlements on his behalf.

## **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 functions of the Corporation are to –
  - (a) act as trustee of the Ministry Infrastructure Development Fund, and
  - (b) develop strategy and policy, provide advice, assist in the provision of resources and undertake projects 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 –
    - (i) setting and reviewing strategy and policies,
    - (ii) promoting and enabling strategic cooperation between the Corporation, NCNC, and Evangelism and New Churches in relation to property initiatives,
    - (iii) facilitating communication about potential property initiatives among those organisations, relevant parishes and the relevant Regional Bishop, and other diocesan organisations, providing an early point of reference for parishes seeking to pursue property initiatives,
    - (iv) providing advice to parishes in respect to strategy and fundraising related to property initiatives,
    - (v) coordinating the provision of people, property and financial resources in

- relation to property initiatives,
- (vi) facilitating constructive relationships between all involved in a particular property initiative,
- (vii) acting as trustee of church trust property (including real property),
- (viii) developing real property,
- (ix) such other activities as the Corporation may from time to time determine to facilitate property initiatives, and
- (x) 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 or to be held on trust for the purposes of a parochial unit or a diocesan organisation with the written consent of the Regional Bishop and a majority of the members of the parish council of the parochial unit, or the council of the diocesan organisation, as the case may be.
- (3) 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.

## **17A. Further powers in relation to collaborative property initiatives**

- (1) In this clause –
  - “collaboration agreement” has the meaning given by clause 17A(2)(a).
  - “costs” means all costs and expenses incurred in relation to undertaking the collaboration agreement and the property initiatives, but does not include –
    - (a) the internal costs and expenses of a diocesan entity, including the staff costs of all diocesan entities, the Standing Committee or the Property Trust, and
    - (b) the costs and expenses of the Corporation performing its obligations under an agreement with a development partner.
  - “diocesan entity” means an entity or officer of the Diocese.
  - “development partner” means an entity approved by the Standing Committee for a property initiative, or a class of property initiatives, on the recommendation of the Growth Corporation.
  - “development management agreement” has the meaning given by clause 17A(2)(b).
  - “property initiative” means a development or proposed development of real property held on trust for the purposes of a parochial unit which is undertaken through the exercise of the powers and functions of the Corporation under clause 17(2), and includes any acquisition or proposed acquisition of real property as part of that development or proposed development.
  - “relevant agreements” means the collaboration agreement and development management agreements together.
- (2) Subject to subclauses (3) and (4), the Corporation is authorised to enter into –
  - (a) an agreement (the “collaboration agreement”) with the development partner on such terms and conditions as are approved by the Corporation for the purposes of –
    - (i) ascertaining the feasibility of property initiatives, and
    - (ii) establishing a framework –
      - (A) to undertake the development or acquisition of any real property, and
      - (B) to promote ordinances to the Standing Committee, necessary to undertake those property initiatives which are ascertained to be feasible, and
  - (b) any agreement contemplated by the collaboration agreement which is necessary to undertake a property initiative (a “development management agreement”).

(3) The relevant agreements must include terms in a form approved by the Standing Committee by which the development partner agrees to –

- (a) meet all costs, and
- (b) indemnify diocesan entities, associated with a property initiative, against loss suffered or a claim made in relation to the property initiative,

provided that where the Corporation is, or will at the time a property initiative is commenced be, the trustee of the property the subject of the property initiative –

- (i) a development management agreement is not required to include a term by which the development partner meets all costs of the property initiative to the extent the Corporation is to meet such costs, and
- (ii) the indemnity required of the development partner may be reduced by contributing the property the subject of the property initiative as security for development financing.

(4) Any terms in a relevant agreement in relation to the development partner's obligations under subclause (3), including terms by which the development partner is entitled to recover the costs, must give proper regard to the obligations that the development partner is reasonably responsible for in connection with the property initiatives and be in a form approved by the Standing Committee.

(5) The Corporation is responsible to each associated diocesan entity for the management of the property initiatives and for this purpose must, on the request of a diocesan entity supported by reasonable evidence of loss incurred or claim made in relation to a property initiative, undertake best endeavours to enforce the indemnity referred to in subclause (3)(b) for the benefit of that diocesan entity.

