

Sydney Anglican Schools Corporation Ordinance 1947 (Change of Name and Other) Amendment Ordinance 2015

No 38, 2015

Long Title

An Ordinance to change the name of the Sydney Anglican Schools Corporation and to otherwise amend the *Sydney Anglican Schools Corporation Ordinance 1947*.

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

1. Name

This Ordinance is the Sydney Anglican Schools Corporation Ordinance 1947 (Change of Name and Other) Amendment Ordinance 2015.

2. Amendments in relation to the change of name of the Sydney Anglican Schools Corporation

(1) The name of the 'Sydney Anglican Schools Corporation' is hereby changed to 'Anglican Schools Corporation'.

(2) The *Sydney Anglican Schools Corporation Ordinance 1947*, as amended by the *Sydney Anglican Schools Corporation Ordinance 1947 Amendment Ordinance 2013* and the *Sydney Anglican Schools Corporation Ordinance 1947 Amendment Ordinance 2014*, (the "Principal Ordinance") is amended by –

- (a) changing the name of the Principal Ordinance to "Anglican Schools Corporation Ordinance 1947";
- (b) deleting the word "Sydney" in the Long Title and inserting instead the word "the";
- (c) deleting the word "Sydney" in the definition of "Corporation" in clause 1(1); and
- (d) deleting the word "Sydney" in clause 1(3) and inserting instead the word "the".

(3) Every ordinance (other than this Ordinance) and/or policy of the Synod which contains the name 'Sydney Anglican Schools Corporation' is hereby amended by substituting 'Anglican Schools Corporation' for "Sydney Anglican Schools Corporation".

3. Amendment in relation to the removal of the reference to a Diocesan borrowing limit

(1) The Principal Ordinance is amended by the deleting clause 32 in its entirety and inserting instead –

"32. Liabilities

(1) The Corporation is solely responsible for all liabilities incurred by it or on its behalf other than a liability incurred by or on behalf of the Corporation where another person or entity (a "Guarantor") has agreed to guarantee, that liability, and other than a liability incurred by another person or entity (a "Principal Debtor") which the Corporation (whether alone or otherwise) has agreed to guarantee. In any such case, both the Corporation and that Principal Debtor or Guarantor will be responsible for that liability together with any other person or entity (a "Co-Guarantor") which has agreed to guarantee that liability.

(2) The Corporation, its Members, a School Council and the members of a School Council must not represent to any person or corporation that the Archbishop of Sydney or the Synod or the Standing Committee of the Synod 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 or any other corporate body constituted by or pursuant to the Bodies Corporate Act (each a Diocesan Body) (other than the Corporation and any Principal Debtor, Guarantor and Co-Guarantor as contemplated by clause 32(1)) will 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.

Sydney Anglican Schools Corporation Ordinance 1947 (Change of Name and Other) Amendment Ordinance 2015

(3) The Corporation must not execute or deliver in favour of any person or entity and does not have power to execute or deliver in favour of any person or entity any Security or Guarantee under the terms of which the Corporation represents to the relevant person or entity that any Diocesan Body (other than the Corporation and any Principal Debtor, Guarantor and Co-Guarantor as contemplated by clause 32(1)) will or may meet or discharge all or any part of the liability or liabilities of the Corporation which are the subject of that Security Interest or Guarantee.

(4) Clause 35 does not adversely affect the right of any person or entity to recover any liabilities which have been or may or will be incurred by or on behalf of the Corporation.”

4. Other amendments

(1) The Principal Ordinance is amended by –

(aa) inserting the words “and in this role known as directors” at the end of the definition for “Board” in clause 1(1), and

(a) adding to clause 1(1) the following definitions inserted alphabetically –

“ADI” has the same meaning as in the Banking Act 1959 (Cth).

“Bodies Corporate Act” means the *Anglican Church of Australia (Bodies Corporate) Act 1938* (NSW).

“Chief Operating Officer” means the chief operating officer of the Corporation.

“Church Trust Property Act” means the *Anglican Church of Australia Trust Property Act 1917* (NSW).

“Corporations Act” means the *Corporations Act 2001* (Cth).

