

ANGLICAN DIOCESE OF NEWCASTLE

NEWCASTLE ANGLICAN CHURCH REDRESS CORPORATION ORDINANCE 2018

Be it enacted by the Diocesan Council as follows:

WHEREAS it is expedient for the purpose of managing, governing and controlling financial, property, administrative and temporal matters with the Diocese,

Be it therefore ordained by the Diocesan Council in accordance with the *Synod (Delegation of Powers) Ordinance 2009* as follows:

PREAMBLE

The Diocese of Newcastle has resolved to form the Newcastle Anglican Church Redress Corporation.

SHORT TITLE

This Ordinance may be cited as the Newcastle Anglican Church Redress Corporation Ordinance 2018.

1. NAME

The name of the entity is the Newcastle Anglican Church Redress Corporation (ABN 96 476 274 197) (**NACRC**).

2. TYPE

NACRC is a not-for-profit entity which is established to be, and to continue as, a charity.

3. DEFINITIONS

3.1 In this Ordinance, unless there is something in the subject or context which is inconsistent:

ACNC means the Australian Charities and Not-for-profits Commission.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012*.

Auditor means the Auditor of the Diocese appointed in accordance with the Diocesan Council Ordinance 1929.

Bishop means the Bishop of the Diocese for the time being or any Commissary of the Bishop serving while the Bishop is absent, on leave or acting with the delegated authority of the Bishop, or the Administrator during any vacancy in the office of Bishop.

Board means the Board appointed pursuant to **clause 17** below.

Board Code of Conduct means the code of conduct established by the Diocesan Council for the Diocesan Council, the Diocesan Ministry Council and the NACRC Board.

Board Member means any person holding the position of a member of the Board for the time being.

Body Corporate means a Body Corporate of the Diocese formed in accordance with the Bodies Corporate Act.

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

Business Day means a day on which banks are open for business in Newcastle.

Chairperson means the Chairperson of the Board appointed in accordance with **clause 17.2**.

Civil Litigation means any legal proceedings for personal injury brought against the Diocese by any person who, when they were members of the Anglican Church of Australia in the Diocese or when associated with a parish or organisation or other entity associated with the Anglican Church of Australia within this Diocese, experienced abuse by a member or members of the clergy and/or church workers authorised for ministry or work within the Diocese.

Committee means a committee established in accordance with **clause 22**.

Designated Fund means the fund established in accordance with the Designated Fund Ordinance.

Designated Fund Ordinance means the Designated Fund Ordinance 2015 passed by the Diocese under the Bodies Corporate Act and includes any amendments thereto or replacements thereof.

Diocesan Council means the Diocesan Council of the Diocese.

Diocese means the Anglican Diocese of Newcastle.

Exceptional Special Purposes Trusts means trusts set out in **Schedule A**.

Financial Year means the financial year of NACRC ending on 31 December.

Interim Redress Scheme means an interim scheme to administer Redress to people who were sexually abused whilst in the care of an institution that was administered by, or under the control of, the Anglican Diocese of Newcastle, and is constituted to operate until the commencement of the National Redress Scheme.

Member means a Member of NACRC as described in **clause 7**.

National Redress Scheme means the national independent Redress scheme that is to be administered by the Federal Government and whose creation was recommended by the Royal Commission into Institutional Responses to Child Sexual Abuse.

Nomination Committee means the committee of the Diocesan Council responsible for identifying suitable persons for appointment as Members.

Ordinance means this ordinance as amended or supplemented from time to time by the Bishop.

Principal Officer means the Principal Officer appointed pursuant to **clause 37**.

Redress means a monetary payment acknowledging the harm caused to people who have been sexually abused as children, and including guaranteed counselling and psychological services and facilitating a direct personal response from the Diocese, should the survivor request one. It is a “without prejudice” process that is purposefully designed to maintain a survivor focus and is an alternative to Civil Litigation.

Responsible Persons Ordinance means the *Diocese of Newcastle (Responsible Persons) Ordinance 2015* as amended

Synod means the Synod of the Diocese.

