

# Glebe Administration Ordinance 1930 Amendment Ordinance 2016

No 12, 2016

## Long Title

An Ordinance to amend the *Glebe Administration Ordinance 1930*.

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

## 1 – Introduction

### 1. Name

This Ordinance is the *Glebe Administration Ordinance 1930 Amendment Ordinance 2016*.

### 2. Amendment of the Principal Ordinance

The *Glebe Administration Ordinance 1930* (the “Principal Ordinance”) is amended as follows –

- (a) Insert the word “Board” after the word “Administration” in the title.
- (b) Delete the text of the Long Title and insert the following instead –  
“An Ordinance to provide a constitution for the body known as the Glebe Administration Board.”, and
- (c) Immediately before the heading to clause 1 the matter “Part 1 – Introduction” is inserted, and
- (d) Clauses 2 to 20 are deleted and the matter in the Schedule is inserted instead.

### 3. Saving Provision

Nothing in this Ordinance invalidates anything validly done under or pursuant to the Principal Ordinance prior to the date of commencement of this Ordinance.

### 4. Transitional

(1) Notwithstanding clause 5(3) of the Principal Ordinance (as amended by this Ordinance), the persons who, immediately before the commencement of this Ordinance, were members of the Board will, subject to the terms of the Principal Ordinance (as amended), continue to be the members of the Board.

(2) For the purposes of clauses 5(4) and 6 of the Principal Ordinance (as amended by this Ordinance), the service of each of the following persons as a member is taken to have commenced on the date specified, and the person is taken to have been last elected as a member on that date –

Mr Mark Ballantyne	16 November 2015
The Rev Ted Brush	16 November 2015
Mr Greg Hammond OAM	10 November 2014
Mr Andrew McLoughlin	11 November 2013
Mr Ian Miller	11 November 2013
Mr John Pascoe	10 November 2014
Mr Ross Smith	11 November 2013
Mr Andrew Stanley	10 November 2014
Bishop Michael Stead	16 November 2015
Professor Peter Wolnizer OAM	10 November 2014

(3) The persons who held the office of Chairman and Secretary of the Board immediately before the commencement of this Ordinance are taken to continue in those offices as Chair and Secretary of the Board for the purposes of clauses 10 and 11 of the Principal Ordinance (as amended by this Ordinance).

### 5. Commencement

This Ordinance commences on the date of assent.

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### **Schedule**

#### **2. Name of Ordinance**

This ordinance is the Glebe Administration Board Ordinance 1930.

#### **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.

“Custodian” means a custodian which is a corporation or wholly owned subsidiary of a corporation which normally carries on the business of banking or the provision of trustee or custodial services.

“Diocese” means the Diocese of Sydney.

“member” means a member of the Board.

“Property” means the property of the Trust.

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

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

“Synod” means the Synod of the Diocese.

“Trust” means the Diocesan Endowment, being the trust constituted by the *Diocesan Endowment Trust Ordinance 2016*.

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

#### **Part 2 – Purpose of the Board**

#### **4. Purpose**

The purpose of the Board is to advance the purposes of the Anglican Church of Australia in the Diocese by managing and controlling the Property in accordance with the terms of the trusts on which that property is held, and by managing and controlling other property of which it is trustee from time to time in accordance with the terms of the relevant trusts.

#### **Part 3 – Membership of the Board**

#### **5. Membership of the Board**

(1) The Board is to consist of at least eight and up to ten members elected by the Standing Committee.

(2) A person is disqualified from being elected 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 entity 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 from the diocesan or disciplinary tribunal of the Diocese (or from a comparable tribunal or body in any other diocese or church) prohibiting them from holding an office of a type such as member of the Board, or

(g) is employed by the Board, or any entity which provides services (for a fee) to the Board or to the Trust.

(3) A person is not eligible to be elected as a member unless the person has first given the electing body a signed copy of the Statement of Personal Faith set out in the Schedule.

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(4) A person whose term of office ends under clause 6 is not eligible to be re-elected as a member during the period of 12 months commencing from the date on which their term of office ends if they have served as a member for a continuous period of 14 years or more ending on the date on which their term of office ends. 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 session of the Standing Committee next following each ordinary session of the Synod, one third of the persons who are members of the Board for the time being or, if the number of members is not a multiple of 3, then the nearest number to one third, is to retire from office.