“Finance Debt” means and includes any indebtedness or other liability (present or future, actual or contingent) relating to any financial accommodation including –

- (a) an advance or loan;
- (b) drawing, accepting, endorsing, discounting, collecting or paying a bill of exchange, cheque or other negotiable instrument;
- (c) the discounting or sale of receivables;
- (d) entering into any agreement or transaction in connection with raising financial accommodation as a result of which a debt or liability or a contingent debt or liability will or might arise (including any finance lease, hire purchase agreement or title retention agreement);
- (e) any commodity, currency or interest rate swap agreement, forward exchange rate agreement or futures contract (as defined in any statute);
- (f) any reimbursement obligation or indemnity relating to any financial accommodation (including any letter of credit or bank undertaking); or
- (g) any Guarantee of any other Finance Debt.

“Guarantee” means, with respect to the liability of any person or entity, any guarantee and/or indemnity given by another person or entity securing that liability or any arrangement or undertaking under which another person or entity assumes responsibility for that liability. When ‘guarantee’ is used as a verb, it shall be construed accordingly.

“Objects” means the objects of the Corporation as set out in clause 3.

“Officer” means any person who holds an office of the Corporation created by the Board. It includes the Chairman, the Deputy Chairman,

**Sydney Anglican Schools Corporation Ordinance 1947 (Change of Name and Other)
Amendment Ordinance 2015**

the Chief Executive Officer, Chief Operating Officer or any other person whose title or acting title includes the words 'financial controller', 'corporate secretary', 'executive officer' or cognate expressions.

"Security" means any mortgage, charge, lien, pledge, general security agreement or any assignment, trust or other arrangement securing the performance or payment of any obligation. It includes a security interest under section 12 of the Personal Property Securities Act 2009 (Cth).

"Trust Property" means all or any part of any real or personal property of the Corporation within the meaning of the term "church trust property" in section 4 of the Church Trust Property Act including (without limitation) –

- (a) land and any buildings or improvements on or estates or interests in the land;
- (b) the Schools;
- (c) real or personal property within or outside the geographical boundaries of the Diocese; and
- (d) real or personal property acquired at any time after the date of assent of this Ordinance,

within the meaning of the term "church trust property" in section 4 of the Church Trust Property Act. "

- (b) inserting a new clause 3(2) as follows –

"(2) An act of the Corporation is not invalid merely because it is contrary to or beyond the Objects."

- (c) inserting new clauses 4(2), (3), (4), (5) and (6) as follows –

"(2) Without limiting the effect of clause 4(1), and subject only to any limitations in this Ordinance, the Corporation has the general power to –

- (a) control, manage and conduct the Schools;
- (b) promote, acquire and establish other schools (by acquisition and ownership of shares in companies or otherwise) and control, manage, and conduct those schools;
- (c) make such arrangements, financial or otherwise for the development, extension and improvement of the Schools; and
- (d) order and conduct the affairs of the Schools in any manner in which it sees fit.

(3) Pursuant to section 19 of the Church Trust Property Act or otherwise allowed at law, all Trust Property is vested in the Corporation.

(4) Without limiting the effect of clause 4(1), pursuant to section 24 of the Church Trust Property Act or otherwise allowed at law, the Corporation is authorised to govern, manage and control all Trust Property in any manner in which it sees fit and to do all things incidental to such government, management and control.

(5) Without limiting the effect of clause 4(1), pursuant to section 25 of the Church Trust Property Act or otherwise allowed at law, the Corporation is authorised to pool any Church Trust Property and all matters and things incidental to such pooling.

(6) Without limiting the effect of clause 4(1), pursuant to sections 26, 26A and 27 of the Church Trust Property Act, pursuant to Section 6(2) of the Bodies Corporate Act or otherwise allowed at law, it is expedient for the Corporation and the Corporation is authorised, empowered and directed, as it deems appropriate –

