

St Andrew's House Corporation Ordinance 2018

(Reprinted under the Interpretation Ordinance 1985.)

The St Andrew's House Ordinance 1975 as amended by the St Andrew's House Ordinance 1975 Amendment Ordinance 2018, the St Andrew's House Corporation Ordinance 2018 Amendment Ordinance 2020, the Governance Omnibus Amendment Ordinance 2022, and the Sydney Anglican Property (Provisional Restructuring) Ordinance 2023.

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Long Title

An Ordinance to provide a constitution for the body known as the St Andrew's House Corporation.

Preamble

Whereas –

- A. The St Andrew's House Corporation is incorporated pursuant to the St Andrew's House Corporation Incorporation Ordinance 1975 and is the trustee of the land held upon the trusts sets out in the St Andrew's House Trust Ordinance 2015.
- B. It is expedient that a constitution be declared for St Andrew's House Corporation.

Part 1 - Introduction

1. St Andrew's House Corporation

There shall be a body known as the St Andrew's House Corporation.

2. Name of Ordinance

This ordinance is the *St Andrew's House 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.

“board papers” means the agenda (including annexures) and minutes of a meetings of SAHC.

“Diocese” means the Diocese of Sydney.

“member” means a member of St Andrew's House Corporation.

“SAHC” means the St Andrew's House Corporation.

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

“Synod” means the Synod of the Diocese.

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

“Land” means the land comprised in Volume 13705 Folio 170.

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

Part 2 – Purpose of SAHC

4. Purpose

(1) The purpose of SAHC is to advance the purposes of the Anglican Church of Australia in the Diocese of Sydney by governing and controlling the management and use of the Land.

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

5. Membership

The members of the Anglican Church Property Trust Diocese of Sydney from time to time are, with the exception of the Archbishop, who is the non-member President of SAHC under clause 15, the members of SAHC ex officio.

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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, Deputy Chair and Secretary

The Chair, Deputy Chair and Secretary of the Anglican Church Property Trust Diocese of Sydney from time to time are the Chair, Deputy Chair and Secretary of SAHC ex officio.

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12. Meetings of members

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

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

(a) the Chair, or

(b) any 3 members.

(3) A meeting of the members may be held by using any technology approved by the members. A member who is absent from the place of meeting may attend that meeting by using any technology approved by the members. All meetings conducted with the aid of technology under this clause are as valid and effective as if they had been conducted at a meeting at which those members were physically present.

(4) 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 or perceived conflicts of interest, and

(d) all resolutions of the members passed at the meeting, or taken to have been passed at a meeting.

(7) The minutes of each meeting are to be signed by the chair of that meeting, or by the chair of the next meeting of the members.

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

13. Quorum

A quorum for a meeting of the members is the same as a quorum for a meeting of members of the Anglican Church Property Trust Diocese of Sydney.

14. Decisions of the members

- (1) Usually, the members will make decisions by resolution passed at a meeting of the members.
- (2) The members of SAHC may pass a resolution without a meeting of the members being held if –
 - (a) a document setting out the proposed resolution and containing a statement that a member is in favour of the proposed resolution is provided or sent to each member either personally or at the last postal or electronic mailing address provided by the member of the purpose of receiving material in connection with meetings of SAHC, and
 - (b) all members who would be entitled to vote on a motion for the resolution at a meeting of SAHC (excluding any member who, at the time the statement is provided or sent, is on leave of absence formally approved by SAHC) notify the person who provided or sent the statement that they are in favour of the proposed resolution by returning to that person a signed copy of the statement or otherwise confirming the statement to that person by electronic means.
- (3) Separate copies of a document may be used for the purposes of this subclause if the wording of the resolution and statement is identical in each copy. A resolution passed under this subclause is to be recorded in the minutes of the next meeting of SAHC.

15. President

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

16. Common Seal

- (1) The common seal of SAHC is not to be affixed to a document except pursuant to a resolution of the members.
- (2) The affixing of the common seal is to be witnessed by 2 members.

