

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

No 4, 1992

An Ordinance to vary the constitution of Sydney Anglican Schools Corporation.

Now the Standing Committee of the Synod of the Diocese of Sydney in the name and place of the said Synod Hereby Ordains Declares Directs and Rules as follows.

1. This Ordinance may be cited as "Sydney Anglican Schools Corporation 1947 Amending Ordinance 1992".
2. The Sydney Anglican Schools Corporation Ordinance 1947 is amended so as to be identical to the form of ordinance which constitutes the schedule to this ordinance.
3. All persons holding office as a member of -
 - (a) Sydney Anglican Schools Corporation; or
 - (b) a School Council constituted pursuant to the Sydney Anglican Schools Corporation Ordinance 1947,

continues to hold office subject to the Sydney Anglican Schools Corporation Ordinance 1947 as amended by this Ordinance.

Schedule

Table of Provisions

Clause	
1	Definitions and Interpretation
2	Constitution
3	Membership
4	Duration of Office
5	Appointments made by the Corporation
6	Casual Vacancies
7	School Councils
8	Office Bearers
9	Proceedings of the Corporation
10	Powers and Authorities
11	Indemnification
12	Liabilities and Expenses
13	Common Seal
14	Reports and Accounts

+++++

An Ordinance to provide a constitution for the body known as Sydney Anglican Schools Corporation and for purposes connected therewith.

Now the Standing Committee of the Synod of the Diocese of Sydney in the name and place of the said Synod Hereby Ordains Declares Directs and Rules as follows.

1. Definitions and Interpretation

1.1 Definitions

In this Ordinance, unless contrary to the context or inconsistent therewith -

"Archbishop" means the Archbishop of Sydney but, in his absence, his Commissary or if the See is vacant, the Administrator of the Diocese.

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

"Archbishop's Appointees", at any time, means the persons who are members of the Corporation and who have been appointed pursuant to Clause 3.1(b).

"Chairman" at any time, means the person who holds office at the time of chairman of the Corporation.

"Clause" means a clause of this Ordinance.

"Company" means a company which is controlled by the Corporation.

"Corporation" means Sydney Anglican Schools Corporation.

"Corporation Appointees", at any time, means the persons who are members of the Corporation and who have been appointed pursuant to Clause 3.1(e).

"Director" means the Director of Education in the Diocese or his nominee (provided the nominee is a member of the Diocesan Education Commission).

"Lay-person" means a person who is not the Archbishop or a Minister.

"Member" means a person who is a member of the Corporation.

"Minister" means the person who is -

(a) a clergyman who is:

(i) a bishop or priest; and

(ii) licensed or authorised to officiate in the Diocese by the Archbishop; or

(b) a deacon who is licensed or authorised to officiate in the Diocese by the Archbishop.

"School" means a school conducted by or on behalf of the Corporation and includes each of the schools listed in the Schedule.

"School Council" means the council of a School constituted or established pursuant to this Ordinance.

"Standing Committee Appointees", at any time, means the persons who are members of the Corporation and who have been elected by pursuant to Clause 3.1(d).

"Synod Appointees", at any time, means the persons who are members of a Corporation and who have been appointed pursuant to Clause 3.1(c).

1.2 Interpretation

In this Ordinance headings are for convenience only and do not affect interpretation and except to the extent that the context requires otherwise -

(a) references to any legislation or to any provision of any legislation include any modification or re-enactment of it, any legislative provision substituted for it, and all statutory instruments issued under such legislation or provision;

(b) words denoting the singular include the plural and vice versa;

(c) words denoting individuals include corporations and vice versa;

(d) references to Clauses and Schedules are references to clauses and schedules of this Ordinance.

1.3 Interpretation Ordinance

The Interpretation Ordinance 1985 applies.

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

1.4 Citation

This Ordinance may be cited as "Sydney Anglican Schools Corporation Ordinance 1947".

2. Constitution

The Corporation is constituted with powers and functions in this Ordinance.

3. Membership

3.1 Membership

The members of the Corporation are -

- (a) the Archbishop;
- (b) six (6) persons appointed by the Archbishop of whom three (3) are Ministers when appointed and three (3) are lay persons when appointed;
- (c) twelve (12) persons elected by the Synod of whom three (3) are Ministers when elected and nine (9) are lay persons when elected;
- (d) eight (8) persons elected by the Standing Committee;
- (e) four (4) persons appointed by the Corporation; and
- (f) the Director.

3.2 Disqualification

A person may not be elected or appointed if that person is -

- (a) 72 years of age or older; or
- (b) a person described in Clauses 6.1(d) or 6.1(e).

3.3 Right to Hold Office

Each member of the Corporation, except the Archbishop, holds office subject to the provisions of this Ordinance.