**Sydney Anglican Schools Corporation Ordinance 1947 (Change of Name and Other)
Amendment Ordinance 2015**

- (a) to borrow or otherwise raise moneys by such means and methods as the Corporation determines are appropriate and without limitation incur any Finance Debt and enter into derivative and other related financial arrangements and transactions;
 - (b) to provide any Security or Guarantee in favour of a third party (including any ADI) over all or any part of the Trust Property and any other assets it holds; and
 - (c) in the case of the enforcement of any right of any creditor, or default under any obligation, arising under or in connection with any Security or Guarantee provided by the Corporation or Finance Debt incurred by the Corporation, without limitation –
 - (i) to sell all or any part of the Trust Property and other assets whether subject to any Security or otherwise;
 - (ii) to apply all or any part of the Trust Property and other assets or any proceeds from any realisations of the Trust Property and other assets in full or partial satisfaction of any such Finance Debt or liability secured by any such Security or Guarantee; and
 - (iii) to be indemnified from all or any part of the Trust Property and any other assets it holds.”
- (ca) deleting the text in clauses 6(3)(c) and 13(1)(c) and inserting instead the following –
 - ‘have signed the “Statement of Personal Faith” set out in the Schedule, being the form of statement of personal faith approved by the Synod; and’, and
- (d) deleting clause 6(2) and inserting instead –
 - “(2) At least two of the Members are to be ordained clergy licensed in the Diocese of Sydney and at least two of the Members are to be 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.”
- (e) deleting the number “2001” in clause 6(4)(e),
- (f) deleting the word “excluding” in in clause 16(1) and inserting instead the words “where the number of directors shall be calculated without taking into account”,
- (g) inserting the words “and assumptions” after “Seal” in the heading of clause 21,
- (h) deleting the matter “Anglican Church of Australia (Bodies Corporate) Act 1938” in clause 21(2) and inserting instead the words “Bodies Corporate Act”,
- (i) inserting the words “must be used” in clause 21(3) before the word “in”,
- (j) inserting the word “executed” in clause 21(4) before the word “under”,
- (k) inserting the words “and sign the document” in clause 21(4) before the word “and”,
- (l) inserting new clauses 21(5), (6), and (7) as follows –
 - “(5) A person is entitled to make the assumptions in clauses 21(6) and 21(7) in relation to dealings with the Corporation. The Corporation is not entitled to assert in proceedings in relation to the dealings that any of the assumptions are incorrect.
 - (6) A person may assume that –
 - (a) a document has been duly executed by the Corporation if the document (including any power of attorney) appears to

**Sydney Anglican Schools Corporation Ordinance 1947 (Change of Name and Other)
Amendment Ordinance 2015**

have been executed in accordance with clause 21(3) or (4);

- (b) the Corporation's Ordinance has been complied with;
- (c) the Officers and agents of the Corporation properly perform their duties to the Corporation; and
- (d) an Officer or agent of the Corporation who has authority to issue a document or a certified copy of a document on its behalf also has authority to warrant that the document is genuine or is a true copy.

(7) The Corporation may maintain a register of Officers and a register of Members and any person may assume that anyone who appears in the register (or a copy of it certified by the Chairman, Chief Executive Officer or the Corporate Secretary) or who is otherwise held out by the Corporation to be an Officer or Member has been duly appointed or elected to that position and, in the case of anyone who so appears or has been so held out as an Officer, has the authority to exercise the powers and perform the duties customarily exercised or performed by a similar officer of a corporation or company similar to the Corporation."

- (m) deleting clause 25(5) and inserting instead –

"(5) At least two of the members of each School Council appointed under clauses 25(4)(a) and (b) should be 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 clause 6(2)."

- (n) deleting the words "and all property under the control of the School Council is at once subject to the control of the Board" in clause 25(8),
- (o) deleting the words "and all property under the control of the committee is at once subject to the control of the Board" in clause 29(1), and
- (p) inserting a new clause 37 as follows –

37. Parish Property

No property of the Corporation is, or may be, held for the sole benefit of any parish of the Diocese and if any such property is to be acquired and held it may not be acquired or held without an ordinance which authorises the acquisition and the holding of that property."

- (q) inserting a Schedule after clause 37 as follows –

'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.*

**Sydney Anglican Schools Corporation Ordinance 1947 (Change of Name and Other)
Amendment Ordinance 2015**

*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) that 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/the Chief Executive Officer [*delete whichever is not applicable*] of the Anglican Schools Corporation in accordance with its Christian ethos and its constituting ordinance.
4. I agree that my continuance as a Member/the Chief Executive Officer [*delete whichever is not applicable*] of the Anglican Schools Corporation is dependent upon my continuing agreement with this statement and I undertake to resign if this ceases to be the case.

Signature

Full name (in block letters)

Date:

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

PETER YOUNG
Deputy Chair of Committees

I Certify that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on 16 November 2015.

R WICKS
Secretary

I Assent to this Ordinance.

GN DAVIES
Archbishop of Sydney
16/11/2015