

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.

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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.

“Chair” means the chair appointed under clause 10.

“Diocese” means the Diocese of Sydney.

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

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

“Secretary” means the Secretary of SAHC appointed under clause 11.

“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 of SAHC

(1) SAHC is to consist of 11 members, being –

- (a) nine members elected by the Synod; and
- (b) two members appointed by SAHC.

(2) At least two of the members are to be ordained clergy licensed in the Diocese of Sydney and persons with at least a three year theological degree from Moore Theological College or another college that is endorsed by the Archbishop for the purposes of this clause.

- (3) A person is disqualified from being elected or appointed as 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) has at any time during the preceding 12 months been 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 a subsisting recommendation made under the Ministry Standards Ordinance 2017 or by the Diocesan or Disciplinary Tribunal of the Diocese (or from a comparable tribunal or body in another diocese or church) that they be prohibited from holding the office of member (or a comparable office in the other diocese or church).

(4) Every member must, upon being appointed or elected as, or otherwise becoming, a member, sign the “Statement of Personal Faith” set out in the Synod Governance Policy, and deliver it to the Secretary within 28 days of the date of that person becoming a member. If a person fails to do so or declares that he or she is no longer able to subscribe to the Statement, the person is disqualified from being, and automatically ceases to be, a member.

(5) A person is not eligible to be re-elected or re-appointed as a member if such re-election or re-appointment would, in the ordinary course, result in that person being a member for a continuous period of 14 years or more. For the purposes of this clause, 2 or more periods of service as a member will be taken to be one continuous period of service unless they were separated by a continuous period of at least 12 months during which the person was not a member.

6. Duration of office of members

(1) At each ordinary session of the Synod, one third of the persons who are members elected by the Synod for the time being or, if the number of such members is not a multiple of 3, then the nearest number to one third (rounded upwards), are to retire from office.

(2) At the next meeting of SAHC immediately following the first and second ordinary sessions of Synod, one member who is a member appointed by SAHC is to retire from office.

(3) Subject to this Ordinance, a retiring member is eligible for re-election or re-appointment, and a retiring member remains a member until his or her successor is elected or appointed.

(4) The members who are to retire are those members who have been in office longest since their last election. As between persons who were elected as members on the same day, those to retire (unless they otherwise agree among themselves) are to be determined by lot.

(5) No vacancy in the office of member affects the authority or powers of SAHC and, subject to clauses 13 and 14, 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 addressed to the Secretary, and such resignation takes effect from the date of receipt of the notice by the Secretary, 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 a recommendation made under the Ministry Standards Ordinance 2017 or by the Diocesan or Disciplinary Tribunal of the Diocese (or from a comparable tribunal or body in another diocese or church) that they be prohibited from holding the office of member (or a comparable office in the other diocese or church) or that they be removed from such office, or
- (i) is absent without the leave of SAHC for 3 consecutive meetings of SAHC and SAHC resolves that the person's membership should cease, or
- (j) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the SAHC which, in the opinion of the SAHC, resulted in a resolution of the SAHC which would not have been made if the actual material conflict of interest had been disclosed, and the SAHC resolves by at least 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 Synod also ceases to be a member if the Standing Committee so resolves. A person who is a member appointed by the SAHC ceases to be a member if SAHC so determines. The Standing Committee and SAHC 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 Synod may be filled by the Standing Committee.
- (2) A casual vacancy in the office of a member appointed by the SAHC may be filled by the SAHC.
- (3) 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.

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 the 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 Chair under subclauses (1)(b), (c) or (d) may be reappointed for a further term.
- (3) A person cannot serve as the Chair of SAHC for more than nine consecutive years.
- (4) A person cannot serve as the Chair of SAHC if a member of the person's immediate family is employed by SAHC, unless SAHC has considered the circumstances and unanimously agreed to it by secret ballot.

11. Secretary

- (1) The members are to appoint a person to be the Secretary of SAHC.

- (2) A person is not required to be a member to be appointed as Secretary.
- (3) A person cannot serve as the Secretary of SAHC for more than nine consecutive years.

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 6 members.

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) to appoint any committee comprised of one or more persons nominated by SAHC (which may include persons who are not members of SAHC if at least one half of the members of the committee are members of SAHC), and delegate to that committee the exercise of any of the powers of SAHC (other than approving the affixing of the common seal of SAHC) provided that the committee is chaired by a SAHC member and reports the exercise of its delegated powers to the next SAHC meeting,
 - (d) to revoke the appointment of a committee appointed under paragraph (c),
 - (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.

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

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."

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.

Clause 3	Amended by Ordinance No 65, 2020.
Clause 4	Amended by Ordinance No 7, 2022.
Clause 5	Amended by Ordinance No 65, 2020.
Clause 6	Amended by Ordinance No 65, 2020.
Clause 7	Amended by Ordinance No 65, 2020.
Clause 8	Amended by Ordinance No 65, 2020.
Clause 10	Amended by Ordinance No 65, 2020 and Ordinance No 7, 2022.
Clause 11	Amended by Ordinance No 65, 2020.
Clause 15	Amended by Ordinance No 65, 2020.
Clause 18	Amended by Ordinance No 7, 2022.
Clause 19	Amended by Ordinance No 7, 2022.
Clause 21	Amended by Ordinance No 7, 2022.
Schedule	Deleted by Ordinance No 65, 2020.

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28 March 2022