

# Abbotsleigh Ordinance 1924

(Reprinted under the Interpretation Ordinance 1985.)

The Abbotsleigh College Ordinance of 1924 as amended by the Abbotsleigh (Amendment) Ordinance of 1933, the Abbotsleigh College (Further Amendment) Ordinance 1944, the Abbotsleigh (Amendment) Ordinance 1948, the Anglican Church of Australia Act 1976, the Abbotsleigh Ordinance 1924-1948 Amending Ordinance 1980, the Abbotsleigh Ordinance 1924-1981 Amending Ordinance 1981, the Diocesan Officers (Retirement) Ordinance 1987, the Investment of Church Trust Property Ordinance 1990, the Abbotsleigh Amendment Ordinance 1992, the Accounts, Audits and Annual Reports Ordinance 1995, the Diocesan Officers (Retirement) Repeal Ordinance 2001, the Abbotsleigh Ordinance 1924 Amendment Ordinance 2010 and the Borrowing Limits of Diocesan Organisations Amendment Ordinance 2016.

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## Long Title

An Ordinance to acquire the School known as "Abbotsleigh College" and to regulate the Constitution of the Council of the said School and the management of its affairs and to provide for the course of instruction to be imparted therein and for other matters in connection with the order and discipline thereof.

## Preamble

Whereas on behalf of the Anglican Church of Australia the School "Abbotsleigh College" situated at Wahroonga in the State of New South Wales has been acquired by certain members of the Anglican Church of Australia as from the First day of September One thousand nine hundred and twenty-four from Miss Margaret Egerton Murray by virtue of a certain Agreement dated the fourth day of June One thousand nine hundred and twenty-four for the purpose of establishing the said School as a Ladies' College governed by a Council under the auspices of the Anglican Church of Australia And Whereas since the date of such acquisition the said Abbotsleigh College has been under the government of a Council consisting of fifteen persons with the Archbishop as President ex-officio And Whereas it is expedient to confirm and endorse the action of the said members and to adopt the said School and to make rules and regulations touching the constitution thereof and the appointment and powers of the Council of the said School and the course of instruction to be imparted in the said School and all matters in connection with the order and discipline thereof Now Therefore the Synod of the Diocese of Sydney in pursuance of the powers in that behalf conferred upon it by the Constitutions for the management and good government of the Anglican Church of Australia within the State of New South Wales and of all powers vested in the said

Synod by the “Anglican Church of Australia Trust Property Act 1917” Ordains and Rules as follows: –

#### **Definition of “the Council”**

1. In this ordinance, the term “the Council” means The Council of Abbotsleigh a body corporate constituted by the Anglican Church of Australia (Bodies Corporate) Act 1938.

#### **Name of the School**

2. The Council shall govern the school known as and named “Abbotsleigh”.

#### **Membership of the Council**

3. The members of the Council shall (subject to clause 10) be the Archbishop of Sydney for the time being and fourteen (14) other persons of whom nine (9) persons, namely, two (2) clergymen, four (4) laymen and three (3) laywomen shall be appointed by the Synod and three (3) women shall be appointed by the Abbotsleigh Old Girls' Union from amongst its members so long as the Union exists and consists of not less than forty (40) financial members and two (2) persons shall be appointed by the other members of the Council provided always that in the absence from the State or the incapacity of the Archbishop or during the vacancy of the See the Administrator of the Diocese shall be deemed to be an ex-officio member of the Council.

The two persons to be elected by the other members of the Council shall be elected as follows –

- (a) The Chairman shall give not less than 14 days' notice in writing to each member of the date for the closing of nominations.
- (b) On or before the date for the closing of nominations, each member may, by writing addressed to the Chairman, nominate not more than 2 persons for election. A nomination –
  - (i) shall include the name, age, address and occupation of the nominee and such other matter as the Chairman may deem appropriate or as the Council may from time to time determine, and
  - (ii) shall state that the nominee consents to serve, if elected, for a term of 4 years or such lesser term as may be determined in accordance with this ordinance.
- (c) As soon as practicable after the date for the closing of nominations, the Chairman shall give not less than 14 days' notice in writing to each member of the date of a special or ordinary meeting of the Council at which the election shall be held. The notice shall include the matter referred to in paragraph (b)(i) in relation to each nominee.
- (d) The members present at the special or ordinary meeting of the Council of which notice has been given under paragraph (c) may, before the election, resolve, by simple majority, that any one or more of the nominees shall be excluded from the election.
- (e) If, after the exclusion of any nominees pursuant to paragraph (d), the number of nominees does not exceed the number of vacancies, the Chairman shall declare those nominees duly elected.
- (f) If, after the exclusion of any nominees pursuant to paragraph (d), the number of nominees exceeds the number of vacancies, a vote shall be taken by secret ballot.
- (g) On the taking of a vote –
  - (i) where there is one vacancy to be filled –
    - (a) the Chairman shall declare the nominee with the greater or greatest number of votes to have been elected; or
    - (b) where 2 or more nominees receive an equal number of votes, any nominees receiving a lesser number of votes shall be eliminated, a further vote shall be taken in respect of the remaining nominees and the remaining nominee who obtains the greatest or greater number of votes as a consequence of that further vote shall be declared by the Chairman to have been elected.