Part 5 – Function and Powers of SAHC

17. Function of SAHC

The function of SAHC is to govern and control the management of St Andrew's House.

18. Powers of SAHC

- (1) Subject to this Ordinance and the terms of the trusts on which any property is held by SAHC as trustee, SAHC has the powers necessary to enable it to fulfil its function.
- (2) Without limiting the generality of clause 18(1) and the powers granted to SAHC under the Act, SAHC has the following powers –
 - (a) to appoint any corporation or person as its attorney to act for and in the name and on behalf of SAHC and to revoke any such appointment,
 - (b) 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,
 - (c)
 - (d)
 - (e) subject to clause 20, to borrow or raise money or create any security interest in respect of the property of SAHC,

- (f) to invest the property of SAHC (and other property received by SAHC in providing services, acting as agent or otherwise exercising any of its powers, duties, authorities and functions that is not immediately required) in accordance with the *Investment of Church Trust Property Ordinance 1990*,
- (g) to institute, defend and compromise legal proceedings in respect of the property of SAHC, including arbitrations and investigations, and
- (h) to enter into and take out policies of insurance.

18A. Delegation

- (1) SAHC may delegate any of its powers (other than approving the affixing of the common seal of SAHC) to a committee or committees and such other persons, as SAHC thinks fit on such terms, conditions and limitations as SAHC may determine.
- (2) A committee or person to which any powers have been delegated under this clause must exercise those powers in accordance with any terms, conditions, limitations and directions or protocols of SAHC. A power so exercised is taken to have been exercised by SAHC.
- (3) Any such committee is to be chaired by a member of SAHC and report the exercise of its delegated functions to the next meeting of SAHC.

19. Duties of members

- (1) Each member must –
 - (a) in performing their functions exercise the care and diligence that a reasonable individual would exercise as a member,
 - (b) act in good faith in the best interests of SAHC and to further the purpose of SAHC,
 - (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 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 or perceived conflict of interest arises without the approval of the other members,
 - (g) ensure that the financial affairs of SAHC are managed in a responsible manner, and
 - (h) not allow SAHC to operate while insolvent.
- (2) A member is taken to act in good faith in the best interests of SAHC and to further the purposes of SAHC for the purposes of subclause 19(2)(b) if –
 - (a) the member acts in good faith in pursuing the purpose of SAHC in a manner which advances the broader charitable purposes of the Diocese; and
 - (b) SAHC is not insolvent at the same time the member acts and does not become insolvent because of the member's act.
- (3) SAHC shall maintain records of applicable eligibility criteria for SAHC membership and conflicts of interests disclosed by members.

20. Liabilities of SAHC

- (1) SAHC 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 SAHC.
- (3) SAHC 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 SAHC'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 St Andrew's House 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 St Andrew's House Corporation may be able to pay to that party in the event of the St Andrew's House Corporation being wound up."

Part 6 – General

20A. Executive Director and other staff

- (1) The Executive Director appointed under clause 19 of the *Anglican Church Property Trust Diocese of Sydney Ordinance 1965* (the "ACPT Ordinance") is ex officio the Executive Director of SAHC who is to report directly to SAHC.
- (2) Any other staff appointed under clause 19 of the ACPT Ordinance are ex officio the staff of SAHC who are to report to the Executive Director directly or indirectly to serve SAHC.
- (3) The Executive Director is responsible to SAHC for the implementation of the strategy, policies and decisions of SAHC and for the general administration and daily operation of SAHC.
- (4) SAHC 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.
- (5) The Executive Director has the right to attend and speak at meetings of SAHC unless the members determine that he or she should not be present for a particular meeting, or part thereof.

21. Compliance with Synod Ordinances and Policies

SAHC is to comply with all the applicable ordinances and policies of the Synod (as amended from time to time) including, as applicable –

- (a) the *Investment of Church Trust Property Ordinance 1990*,
- (b) the *Accounts, Audits and Annual Reports Ordinance 1995*, and
- (c) the *Sydney Anglican Use of Property Ordinance 2018*.