(2) Subject to this Ordinance –

- (a) a retiring member is eligible for re-election, and
- (b) a retiring member remains a member until his or her successor is appointed.

(3) The members 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.

(4) No vacancy in the office of member affects the authority or powers of the Board 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 entity 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 from the diocesan or disciplinary tribunal of the Diocese (or from a comparable tribunal or body in any other diocese or church) that prohibits them from holding office or should be removed from office as a member of the Board, or
- (i) is absent without the leave of the Board for 3 consecutive meetings of the Board and the Board resolves that the person's membership should cease, or
- (j) becomes an employee of the Board or any entity which provides services (for a fee) to the Board or to the Trust.

(2) A person also ceases to be a member if the Standing Committee so resolves. The Standing Committee is not required to give reasons for so resolving.

### **8. Filling of a casual vacancy in the office of member**

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

(2) 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.

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(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 (if any) specified in the resolution, and
- (b) the 3rd anniversary of the resolution of appointment, and
- (c) the date on which the appointment is revoked by resolution of the members.

(2) A member who retires as chair under clause 10(1) may be reappointed for a further term.

#### **11. Secretary**

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

(2) A person is not required to be a member to be appointed as Secretary.

#### **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) The Chair is to chair each meeting of the members. 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 thereof.

(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, and
- (b) the name of the person or names of the persons who chaired the meeting, or any part thereof, and
- (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 5 members.

#### **14. Decisions of the members**

(1) Usually, the members will make decisions by resolution passed at a meeting of the members.

(2) If a document contains a statement that the signatories to it are in favour of the resolution set out in the document or otherwise identified in the document and the document is signed by all

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members, a resolution in those terms will be taken to have been passed at a meeting of members held on the day and at the time at which the document was last signed by a member.

- (3) For the purposes of clause 14(2) –
  - (a) 2 or more separate documents containing statements in identical terms each of which is signed by 1 member or more than 1 member will be taken together to constitute 1 document containing a statement in those terms signed by those members on the respective dates on which they signed the separate documents, and
  - (b) an email message which is received by the Secretary and is expressed to have been sent by a member will be taken to be a document signed by that member at the time of receipt of the email message by the Secretary.

### **15. Archbishop**

- (1) If the Archbishop requests, the Board will send him a copy of the agenda for the meeting of the Board referred to in the request.
- (2) The Archbishop may attend any meeting of the members, and –
  - (a) put before the members any matter for their consideration, and
  - (b) express his views on any matter being considered by the members.
- (3) The Archbishop is not entitled to vote on any such matter.

### **16. Common Seal**

- (1) The common seal of the Board 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 the Board**

### **17. Function of the Board**

The function of the Board is to manage and control the Property and other property of which it is the trustee from time to time.

### **18. Powers of the Board**

- (1) Subject to this Ordinance and the terms of the trusts on which any property (including the Property) is held by the Board as trustee, the Board has powers necessary to enable it to fulfil its function.
- (2) Without limiting the generality of clause 18(1) and the powers granted to the Board under the Act, the Board 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 the Board and to revoke any such appointment, and
  - (b) to appoint and remove officers, employees, agents and attorneys and fix their remuneration, if any, and
  - (c) to appoint any committee comprised of members nominated by the Board (which may include persons who are not members of the Board if at least one half of the members of the committee are members of the Board), and delegate to that committee the exercise of any of the powers of the Board (other than approving the affixing of the common seal of the Board), and
  - (d) to revoke the appointment of a committee appointed under paragraph (c), and
  - (e) to appoint any one or more Custodians to perform one or more of the following actions in the name of the Board or at the direction of the Board in its own name as nominee for the Board –
    - (i) purchase or sell investments and execute all transfers and assurances necessary for that purpose, and
    - (ii) receive and hold on behalf of the Board any investment, any dividend or other interest accruing in respect of it and any document of title to it in safe custody in the country of purchase, and
    - (iii) procure registration of investments, and