3.2 In this Ordinance, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other gender;
- (c) the word "person" means a natural person and any partnership, association, body or entity whether incorporated or not;
- (d) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and a reference to any clause or schedule is to a clause or schedule of this Ordinance; and
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

3.3 Headings do not form part of or affect the construction or interpretation of this Ordinance.

4. OBJECTS & POWERS

4.1 The charitable objects for which NACRC is established is the advancement of religion and also:

- (a) the administration and funding of the Interim Redress Scheme for the Diocese;
 - (b) the administration of the Diocese's participation in, and funding of the Diocese's financial liabilities arising from, the activities of the National Redress Scheme;
 - (c) the support of the welfare activities of the National Redress Scheme within the Diocese; and
 - (d) manage and resolve, on behalf of the Diocese, all civil claims or proceedings for Redress that are brought against the Diocese.
- 4.2 NACRC can only exercise the powers in section 6 of the Bodies Corporate Act to:
- (a) carry out the objects of NACRC set out in **clause 4.1**; and
 - (b) do all things incidental or convenient in relation to the attainment of an object under **clause 4.1**.
- 4.3 To the extent that there is any inconsistency between the provisions of this Ordinance and the provisions of a statutory National Redress Scheme, the National Redress Scheme shall prevail.

5. NOT-FOR-PROFIT

- 5.1 The income and property of NACRC will only be applied towards the promotion of the objects of NACRC set out in **clause 4.1**.
- 5.2 No income or assets of NACRC will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of NACRC. However nothing in this Ordinance will prevent payment in good faith to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to NACRC;
 - (b) of interest at a rate not exceeding current bank overdraft rates of interest for money lent to NACRC;
 - (c) of reasonable and proper rent for premises leased by any Member to NACRC; and
 - (d) for carrying out NACRC's charitable purposes.

6. AMENDING THIS ORDINANCE

This Ordinance may only be amended in accordance with the Bodies Corporate Act, which as at the date of this Ordinance requires:

- (a) the passing of an amending ordinance by the Synod or by any board, committee, council or body of persons exercising the delegated authority of the Synod;

- (b) the assent of the Bishop;
- (c) the certification of that amending ordinance by the Bishop; and
- (d) a copy of the amending ordinance certified by the Bishop to be filed in the Office of the Registrar-General.

7. MEMBERS OF THE NACRC BOARD

The Members of NACRC Board shall be the persons referenced in **clause 17.1** below.

8. ENTRANCE FEE AND SUBSCRIPTIONS

There shall be no entrance fee, annual fee or subscription payable by the Members.

9. DISPUTE RESOLUTION

- 9.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Ordinance between any or all of:
- (a) a Board Member or Board Members;
 - (b) the NACRC; and
 - (c) the Diocesan Council,
- including, to avoid there being any doubt, a dispute between a Board Member with one or more other Board Members.
- 9.2 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 9.3 If those involved in the dispute do not resolve it under **clause 9.2**, they must within 10 days:
- (a) tell the Board Members about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 9.4 The mediator must:
- (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree, a person chosen by the Chancellor, Deputy Chancellor or a legal practitioner appointed by the Bishop for that purpose.
- 9.5 A mediator chosen under **clause 9.4**:

- (a) must not have a personal interest in the dispute; and
 - (b) must not be biased towards or against anyone involved in the dispute.
- 9.6 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.
- 9.7 In the event that the dispute is not settled within 28 days of it being referred to mediation, or such other period as agreed in writing between the parties, any or all parties to the dispute may request that the Bishop refer the dispute to arbitration.
- 9.8 When conducting the arbitration, the arbiter must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) make a decision on the dispute, which, subject to the Bishop's approval shall be final.
- 9.9 In the event that the Bishop does not approve any decision made by an arbiter in accordance with **clause 9.7**, the Bishop will invite each party to make written submissions in respect of the dispute within 14 days. The Bishop will, within 14 days of having received submissions from both parties:
- (a) make a decision on the dispute; and
 - (b) provide each party with written reasons for the decision,
- and the Bishop's decision shall be final and binding on the parties.