If all nominees or 2 or more remaining nominees receive an equal number of votes, the nominee to be elected shall be determined by the Chairman.
  - (ii) where there is more than one vacancy to be filled –

- (a) the Chairman shall declare the nominees who have each received a higher number of votes than the number of vacancies by which the number of vacancies is exceeded to have been elected;
- (b) where a greater number of nominees than the number of vacancies to be filled receive an equal number of votes, any nominees receiving a lesser number of votes shall be eliminated and a further vote taken in respect of the remaining nominees; or
- (c) where 2 or more nominees receive an equal number of votes for the last vacancy to be filled, a further vote shall be taken in respect of those nominees and the nominee who obtains the greatest or greater number of votes as a consequence of that further vote shall be declared by the Chairman to have been elected.

If all nominees or a number of nominees greater than the number of vacancies or remaining vacancies receive an equal number of votes, the nominees to be elected shall be determined by the Chairman.

#### **President of the Council**

4. The Archbishop of Sydney for the time being shall be the President of the Council.

#### **Chairman of the Council**

5. A Chairman may be elected by the Council from amongst its members who shall in the absence of the President preside at all meetings of the Council and in the absence of the President and of the Chairman the members present shall from amongst their number elect a Chairman of the day. The Chairman shall have a deliberative vote only.

#### **Quorum at Council Meetings**

6. At meetings of the Council five members shall form a quorum.

#### **Casual Vacancies on the Council**

7. (1) A member of the Council ceases to be a member of the Council if the member –
- (a) dies;
  - (b) resigns by written notice given to the Secretary of the Council or, in the case of a person appointed by the Synod, given to the Diocesan Secretary;
  - (c) becomes bankrupt or makes an arrangement or composition with his creditors generally;
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - (e) ceases to hold any qualification for office.
- (2) A member of the Council also ceases to be a member of the Council if –
- (a) in the case of a member appointed by the Synod - the Synod or the Standing Committee of the Synod, by resolution, declares that the office of that member shall become vacant;
  - (b) in the case of a member appointed by the Abbotsleigh Old Girls' Union - if two-thirds of the Committee of that Union, by resolution, declares that the office of that member shall become vacant; and
  - (c) in the case of a member appointed by the Council, if three-fourths of the members of the Council, by resolution, declare that the office of that member shall become vacant.

(3) A member of the Council also ceases to be a member upon the twelfth anniversary of his/her first appointment to the Council provided that if a member of the Council is the Chairman or has been elected to become the Chairman of the Council on the twelfth anniversary of his/her first appointment to the Council as a member he/she may remain a member of the Council while serving as Chairman or Chairman elect of the Council up to a maximum of fifteen years from the date of his/her first appointment as a member of the Council.

(4) Subclause (3) shall not apply to those who are members of the Council on 1 December 1992. However, their membership ceases at the time when they would otherwise be eligible for reappointment next after the twelfth anniversary of their first appointment to the Council provided that if such a member of the Council is the Chairman of the Council on the

twelfth anniversary of his/her first appointment to the Council as a member he/she may remain a member of the Council while serving as Chairman of the Council up to a maximum of fifteen years from the date of his/her first appointment as a member of the Council.

8. (1) Subject to subclause (2) upon a person ceasing to be a member of the Council, the body which last appointed that person to be a member of the Council may fill the vacancy caused thereby. The person so appointed shall remain in office for the remainder of the term of office of the person whose place he has taken and shall be eligible for re-appointment.

(2) Until the number of clergymen appointed by the Synod has been reduced to less than two, neither the Synod nor the Standing Committee shall appoint a clergyman to replace a clergyman who has ceased to be a member of the Council. Until the number of laymen appointed by the Synod has been reduced to less than four neither the Synod nor the Standing Committee shall appoint a layman to replace a layman who has ceased to be a member of the Council. Until the number of laywomen appointed by the Synod has been reduced to less than three neither the Synod nor the Standing Committee shall appoint a laywoman to replace a laywoman who has ceased to be a member of the Council. Until the number of Abbotsleigh Old Girls' Union appointees has been reduced to less than three, the Abbotsleigh Old Girls' Union shall not appoint one of its members to replace one of its members who has ceased to be a member of the Council.