4. Duration of Office

- (a) This clause does not apply to the Archbishop or the Director.
- (b) Each Member remains in office and continues to hold office until the successor of that Member has been elected or appointed.
- (c) Subject to this Ordinance a retiring Member shall be eligible for re-election or re-appointment.
- (d) A person who, when elected or appointed a Member, is a lay-person and who, whilst a Member becomes a Minister is not thereby disqualified from remaining a Member for the balance of the term of office of that person.

5. Appointments made by the Corporation

Appointments and elections of Corporation Appointees, School Council Members, Executive Members and other office bearers are to be made as follows -

- (a) An election is normally to be held at the first meeting of the Corporation following the ordinary session of the Synod in any year.

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

- (b) Each Member may by writing addressed to the Chairman nominate for election a person for each vacancy.
- (c) Every Member who nominates a person must signify in writing to the Chairman that such person consents to serve if elected for the appropriate term.
- (d) At least fourteen (14) days' prior notice in writing of the date for the closing of nominations is to be given to each Member.
- (e) The Members present at a meeting at which an election is to be held, prior to the election, may by a simple majority resolve that any one or more of the nominees are unacceptable and, on such a resolution being passed, such nominee or nominees are excluded from the election.
- (f) If there is no greater number of nominees than there are vacancies the Chairman must declare the nominees duly elected.
- (g) In the event of there being a greater number of nominees than there are vacancies a ballot must be held.
- (h) Where a ballot is taken, the nominees who receive the greatest number of votes are elected in accordance with the number of vacancies to be filled provided that if two (2) or more nominees receive an equal number of votes for the last vacancy to be filled in such ballot their names are to be put to a further ballot and if on the counting of that further ballot no nominee received a greater number of votes than the other or others the Chairman must exercise a casting vote.
- (i) A nomination of a person for a position on a School Council, the Corporation, or any other office may be accepted as conditional subject to the person being elected to the Corporation at the same meeting.

6. Casual Vacancies

6.1 Casual vacancy

A casual vacancy to the Corporation or a Council occurs if a member other than the Archbishop or the Director -

- (a) dies;
- (b) attains the age of 72 years;
- (c) resigns the office of that Member by writing addressed to the Chairman, and in such a case, unless the writing specifies a later date, the resignation is effective when the Chairman receives the writing;
- (d) becomes bankrupt or signs any authority effective under Section 188 of the Bankruptcy Act, 1966 as amended or applies to take the benefit of any law for the relief of bankrupt or insolvent debtors or compounds with or assigns his property for the benefit of his creditors;
- (e) becomes an incapable person, a patient, a protected person or a voluntary patient under any statute relating to mental health; or
- (f) being an elected Member, for a continuous period of six (6) months, is absent without the leave of the Corporation from meetings of the Corporation held during that period.

6.2 Revocation of appointment

- (a) The Archbishop may revoke at any time the appointment of any of the Archbishop's Appointees.

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

- (b) The Synod, by resolution, may revoke at any time, the appointment of any of the Synod Appointees.
- (c) The Standing Committee, by resolution, may revoke at any time, the appointment of any of the Standing Committee Appointees.
- (d) The Corporation, by resolution of its Members may revoke at any time, the appointment of any of the Corporation Appointees.

6.3 Revocation by the Corporation

If -

- (a) the Corporation, at a meeting of the Corporation duly convened expressly for the purpose, passes by a majority of not less than two-thirds of the Members present and voting, a resolution that the position of a Member (not being the Archbishop, the Director or a Corporation Appointee) be declared vacant; and
- (b) before that meeting the Corporation has -
 - (i) informed the Member of the proposed resolution and the grounds on which it will be proposed; and
 - (ii) given the Member a reasonable opportunity at the meeting of the Corporation of showing cause why his position should not be declared vacant,

the Member ceases to be a Member on the passing of the resolution.

6.4 Filling Casual Vacancies of Synod Appointees

- (a) A casual vacancy in the office of a Synod Appointee is to be filled by election by Synod, or when Synod is not in session by the Standing Committee. The person so elected holds office until the next ordinary session of the Synod.
- (b) The Synod may by resolution determine that a casual vacancy existing during the session of Synod is not to be filled during that session in which case the vacancy is to be filled by election by the Standing Committee.

7. School Councils

7.1 School Councils

- (a) The Corporation may establish a council to manage and control one or more Schools.
- (b) Where a Company appoints the Corporation to manage and control a school owned by the Company, the Corporation may establish a Council to manage and control that School or that School and another or other Schools.
- (c) Each School Council will be a sub-committee of the Corporation.

7.2 Reporting

The Corporation must notify the Standing Committee -

- (a) whenever it establishes or abolishes a School Council for a School - of that fact, and
- (b) at least once in each calendar year, of the names of the members of each School Council.

7.3 Composition

Each School Council of a School must consist of -

- (a) A chairman, appointed by the Corporation, who is a Member.