10. ANNUAL GENERAL MEETING

- 10.1 A general meeting, called the annual general meeting, must be held at least once in every calendar year.
- 10.2 At each annual general meeting, the Board must present an annual report of NACRC's activities and finances including audited financial statements.
- 10.3 Even if these items are not set out in the notice of meeting, the business of an annual general meeting shall include:
- (a) a review of the NACRC's activities;
 - (b) a review of NACRC's finances and any related actuarial advice;

- (c) any auditor's report; and
 - (d) the appointment and payment of auditors.
- 10.4 All persons present at the meeting must be given a reasonable opportunity to ask questions or make comments about the management of NACRC.
-

11. SPECIAL GENERAL MEETING

- 11.1 The Board may, whenever it thinks fit, convene a special general meeting of NACRC.
- 11.2 The Bishop may direct the Board to convene a special general meeting.
-

12. NOTICE OF GENERAL MEETINGS

- 12.1 Notice of a general meeting must be given to:
- (a) each Member; and
 - (b) the auditor.
- 12.2 Notice of a general meeting must be provided in writing at least 14 days before the meeting.
- 12.3 Notice of a general meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business.
- 12.4 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 12.5 Where any general meeting is cancelled or postponed or the venue for the same is changed:
- (a) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Ordinance and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (b) any accidental failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

13. RIGHT TO ATTEND GENERAL MEETING

- 13.1 The Bishop or Chairperson may invite any person who is not a Member to attend and/or address a general meeting.
- 13.2 The quorum for any general meeting of the Corporation shall be the Bishop and one Board Member.

14. BISHOP TO PRESIDE AT GENERAL MEETINGS

The Bishop shall be entitled to preside over the conduct of all general meetings at which he or she is in attendance unless a Chairperson appointed in accordance with **clause 17.2** below is present at such a general meeting.

15. ADJOURNMENT OF GENERAL MEETINGS

- 15.1 The Bishop or the Chairperson:
- (a) may adjourn a general meeting with the consent of the meeting; and
 - (b) must adjourn the general meeting if the meeting so directs,
- to a time and place as determined by the Bishop or Chairperson.
- 15.2 If neither the Bishop nor the Chairperson (if appointed under **clause 17.2**) is present at the general meeting, the general meeting may be adjourned to a time and place agreed by the majority of Members in attendance at the meeting.
- 15.3 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 15.4 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- 15.5 It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting, except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

16. REPORTING TO THE SYNOD

The Board shall submit the annual report presented in accordance with **clause 10.2** to the next ordinary session of the Synod.

17. ELECTION AND APPOINTMENT OF BOARD MEMBERS

- 17.1 The Board shall comprise:
- (a) the Bishop;

- (b) 2 communicant members of the Anglican Church nominated by the Diocesan Council, and approved by the Bishop; and
 - (c) a lay person holding degree qualifications in finance or accounting and with a minimum of ten (10) years related experience nominated by the Diocesan Council and approved by the Bishop.
- 17.2 The Bishop may appoint one of the other Board Members as Chairperson.
- 17.3 The term of office for a Board Member (other than the Bishop) shall expire three years after their appointment.
- 17.4 Every Board Member (other than the Bishop) must retire at least once every 3 years.
- 17.5 A Board Member who retires under **clause 17.3** may be nominated for re-election. However, a Board Member may not be elected for more than 3 consecutive terms (or 9 years), except with the written approval of the Bishop.
- 17.6 In the event of there being a casual vacancy on the Board, that vacancy shall be filled for the remainder of the term of that vacancy:
- (a) if the vacancy is for the role of Chairperson (appointed to that role under **clause 17.2** above), by the Bishop if he or she so determines; and
 - (b) if the vacancy is for a Board Member nominated by the Diocesan Council, by nomination of the Diocesan Council which is approved by the Bishop.
- 17.7 Prior to any nomination of a Board Member by the Diocesan Council, the Board must provide to the Diocesan Council an outline of the skills of existing Board Members and the skills needed for forthcoming appointments.
- 17.8 The Nomination Committee (if constituted) shall normally propose to the Diocesan Council the names of suitable persons for nomination to the Board.

18. WHEN A BOARD MEMBER STOPS BEING A BOARD MEMBER

A Board Member stops being a Board Member if they:

- (a) give written notice of resignation as a Board Member to the Bishop or the Chairperson and the vacancy shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Bishop or the Chairperson);
- (b) die;
- (c) in the case of a Board Member appointed by the Diocesan Council pursuant to **clause 17.1(b)**, cease to be a communicant member of the Anglican Church;
- (d) retire in accordance with **clause 17.2**, unless re-elected pursuant to **clause 17.5**.
- (e) are absent for 3 consecutive Members' meetings without approval from the Bishop or the Chairperson;

- (f) become bankrupt;
- (g) are convicted of any offence punishable by imprisonment for 5 years or more;
- (h) are charged with an offence in respect of conduct renders their continued engagement as a Board Member inconsistent with the provisions of the *Child Protection (Working with Children) Act 2012* (NSW);
- (i) become of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
- (j) are disqualified by either the ACNC or ASIC from acting as a responsible person for a charity or as a director of a corporation within the meaning of the Corporations Act 2001 (Cth), respectively;
- (k) fails within two months to sign the Board Code of Conduct; or
- (l) are removed by the Bishop in accordance with his or her powers under the Responsible Persons Ordinance.

19. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the NACRC must be signed, drawn, accepted, endorsed or otherwise executed as the case may be in accordance with the Designated Fund Ordinance.

20. POWERS OF NACRC BOARD

- 20.1 All day-to-day control, management and conduct of NACRC shall be vested in the Board who shall have the power to perform all such acts and do all such things as appear to the Board to be desirable for the proper management of NACRC, including but not limited to:
- (a) evaluating, overseeing and approving policies, procedures and strategies for the operation of the Interim Redress Scheme;
 - (b) evaluating, overseeing and approving policies, procedures and strategies to ensure compliance with all requirements of, and the Diocese's full participation in, the operation of the National Redress Scheme;
 - (c) managing the conduct of all Civil Litigation;
 - (d) managing the temporal, financial, business and administrative affairs of the NACRC;
 - (e) managing and supporting the interface between the Diocese and the Anglican Representative (National Redress Scheme) Limited;
 - (f) ensuring that there are sufficient funds to satisfy any of the Diocese's liabilities arising under the Interim Redress Scheme, the National Redress Scheme or Civil Litigation by:

- (1) procuring assets of any of the Diocese's Exceptional Special Purposes Trusts and utilising those assets to satisfy such liabilities; and
- (2) complying with any obligations contained in any ordinance relevant to the NACRC's procurement of the assets of any of the Diocese's Exceptional Special Purposes Trusts;
- (g) ensuring that the NACRC has sufficient funds to finance the Diocese's financial liabilities under the Interim Redress Scheme and the National Redress Scheme;
- (h) reporting, financially and administratively, to the Diocesan Council and Synod as required by this Ordinance and otherwise as required to demonstrate satisfaction of the objective in **clause 20(g)** above;
- (i) controlling all monies received for the purpose of NACRC and authorising all expenditure necessary for the proper running of NACRC;
- (j) opening and managing banking accounts for NACRC and complying with any determination made in accordance with the Designated Fund Ordinance 2015 and authorising operations thereon provided that no account shall be operated upon by less than two persons and shall not be overdrawn without the approval of the Board;
- (k) investing monies from time to time in institutions that are limited to investment in authorised Trustee Securities with capital (which may include short-term government securities, bank accepted bills and bank certificates of deposits). The income derived from such investments shall be applied solely towards the promotion of the objects of NACRC;
- (l) monies from time to time in institutions that are limited to investment in authorised Trustee Securities with capital (which may include short-term government securities, bank accepted bills and bank certificates of deposits). The income derived from such investments shall be applied solely towards the promotion of the objects of NACRC;
- (m) doing all such things as are incidental or conducive to the exercise and performance of all or any of the powers and duties of the Board and carrying out the objectives of NACRC; and
- (n) registering business names under the *Business Names Registration Act 2011* (Cth) as necessary in respect of any aspects of the work of NACRC.

20.2 The Board shall represent the Diocese in relation to any matters connected with:

- (a) Redress;
- (b) civil litigation brought by victims of child abuse;
- (c) the operation and function of the Interim Redress Scheme; and
- (d) the Diocese's obligations to, and cooperation or collaboration with, any third party (including the Commonwealth Government) relevant to the operation and function of the National Redress Scheme.

- 20.3 The NACRC is authorised, empowered and directed (as it deems appropriate) to:
- (a) borrow or otherwise raise moneys by such means and methods as the NACRC determines are appropriate and without limitation incur any debt and enter into derivative and other related financial arrangements and transactions;
 - (b) provide any security or guarantee in favour of a third party over all or any part of the NACRC's assets or the assets of any trust for which NACRC is the trustee; 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 NACRC or debt incurred by the NACRC, without limitation –
 - (i) to sell all or any part of the NACRC's assets or the assets of any trust for which NACRC is the trustee, whether subject to any security or otherwise;
 - (ii) to apply all or any part of the NACRC's assets or the assets of any trust for which NACRC is the trustee or any proceeds from any realisations 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 NACRC's assets or the assets of any trust for which NACRC is the trustee.