(3) The Casual Vacancies Ordinance 1935 shall not apply to the Council.

#### **First Members of the Council**

9. The first members other than the Archbishop were –

The Hon. FS Boyce, K.C. M.L.C.	Dr W.H. Read
Mr W.M. Vindin	Lady David
Mr A.W. Crane	Miss M.E. Murray, M.A.
Mr W.A. Purves, M.A.	Mrs Martin McIlraith, M.A.
Mr R.H. Gordon	Mrs H.J. Carter

deemed to have been appointed by the Synod and Miss Nancy Osborne, M.A., and Miss Margaret Peden deemed to have been appointed by Abbotsleigh College Old Girls' Union.

#### **Retirement of Council Members**

10. (1) The provisions of clause 3 shall not affect the Council membership of the clergymen, laymen, laywomen and Abbotsleigh Old Girls' Union appointees who are members of the Council on 1 December 1992.

(2) If there are three clergymen on the Council on the first day of the ordinary session of the Synod held in 1993, one of them shall retire as a member of the Council.

(2A) If there are five laymen on the Council on the first day of the ordinary session of the Synod held in 1993, one or two of them (as shall reduce the number of laymen on the council to four) shall retire as members of the Council.

(2B) If there are four laywomen on the Council on the first day of the ordinary session of the Synod held in 1996, one of them shall retire as a member of the Council.

(2C) If there are four Abbotsleigh Old Girls' Union appointees on the Council on the day of the Union's Annual General Meeting in 1994, one of them shall retire as a member of the Council.

(3) At the ordinary session of the Synod in 1994 and in each fourth year after that year, four members of the Council appointed by the Synod, namely –

- (a) one clergyman;
- (b) two laymen; and
- (c) one laywoman;

shall retire from office as a member of the Council.

(4) At the ordinary session of the Synod in 1996 and in each fourth year after that year, five members of the Council appointed by the Synod, namely –

- (a) one clergyman;
- (b) two laymen; and
- (c) two laywomen;

shall retire from office as a member of the Council.

(4A) The provisions of subclauses (3) and (4) shall not apply to laywomen on the Council until such time as the number of laywomen on the Council has been reduced to less than four.

(5) A person who retires pursuant to this clause shall be eligible for re-appointment.

(6) The person who retires pursuant to this clause shall be a person who has held office the longest since last being appointed provided that, where persons have held office for an equal period of time, the member or members to retire shall be determined by ballot taken amongst those members.

(7) If the Synod fails to appoint any person to fill a vacancy on the Council, the Standing Committee may appoint a person to fill that vacancy.

11. Members of the Council appointed by the Abbotsleigh Old Girls' Union shall each hold office for a period of four years. Each member so appointed shall retire from office at the end of her four year term but, subject to any rule or policy which the Abbotsleigh Old Girls' Union may adopt, shall be eligible for re-appointment.

12. Subject to clause 7 hereof, the members of the Council appointed by the other members of the Council shall hold office for a period of four years but shall be eligible for re-appointment.

### **Powers and Duties of the Council**

13. The Council shall manage and carry on the said School and its affairs and may make such arrangements financial or otherwise for the benefit development extension and improvement of the said School and of the assets thereto belonging and the lands and premises used in conjunction therewith as the Council may from time to time think fit but subject to the provisions of this ordinance.

14. Without limiting the general powers hereinbefore conferred, the Council may invest moneys in hand from time to time in accordance with the provisions of the Investment of Church Trust Property Ordinance 1990 as amended or any such other form of investment as shall be approved by resolution of the Standing Committee at the request of the Council provided that no such approval shall be effective for a period in excess of three years and may acquire by purchase or lease premises in the management of the affairs of the said School and shall further determine the course of instruction to be imparted in the said School and all matters in connection with the order and discipline thereof and shall manage the property and finances of the School in the manner in which to it may appear expedient for the benefit of the said School. All moneys derived from the assets and the conduct of the said School after payment of all liabilities shall be applied for its benefit.

15. (1) The Council shall remain and continue to be solely responsible for all liabilities incurred by it or on its behalf.

(2) The Council and its members and each of them shall not represent to any person or persons or corporation that the Archbishop of Sydney or the Synod of the Diocese of Sydney or the Standing Committee thereof or any persons or persons or any other corporate body or corporation holding church trust property for the Anglican Church of Australia in the Diocese of Sydney or any other corporate body constituted by or pursuant to the Anglican Church of Australia (Bodies Corporate) Act 1938 shall or may meet or discharge all or any part of any liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Council.