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

- (b) The Chairman of the Corporation ex officio or a Member as the alternate for the Chairman as the Chairman may appoint for such period and upon such terms and conditions he determines.
- (c) The Secretary of the Corporation ex officio or a Member as the alternate for the Secretary as the Secretary of Corporation may appoint for such period and upon such terms and conditions as he determines.
- (d) Four (4) Members or in the case of a Preparatory School Council three (3) Members, appointed by the Corporation.
- (e) Three (3) persons appointed by the Corporation on the nomination of the persons appointed in the preceding paragraphs (a) to (d) both inclusive.
- (f) The Council itself may elect a Deputy Chairman, an Honorary Secretary, and or an Honorary Council Treasurer from persons who are members of the Council.
- (g) The Principal of a School may attend and participate in all meetings of the Council of that School but has no right to vote.

The provisions of Clause 6.1 apply to all appointments made pursuant to Clauses 7.3(d) and 7.3(e). The Corporation, by resolution of its Members, may revoke any appointment or election of persons described in paragraphs (a), (d), (e) or (f).

7.4 Functions

For the purposes of carrying out its duties and functions in accordance with the terms of this Ordinance each School Council, in relation to the conduct and quorum of its meetings, the appointment of its Members and the administration of its business is subject to such rules or by-laws, not inconsistent with this Ordinance, as are from time to time prescribed by the Corporation.

7.5 Dissolution

A School Council may be terminated or dissolved by resolution of the Corporation in which case all members thereof cease to hold office and all property under the control of the Council is thereupon subject to the control of the Corporation. A copy of such resolution must be forwarded to Standing Committee.

8. Office Bearers

8.1 Office Bearers

The Corporation must elect from among the Members -

- (a) a Chairman;
- (b) a Deputy Chairman;
- (c) an Honorary Secretary; and
- (d) an Honorary Treasurer.

8.2 Term of Office

- (a) Any appointment made pursuant to Clause 8.1 may be revoked at any time.
- (b) A person appointed to an office pursuant to Clause 8.1 ceases to hold that office if that person -
 - (i) ceases to be a Member; or
 - (ii) resigns from that office.

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

8.3 Deputy President

- (a) The Archbishop may from time to time by notice in writing addressed to the Chairman appoint (and change the appointment of) a Deputy President.
- (b) A Deputy President is entitled to attend all meetings of the Corporation and in the absence of the President the Deputy is to act as a Member and has a deliberative vote.
- (c) A Deputy President continues in office during a vacancy in the See.

9. Proceedings of the Corporation

9.1 Chairman and Meetings

- (a) The Archbishop will be the chairman of all meetings of the Corporation provided –
 - (i) he is present; and
 - (ii) he is willing to so act.
- (b) If the Archbishop is not present a meeting of the Corporation or is not willing to act as chairman of the meeting, the Chairman or, in his absence, the Deputy Chairman will be the chairman of the meeting.
- (c) If –
 - (i) the Archbishop is not present at a meeting of the Corporation or is not willing to act as chairman of the meeting; and
 - (ii) the Chairman and the Deputy Chairman are both absent from the meeting,the Members present must elect one of these Members to act as chairman of the meeting for so long as the Chairman and Deputy Chairman are both absent.

9.2 Chairman's Vote

The chairman of a meeting of the Corporation has both a deliberative vote and a casting vote.

9.3 Quorum

At meetings of the Corporation seven (7) members constitute a quorum. For the purposes of this Clause, a Deputy President appointed by the Archbishop, in the absence of the President is to be reckoned as a Member.

10. Powers and Authorities

10.1 General Powers

The Corporation has power –

- (a) to control, manage and carry on the Schools on its own behalf or on behalf of any Company;
- (b) to promote, acquire and establish other schools (by acquisition and ownership of shares in companies or otherwise) and control, manage and carry on the same;
- (c) make such arrangements, financial or otherwise for the benefit, development, extension and improvement of all of its Schools and the assets thereto belonging; and
- (d) to order and conduct the affairs of the Schools as the Corporation may from time to time think fit;

provided that, in relation to all Schools, the conduct of its teaching syllabus and activities must be in accord with the fundamental declarations and ruling principles of the Anglican Church of Australia.