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- (iv) receive, hold and disburse moneys, and
  - (v) perform all actions incidental to any of the powers specified in this clause, and
  - (vi) exercise any other power of the Board as the Board may authorise, and
  - (f) to authorise a Custodian appointed under paragraph (d) to appoint one or more corporations as a sub-Custodian.
- (3) The Board also has the following powers –
- (a) subject to clause 20, to borrow or raise money, and
  - (b) to receive money on deposit or loan, and
  - (c) subject to clause 20 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments, and
  - (d) to invest the property of the Board (not being the property of any trust of which the Board is trustee) in accordance with the *Investment of Church Trust Property Ordinance 1990*, and
  - (e) to institute, defend and compromise legal proceedings in respect of the property of the Board, including arbitrations and investigations, and
  - (f) to give guarantees and indemnities for the payment of money or the performance of contracts or obligations by Sydney Diocesan Secretariat or of any other person or corporation and to secure the same on the property of the Board or part thereof, and
  - (g) to create any security interest in respect of its property, and
  - (h) to fetter discretions, such as by the granting of options.

### **19. Duties of members**

Each member must –

- (a) in performing their functions exercise the care and diligence that a reasonable individual would exercise as a member, and
- (b) act in good faith in the best interests of the Board and to further the purpose of the Board, and
- (c) not misuse their position as a member, and
- (d) not misuse information obtained in the performance of their duties as a member, and
- (e) disclose any perceived or actual material conflict of interest they have as a member and not participate in discussion or vote on any matter, in which the conflict of interest arises without the approval of the other members, and
- (f) ensure that the financial affairs of the Board are managed in a responsible manner, and
- (g) not allow the Board to operate while insolvent.

### **20. Liabilities of the Board**

- (1) The Board 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 Board.
- (3) The Board 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 Board'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 Glebe Administration Board 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 Glebe Administration Board may be able to pay to that party in the event of Glebe Administration Board being wound up."

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### Part 6 – General

#### 21. Records, Auditor and Reports

- (1) The Board is to comply with the *Accounts, Audits & Annual Reports Ordinance 1995*.
- (2) The Board is to keep separate accounts for each trust of which it is the trustee.

#### 22. Reporting to the Standing Committee

- (1) The Board is to report to the Standing Committee from time to time about its affairs.
- (2) The Board 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, the Board 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 Board 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*.

(2) The Board 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, the Board 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 Board, or
- (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 Board; 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 Board.

(4) To the extent permitted by law, the Board 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 the Board

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

(2) If the Board 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.

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**Schedule – Statement of Personal Faith**

1. I believe and hold to the truth of the Christian faith as set forth in the Nicene Creed, as well as the Apostles' Creed as set out below –

*I believe in God, the Father Almighty,  
maker of heaven and earth;  
and in Jesus Christ, his only Son our Lord,  
who was conceived by the Holy Spirit,  
born of the virgin Mary, suffered under Pontius Pilate,  
was crucified, dead, and buried.  
He descended into hell.  
The third day he rose again from the dead  
He ascended into heaven,  
and is seated at the right hand of God the Father almighty;  
from there he shall come to judge the living and the dead.  
I believe in the Holy Spirit;  
the holy catholic church;  
the communion of saints;  
the forgiveness of sins;  
the resurrection of the body,  
and the life everlasting.*

2. In particular I believe –
- (a) that God's word written, the canonical Scriptures of the Old and New Testaments, is the supreme authority in all matters of faith and conduct;
  - (b) there is only one way to be reconciled to God which is through his Son, Jesus Christ, who died for our sins and was raised for our justification; and
  - (c) that we are justified before God by faith only.
3. I shall endeavour to fulfil my duties as a member of the Glebe Administration Board in accordance with its Christian ethos and its constituting ordinance.
4. I agree that my continuance as a member of the Glebe Administration Board is dependent upon my continuing agreement with this statement and I undertake to resign if this ceases to be the case.

.....  
(signature)

.....  
Name

.....  
Date

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

R TONG  
Chair of Committees



**Glebe Administration Ordinance 1930 Amendment Ordinance 2016**

I Certify that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on 30 May 2016.

R WICKS  
Secretary

I Assent to this Ordinance.

PL HAYWARD  
Commissary  
01/06/2016