(3) The Council may borrow moneys and/or charge the assets of the Council or any part or parts thereof to secure repayment thereof and interest.

(4) The Council shall not execute or deliver and shall not have power to execute or deliver any mortgage, charge, debenture, guarantee, indemnity or promissory note unless the following clause is included therein –

“Notwithstanding anything contained herein to the contrary, each of the parties hereto acknowledge and agree that The Council of Abbotsleigh shall not be liable to any other party hereto for any amount whatsoever (whether by virtue of any express or implied obligation) beyond such amount (if any) as The Council of Abbotsleigh may be able to pay to that party in the event of The Council of Abbotsleigh being wound up provided that the provisions of this clause shall not affect the rights powers or remedies of any other party hereto under this instrument to any real or personal property over which that party may have a mortgage or charge.”

and such clause is not made subject to any qualification.

(5) The Council shall not execute or deliver any bill of exchange or other negotiable instrument other than a cheque drawn on the Council's bank.

(6) Every order for goods and services or business letter involving the securing of credit or the supply of goods or services to the Council issued by or on behalf of the Council on a form printed on or after the 1st day of January 1981 shall contain the name of the Council and immediately thereafter or thereunder the words "incorporated by Act of Parliament".

#### **Regulation of Council Proceedings/Employment of Officers**

16. Subject to the provisions hereof the Council may regulate its own proceedings and for that purpose shall have power to make rescind or alter regulations from time to time and may appoint and/or employ such officers as it may deem necessary.

#### **Appointment of Headmistress and Teachers**

17. (1) In appointing any person to be Headmistress or other principal teacher of the school, the Council shall have due regard (in addition to the other requirements of the position) to the importance of appointing a person of Christian faith and character who is committed to furthering and is capable of furthering the cause of Christian Education in the school as a Church School.

(2) The Council may appoint a Chaplain pursuant to the terms of the School Chapels and Chaplains Ordinance 1975.

#### **Indemnification of Members**

18. Every member of the Council shall be indemnified out of the property of the School for any liability properly incurred by the Council for which he may become personally liable in so far as such liability was not incurred by reason of his misconduct or wilful default.

#### **Authorisation of Persons to Execute Documents**

19. The Council may in the exercise of the powers or the performance of any of the duties hereinbefore mentioned by resolution authorise any person or persons to do any act or sign or execute any document on its behalf.

#### **Accounting and Reporting Requirements**

20. The Council shall at least once in every year and also whenever a resolution shall be passed and communicated to them by the Synod of the Diocese of Sydney in that behalf report their proceedings and the progress and condition of the School to the Synod. The Council shall comply with the Accounts, Audits and Annual Reports Ordinance 1995 as amended from time to time.

#### **Citation**

21. The Ordinance may be cited as the "Abbotsleigh Ordinance 1924".

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#### **Table of Amendments**

Preamble	Amended by Act No 21 of 1976.
Clause 1	Amended by Act No 21 of 1976 and by Ordinance No 4, 1980.
Clause 2	Amended by Ordinance No 8, 1933.
Clause 3	Amended by Ordinances Nos 9, 1933; 4, 1980; 28, 1987; 46, 1992 and 59, 2001.
Clause 4	Amended by Ordinance No 4, 1980.
Clause 5	Amended by Ordinances Nos 4, 1980 and 4, 2010.
Clause 6	Amended by Ordinances Nos 4, 1980; 46, 1992 and 4, 2010.
Clause 7	New clause inserted by Ordinance No 46, 1992. Amended by Ordinance 4, 2010.
Clause 8	Amended by Ordinances Nos 4, 1980 and 46, 1992.
Clause 9	Amended by Ordinance No 4, 1980.
Clause 10	Amended by Ordinances Nos 4, 1980 and 46, 1992.
Clause 11	New clause inserted by Ordinance No 46, 1992.
Clause 12	Amended by Ordinance No 4, 1980.
Clause 13	Amended by Ordinance No 4, 1980.
Clause 14	Amended by Ordinances Nos 4, 1980 and 5, 1990.

- Clause 15 Amended by Act No 21 of 1976 and by Ordinances Nos 4, 1980; 59, 1981 and 31, 2016.
- Clause 16 Amended by Ordinance No 4, 1980.
- Clause 17 Amended by Ordinance No 4, 1980.
- Clause 18 Amended by Ordinance No 4, 1980.
- Clause 20 Amended by Ordinances Nos 4, 1980 and 34, 1995.
- Clause 21 Amended by Ordinances Nos 11, 1948; 4, 1980 and 46, 1992.

STEVE LUCAS  
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26 September 2016

ROBERT WICKS  
**Diocesan Secretary**