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

10.2 Specific Powers

Without limiting the generality of Clause 10.1, the Corporation has the power --

- (a) to borrow or raise money and secure the repayment thereof and interest in such manner as the Corporation may think fit and to secure the same or the repayment or performance of any debt contract, guarantee, or other liability incurred or entered into by the Corporation in any way and in particular by mortgaging or charging all or any of the property of any kind both present and future owned by the Corporation;
- (b) to purchase or lease real or personal property;
- (c) to sell, improve, manage, develop, exchange, lease, dispose turn to account or otherwise deal with all or any part of the property of the Corporation;
- (d) to enter into contracts of any kind (including contracts of guarantee and indemnity) and to draw make accept endorse discount execute and issue cheques;
- (e) to lend and advance money or give credit to any person or company whether on security or not and to take security (if any) for money lent or advanced or credit given by it;
- (f) to control the admission, withdrawal, suspension, and expulsion of pupils and to regulate all matters in connection with the order and discipline of the Schools with the power to delegate or refer all or any of such matters to the Principal thereof;
- (g) to appoint such executive or other Committee with such powers and duties and to delegate thereto or to a member or employee such matters as the Corporation may think fit;
- (h) to solicit and accept property of any kind by way of gift, subsidy or subvention as the Corporation may think fit;
- (i) to consult with the councils or governing bodies of other schools on matters of common interest and subject to this Ordinance to join with such councils or governing bodies in endeavours to maintain proper standards of education, preserve independence from control by government whether Federal, State or local and regulate relationships with Federal, State and local governments; and
- (j) to make such rules of by-laws not inconsistent with this Ordinance as the Corporation may think fit.

10.3 Powers of School Councils

Subject to any written agreement between the Corporation and the Principal of a School, the School Council of the School, for the purpose of furthering the aims and objectives of the Corporation, has the following duties and functions --

- (a) the management and conduct of the School for which it is responsible subject to such rules and by-laws as may be laid down from time to time by the Corporation;
- (b) the order and conduct of the financial and administrative affairs of the School subject to such restraints and directions as may be stipulated by the Corporation from time to time; and
- (c) subject to the policy of the Corporation, the general oversight of the conduct of the teaching syllabus and activities with the School in accordance with the fundamental declarations and ruling principles of the Anglican Church of Australia.

10.4 Power as to funds

All monies derived by the Corporation from the conduct of Schools or otherwise obtained must be applied in furtherance of the functions of the Corporation or for the benefit of the Schools or any of them including the insurance of person employed by the Corporation or the granting or making provision for retiring allowances or pensions for such persons,

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

10.5 Limitation on borrowings etc

- (a) The Corporation remains and will continue to be solely responsible for all liabilities incurred by it or on its behalf.
- (b) The Corporation and its members and each of them shall not represent to any person or corporation that the Archbishop of Sydney or the Synod of the Diocese of Sydney or the Standing Committee thereof or any person 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 the liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Corporation.
- (c) The Corporation shall not exercise any power to borrow monies or any power to guarantee the borrowings of other persons or companies if the amount which it proposes to borrow or to guarantee, when added to the amount of all monies borrowed or guaranteed by it prior thereto and not repaid prior thereto, exceeds the amount that may have been last approved by resolution of the Standing Committee.
- (d) The Corporation 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 acknowledges and agrees that Sydney Anglican Schools Corporation 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 Sydney Anglican Schools Corporation may be able to pay that party in the event of Sydney Anglican Schools Corporation being wound up."

and such clause is not made subject to any qualification.

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

10.6 Power to Regulate

Subject to the provisions of this Ordinance, the Corporation 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 and Committees as it may deem necessary. The Corporation may include on such committees persons who are not members of the Corporation.

11. Indemnification

Every person who –

- (a) is or has been a Member;
- (b) is or has been a member of a School Council; or
- (c) is or has been a director of a Company.

is entitled to be indemnified out of the assets for the time being under the control of the Corporation against all loss or liability which that person may incur by reason of such office.

12. Liabilities and Expenses

The Corporation must pay all expenses of and incidental to the acquisition, establishment and conduct of the Schools set forth in the Schedule and all liabilities in connection therewith and the expenses incurred in respect of this Ordinance.

Sydney Anglican Schools Corporation Ordinance 1947 Amending Ordinance 1992

13. Common Seal etc

- (a) The Corporation by resolution may authorise any person or persons to do any act or sign or execute any document on its behalf.
- (b) For the purposes of affixing the common seal of the Corporation, the provisions of Section 7 of the Anglican Church of Australia (Bodies Corporate) Act 1938 apply.

14. Report and Accounts

14.1 Reports

The Corporation must -

- (a) at least once in every year report to the Synod as to its affairs and operations during the year which immediately precedes that year, and
- (b) provide such either information as to its affairs and operations as the Standing Committee or the Synod may from time to time request.

14.2 Accounts

The Corporation must comply with the Accounts Ordinance 1975.

Schedule

Name of School	Presently carried on at
Danebank	Hurstville
Claremont College	Randwick
Roseville College	Roseville
Roseby Preparatory School	Dee Why
St Luke's College	Dee Why
Loquat Valley Preparatory School	Bayview
Peninsula Grammar School	Warriewood

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

N.M. Cameron
Chairman of Committees

I Certify that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on the 6th day of April 1992.

W.G.S. Gotley
Secretary

I Assent to this Ordinance.

Donald Robinson
Archbishop of Sydney
6/4/1992