22. Reporting to the Standing Committee

SAHC is to provide the Standing Committee with such information about its affairs as the Standing Committee requests from time to time.

23. Indemnity

- (1) To the extent permitted by law, SAHC 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 SAHC or a related body corporate) which does not arise out of conduct involving a lack of good faith, or
 - (b) for costs and expenses incurred by that person –
 - (i) in defending proceedings, whether civil or criminal, in which judgement is given in favour of that person or in which that person is acquitted, or
 - (ii) in connection with an application, in relation to those proceedings, in which the court grants relief to that person under the *Corporations Act 2001* or the *Australian Charities and Not-for-Profits Commission Act 2012*.
- (2) SAHC need not indemnify a person under clause 23(1) for a liability to the extent that the person is entitled to an indemnity for that liability under a contract of insurance or under any other ordinance.
- (3) To the extent permitted by law, SAHC 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 SAHC,
- (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 SAHC, 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 SAHC.

(4) To the extent permitted by law, SAHC may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to that person serving, or having served, in that capacity in respect of costs and expenses in defending proceedings, whether civil or criminal and whatever their outcome.

24. Not-for-profit and dissolution of SAHC

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

(2) If SAHC 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. Application of the St Andrew's House Cathedral Site Development Ordinance

The provisions of clauses 5 to 9 inclusive of the St Andrew's Cathedral Site Development Ordinance 1970-1973 shall apply subject to the provisions of this Ordinance.

Notes

1. Under the Anglican Church of Australia (Bodies Corporate) Act 1938, the Council was incorporated under the name "St Andrew's House Corporation" by Order published in the Government Gazette on 15 August 1975.
2. Under subclause 5(2) of the St Andrew's House Ordinance 1975 Amendment Ordinance 2018, the commencement of subclause 5(2) of this Ordinance is deferred until 31 May 2019 and until that date the following requirement is deemed to apply in substitution thereof –
"By 30 November 2018, at least one of the members are to be ordained clergy licensed in the Diocese of Sydney."
3. The *Sydney Anglican Property (Provisional Restructuring) Ordinance 2023* provides that, until the date determined by the Standing Committee by resolution, certain provisions of the *St Andrew's House Corporation Ordinance 2018* are deemed to be amended or modified. As at the date of reprinting this ordinance, no date has been determined.

Table of Amendments

The St Andrew's House Ordinance 1975 was amended by a number of Ordinances prior to Ordinance No 10, 2018. These amending Ordinances are no longer relevant since Ordinance No 12, 2018 amended completely the terms of the 1975 Ordinance.

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| Clause 3 | Amended by Ordinance No 65, 2020 and Ordinance No 50, 2023. |
| Clause 4 | Amended by Ordinance No 7, 2022. |
| Clause 5 | Amended by Ordinance No 65, 2020. Deleted and replaced by Ordinance No 50, 2023. |
| Clause 6 | Amended by Ordinance No 65, 2020. Deleted by Ordinance No 50, 2023. |

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| Clause 7 | Amended by Ordinance No 65, 2020. Deleted by Ordinance No 50, 2023. |
| Clause 8 | Amended by Ordinance No 65, 2020. Deleted by Ordinance No 50, 2023. |
| Clause 10 | Amended by Ordinance No 65, 2020 and Ordinance No 7, 2022. Deleted and replaced by Ordinance No 50, 2023. |
| Clause 11 | Amended by Ordinance No 65, 2020. Deleted by Ordinance No 50, 2023. |
| Clause 13 | Amended by Ordinance No 50, 2023. |
| Clause 15 | Amended by Ordinance No 65, 2020. |
| Clause 18 | Amended by Ordinance No 7, 2022 and Ordinance No 50, 2023. |
| Clause 18A | Inserted by Ordinance No 50, 2023. |
| Clause 19 | Amended by Ordinance No 7, 2022. |
| Clause 20A | Inserted by Ordinance No 50, 2023. |
| Clause 21 | Amended by Ordinance No 7, 2022. |
| Schedule | Deleted by Ordinance No 65, 2020. |

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15 December 2023