(6) Any unfunded liability incurred by the Corporation under the relevant agreements arising from a failure by a parochial unit to meet its obligations under the terms of a consent given under clause 17(2) will be met from funds under the control of the Synod on application by the Corporation to the Standing Committee.

(7) For the avoidance of doubt –

- (a) the Property Trust bears no responsibility for a property initiative, and
- (b) a diocesan entity, including the parish, has no recourse to the Property Trust to meet any loss suffered or claim made in relation to a property initiative.

## **18. Delegation**

(1) The Corporation may delegate any of its powers (other than approving the affixing of the common seal of the Corporation) to a committee or committees and such other persons, as the Corporation thinks fit.

(2) A committee or person to which any powers have been delegated under this clause must exercise those powers in accordance with any directions or protocols of the Corporation. A power so exercised is taken to have been exercised by the Corporation.

(3) Any such committee is to be chaired by a member of the Corporation and report the exercise of its delegated functions to the next meeting of the Corporation.

## **19. 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 Synod Governance Policy.

(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.
- (6) The Executive Director has the right to attend and speak at meetings of the Corporation unless the members determine that he or she should not be present for a particular meeting, or part thereof.

## **20. Duties of members**

- (1) A member is taken to act in good faith in the best interest of the Corporation and to further the purposes of the Corporation for the purpose of subclause 20(2)(b) if –
- (a) the member acts in good faith in pursuing the purpose of the Corporation in a manner which advances the broader charitable purposes of the Diocese; and
  - (b) the Corporation is not insolvent at the time the member acts and does not become insolvent because of the member's act.
- (2) 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,
  - (g) manage the financial affairs of the Corporation in a responsible manner, and
  - (h) not allow the Corporation to operate while insolvent.
- (3) The Corporation should maintain records of applicable eligibility criteria.
- (4) The board should, in governing the Corporation, exercise all the powers of the Corporation.

## **21. 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.

"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

## **22. Records, Auditor and Reports**

The Corporation is to comply with the *Accounts, Audits & Annual Reports Ordinance 1995* and all applicable ordinances and policies of the Synod (as amended from time to time).

## **23. Reporting to Standing Committee**

The Corporation must –

- (a) provide to the Standing Committee a copy of any strategies or policies developed under the function in clause 16(1)(b) 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 of the pursuit of its purposes and functions including an itemised list of properties acquired or being developed under the powers in Clause 17.

## **24. 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 24(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 criminal and whatever their outcome.

## **25. 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.

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.

---

## Notes

The original form of the ordinance was assented to on 25 September 2018.

## Table of Amendments

Clause 2	Amended by Ordinance No 52, 2021.
Clause 3	Amended by Ordinance No 52, 2021 and No 40, 2022
Clause 4	Amended by Ordinance No 40, 2022.
Clause 5	Amended by Ordinance No 52, 2021 and No 40, 2022
Clause 6	Amended by Ordinance No 52, 2021 and No 40, 2022.
Clause 7	Amended by Ordinance No 52, 2021 and No 40, 2022.
Clause 8	Amended by Ordinance No 52, 2021.
Clause 10	Amended by Ordinance No 40, 2022.
Clause 14	Amended by Ordinance No 40, 2022.
Clause 16	Amended by Ordinance No 52, 2021, No 21 2022, and No 46, 2022.
Clause 17	Amended by Ordinance No 52, 2021 and No 46, 2022.
Clause 17A	Inserted by Ordinance No 1, 2020. Amended by Ordinance No 31, 2020, Ordinance No 52, 2021, and No 46, 2022.
Clause 18	Inserted by Ordinance No 52, 2021. Amended by Ordinance No 40, 2022.
Clause 19	Amended by Ordinance No 40, 2022.
Clause 20	Amended by Ordinance No 40, 2022.
Clause 21	Amended by Ordinance No 13, 2020.
Clause 22	Amended by Ordinance No 40, 2022.
Clause 23	Amended by Ordinance No 52, 2021.
Clause 24	Amended by Ordinance No 52, 2021.
Clause 26	Original clause deleted and remaining clauses renumbered by Ordinance No 52, 2021.
Schedule	Omitted by Ordinance No 40, 2022.

STEVE LUCAS  
**Senior Legal Counsel**

BRIONY BOUNDS  
**Diocesan Secretary**

21 November 2022