21. DELEGATION OF BOARD MEMBERS' POWERS

- 21.1 The Board Members may delegate any of their powers and functions to a Committee, a Board Member, an employee of NACRC (such as the Principal Officer) or any other person, as they consider appropriate, on such terms and conditions and with such restrictions as it may think expedient.
- 21.2 Powers conferred under this clause may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.
- 21.3 The delegation must be recorded in NACRC's minute book.

22. COMMITTEE OF BOARD MEMBERS

- 22.1 The Board may form and delegate any of its powers to a Committee consisting of such Board Members and other persons as it thinks fit (so long as the majority of the members of the Committee are Board Members) and may from time to time revoke such delegation.
- 22.2 A Committee must, in exercise of the powers delegated to it, conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.

- 22.3 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Ordinance.
- 22.4 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by this Ordinance to be made, entered and signed. A copy of these minutes shall be tabled at the next Board meeting.

23. PAYMENTS TO BOARD MEMBERS

- 23.1 Notwithstanding **clause 5.2** above:
- (a) any Board Members may, if the Members resolve by ordinary resolution, be paid as remuneration for their services such sum as the Diocesan Council determines.
 - (b) NACRC may:
 - (i) pay a Board Member for any services rendered to NACRC in a professional or technical capacity, other than as a Board Member, if the amount is no more than a reasonable fee for the work done; or
 - (ii) reimburse a Board Member for expenses properly incurred by the Board Member in connection with the affairs of NACRC.
- 23.2 Any payment made under **clause 23.1** must be approved by the Diocesan Council.
- 23.3 NACRC may pay premiums for insurance indemnifying Board Members in relation to their activities connected to service as a Board Member, as allowed for by law and this Ordinance.

24. CONFLICTS OF INTEREST

- 24.1 A Board Member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a Board meeting (or that is proposed in a Circular Resolution):
- (a) to the other Board Members; or
 - (b) if all of the Board Members have the same conflict of interest, at the next general meeting, or at an earlier time if reasonable to do so.
- 24.2 The disclosure of a conflict of interest by a Board Member must be recorded in the minutes of the meeting.
- 24.3 A general notice given to the Board by a Board Member that the Board Member is an officer or member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Board Member's interest in that corporation or firm shall, in relation to any matter involving NACRC and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Board Member's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

- 24.4 Each Board Member who has a material personal interest in a matter that is being considered at a Board meeting must not, except as provided under **clause 24.5**:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 24.5 A Board Member may still be present and vote if:
- (a) their interest arises because they are a Board Member of NACRC, and the other Board Members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Board Member against liabilities that the Board Member incurs as a Board Member (see **clause 42**);
 - (c) their interest relates to a payment by NACRC under **clause 43** (indemnity), or any contract relating to an indemnity allowed under this Ordinance; or
 - (d) the Board Members who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Board Member, the nature and extent of the Board Member's interest in the matter and how it relates to the affairs of NACRC; and
 - (ii) says that those Board Members are satisfied that the interest should not stop the Board Member from voting or being present.

25. DUTIES OF BOARD MEMBERS

The Board Members must comply with their duties as Board Members under legislation and common law (judge-made law), and with the duties described in Governance Standard 5 of the regulations made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board Member of NACRC;
- (b) to act in good faith in the best interests of NACRC and to further the charitable purpose(s) of NACRC set out in **clause 4.1**;
- (c) not to misuse their position as a Board Member;
- (d) not to misuse information they gain in their role as a Board Member;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in **clause 24**;
- (f) to ensure that the financial affairs of NACRC are managed responsibly;
- (g) to comply with the Board Code of Conduct; and
- (h) not to allow NACRC to operate whilst insolvent.

26. WHEN THE BOARD MEETS

The Board may decide how often, where and when it meets, provided that it shall meet together not less than 8 times each calendar year (including the Annual General Meeting).

27. CALLING BOARD MEETINGS

27.1 A Board meeting may be convened at any time by:

- (a) the Bishop;
- (b) the Chairperson; or
- (c) two members,

giving at least 7 days' notice of the meeting to all Board Members.

27.2 Notice of a Board meeting need not be in writing.

28. USING TECHNOLOGY TO HOLD BOARD MEETINGS

28.1 The Board Members may hold Board meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Board Members.

28.2 The Board Members' agreement may be a standing one.

28.3 A Board Member may only withdraw their consent within a reasonable period before the meeting.

29. QUORUM AT BOARD MEETINGS

29.1 Unless the Board Members determine otherwise, the quorum for a Board meeting is 2 Board Members, including the Bishop.

29.2 No business may be transacted at any Board meeting unless a quorum of Board Members is present at all times during the meeting.

29.3 Board Members who are personally present (or in conference in accordance with **clause 28**) form a quorum. A Board Member who is disqualified from voting on a matter pursuant to **clause 24** shall be counted in the quorum despite that disqualification.

29.4 All resolutions of the Board Members passed at a Board meeting where a quorum is present but where notice of the meeting has not been given as required to each Board Member, or any act carried out pursuant to such resolution, shall, provided each Board Member to whom notice was not given subsequently agrees to waive the same, be valid as if notice of the meeting had been duly given to all Board Members.

30. VOTING

- 30.1 A resolution of the Board, other than a resolution in respect of a Redress settlement, must be passed by a majority of votes of the Board Members present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Board Members will for all purposes be taken to be a determination of the Board.
- 30.2 A resolution in respect of a Redress settlement must be passed by the Bishop and a minimum of one Board Member.
- 30.3 Each Board Member shall have one vote.
- 30.4 In case of an equality of votes at a Board meeting, the Bishop will have a casting vote in addition to a deliberative vote.
- 30.5 The Chairperson or the Bishop may before a vote is taken request that a matter be referred to the Diocesan Council for advice and/or resolution. Such matter will be referred to the next ordinary meeting of the Diocesan Council.

31. RESOLUTIONS BY BOARD MEMBERS

- 31.1 The Board may pass a resolution by way of a circular resolution without a Board meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- 31.2 The resolution is passed when the last Board Member signs.
- 31.3 A transmission, via whatever technological means, which is received by NACRC and which purports to have been signed by a Board Member shall for the purposes of this clause be taken to be in writing and signed by that Board Member at the time of the receipt of the transmission by NACRC in legible form.
- 31.4 NACRC may send a circular resolution by email to the Board Members and the Board Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

32. VALIDATION OF ACTS OF BOARD MEMBERS

All acts done:

- (a) at any Board meeting; or
- (b) by any person acting as a Board Member,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Board Member or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Board Member and had been entitled to vote.

33. MINUTES AND RECORDS

- 33.1 NACRC must make and keep the following records:
- (a) minutes of proceedings and resolutions of general meetings;
 - (b) a copy of a notice of each general meeting.
- 33.2 NACRC must make and keep the following records:
- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any Committees); and
 - (b) circular resolutions of Board Members.
- 33.3 To allow the Board Members to inspect NACRC's records, NACRC must give Board Members reasonable access to the records set out in **clauses 33.1, 34.2 and 37.1**.
- 33.4 The Board Members must ensure that minutes of an general meeting or a Board meeting are signed within a reasonable time after the meeting by:
- (a) the Bishop;
 - (b) the Chairperson; or
 - (c) any other person presiding over the meeting.
- 33.5 The Board Members must ensure that minutes of the passing of a circular resolution of Board Members are signed by the Bishop or the Chairperson within a reasonable time after the resolution is passed.
- 33.6 The Diocese shall ensure that the NACRC is provided with sufficient support and resources to comply with the requirements of this **clause 33**.

34. EXECUTION OF DOCUMENTS

- 34.1 Documents must be executed on behalf of NACRC in accordance with the Bodies Corporate Act.
- 34.2 If a document is executed on behalf of NACRC:
- (a) using its common seal, the common seal may only be affixed in accordance with the authority of the Board. The common seal must be affixed in the presence of and attested to by the signatures of:
 - (i) at least one Board Member; and
 - (ii) the Bishop;
 - (b) pursuant to any applicable delegation, it must be executed in accordance with the terms of that delegation.

35. FINANCIAL AND RELATED RECORDS

- 35.1 NACRC must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 35.2 NACRC must also keep written records that correctly record its operations.
- 35.3 NACRC must retain its records for at least 7 years.
- 35.4 The Board Members must take reasonable steps to ensure that NACRC's records are kept safe.

36. BOARD MEMBERS' ACCESS TO DOCUMENTS

- 36.1 A Board Member has a right of access to the financial records of NACRC at all reasonable times.
- 36.2 If the Board Members agree, NACRC must give a Board Member or former Board Member access to:
- (a) certain documents, including documents provided for or available to the Board Members; and
 - (b) any other documents referred to in those documents.

37. NACRC PRINCIPAL OFFICER

- 37.1 The Board may appoint a Principal Officer to perform the responsibilities and duties of Principal Officer of NACRC on terms to be agreed between the Board and the Principal Officer and approved by the Bishop from time to time.
- 37.2 Candidates for the position of Principal Officer will be nominated by the Bishop for consideration by the Board.
- 37.3 The Principal Officer, if appointed, shall support the Board in the management and administration of NACRC's activities.
- 37.4 The Principal Officer shall be an employee of NACRC.
- 37.5 The Principal Officer shall be entitled to attend all meetings of the Board and have the right to speak but not vote.

38. INSPECTIONS AND INQUIRIES BY THE BISHOP AND DIOCESAN COUNCIL

- 38.1 The Board shall ensure that:

- (a) the Bishop and the Diocesan Council are kept informed of all key financial, strategic and risk matters associated with the activities of the NACRC in such manner and with such frequency as the Bishop and Diocesan Council shall determine; and
- (b) any requests of the Bishop and the Diocesan Council are properly and expeditiously considered by the Board.

38.2 The Diocesan Council may at any time and in such manner as it thinks fit:

- (a) direct an inspection of NACRC, its finances and other records; and/or
- (b) direct an inquiry into the operational and general affairs of NACRC.

39. BY-LAWS

39.1 The Members may pass a resolution to make by-laws to give effect to this Ordinance. By-laws may not be inconsistent with this Ordinance and, in the event of any inconsistency, the provisions of this Ordinance will prevail.

39.2 The Members must comply with by-laws as if they were part of this Ordinance.

40. WHEN NOTICE IS TAKEN TO BE GIVEN

Written notice under this Ordinance may be:

- (a) delivered in person, or left at a the recipient's address, and is taken to be given on the day it is delivered;
- (b) sent by post, and is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method as agreed to by the recipient, and is taken to be given on the Business Day after it is sent.

41. WINDING UP

If any surplus remains following the winding up of the affairs of the NACRC, the existence of the surplus shall be notified to the Diocesan Council who shall determine in writing, after consultation with the Bishop, to which entity, corporation or trust the surplus shall be given or transferred.

42. INDEMNITY

To the extent permitted by law every Board Member shall be indemnified out of the funds of NACRC against all costs, expenses and liabilities incurred as such a Board Member or employee (or former Board Member or employee). However, no such Board Member (or former Board Member) shall be indemnified out of the funds of NACRC under this clause unless:

- (a) it is in respect of a liability to another person (other than NACRC or a related body corporate to NACRC) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Board Member (or former Board Member) or in which the Board Member (or former Board Member) is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Board Member (or former Board Member).

43. PAYMENT OF INDEMNITY POLICY PREMIUM

- 43.1 To the extent permitted by law, NACRC may at the discretion of the Board enter into and pay a premium in respect of a policy of insurance insuring a Board Member (or former Board Member) of NACRC against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for a liability arising out of conduct involving a wilful breach of duty in relation to NACRC.
- 43.2 The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- 43.3 Where a Board Member (or former Board Member) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then NACRC shall not be required to indemnify the Member under **clause 42** except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

44. INDEMNITY TO CONTINUE

- 44.1 The indemnity granted by NACRC, contained in **clause 42**, shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

45. TRANSITIONAL

This Ordinance shall come into effect on a date determined by the Bishop.

Schedule A

The Exceptional Special Purposes Trust
The Exceptional Special Purposes Trust No.2

PASSED BY DIOCESAN COUNCIL on the **Twenty Eighth** day of **June** 2018.

Mrs Linda Wilson
Secretary, Diocesan Council

THE ASSENT of the Peter Derrick James Stuart, Bishop of the Diocese was given to the above Ordinance on the **Twenty Eighth** day of **June 2018** in the Tenth year of our Consecration.

PRESIDENT