

**NEWCASTLE ANGLICAN CHURCH CORPORATION ORDINANCE 2017  
GOVERNANCE AMENDMENT ORDINANCE 2020**

**BE IT ORDAINED** by the Diocesan Council of the Diocese of Newcastle as follows:

**PART 1 – PRELIMINARY**

Short Title

1. This Ordinance may be cited as the ***Newcastle Anglican Church Corporation Ordinance 2017 Governance Amendment Ordinance 2020***.

**PART 2 – OPERATIVE PART**

2. Upon the date this ordinance shall come into effect the Newcastle Anglican Church Corporation shall be known as the "Newcastle Anglican Corporation".
3. Throughout the entire Ordinance, where the acronym "NACC" is utilised, it shall be replaced by "NAC".
4. In clause 1, the name of the Ordinance shall be amended to:  
***Newcastle Anglican Corporation Ordinance 2017***
5. In clause 3.1, the following definitions are inserted:

<b>Anglican Care</b>	means Anglican Care ABN 94 273 103 460
<b>Bishop</b>	means the Bishop of Newcastle, in the absence of the Bishop or when the Bishop is unable to exercise their responsibilities it means the Commissary and, during any vacancy in the See, the Administrator of the Diocese
<b>Commissary</b>	means the person appointed by the Bishop to act in his/her place when the Bishop is absent from the Diocese
<b>Controlled Entities</b>	means Anglican Care, NASC, the member Schools of the NASC, Samaritans and Samaritans Housing
<b>Executive Director</b>	means any person appointed as an executive director in accordance with clause 38A of this Ordinance
<b>Finance Debt</b>	means and includes any indebtedness or other liability (present or future, actual or contingent) relating to any financial accommodation including: <ol style="list-style-type: none"> <li>a) an advance or loan;</li> </ol>

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	<ul style="list-style-type: none"> <li>b) drawing, accepting, endorsing, discounting, collecting or paying a bill of exchange, cheque or other negotiable instrument;</li> <li>c) the discounting or sale of receivables;</li> <li>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);</li> <li>e) any commodity, currency or interest rate swap agreement, forward exchange rate agreement or futures contract (as defined in any statute);</li> <li>f) any reimbursement obligation or indemnity relating to any financial accommodation (including any letter of credit or bank undertaking); or</li> <li>g) any Guarantee of any other Finance Debt.</li> </ul>
<b>Guarantee</b>	means the guarantee of any obligation of another party by the NAC
<b>Head of Entity</b>	means the person appointed by the Board with the concurrence of the Bishop to be the head of the relevant entity as defined in legislation relating to child protection, disability or aged care (with this definition also applying to the term Head of Agency where relevant)
<b>NASC</b>	means Newcastle Anglican Schools Corporation ABN 59 080 029 391
<b>Ordinance</b>	means the Newcastle Anglican Corporation Ordinance 2017 which, until the assent of the Newcastle Anglican Church Corporation Ordinance 2017 Amendment Ordinance 2020, was known as the Newcastle Anglican Church Corporation Ordinance 2017
<b>Related Bodies</b>	means the Trustees of Church Property for the Diocese of Newcastle ABN 31 876 908 346 and the Anglican Savings and Development of the Diocese of Newcastle ABN 37 901 809 074
<b>Samaritans</b>	means Samaritans Foundation – Diocese of Newcastle ABN 38 574 464 524 and any controlled entity of Samaritans Foundation
<b>Samaritans Housing</b>	means Samaritans Housing ABN 70 614 051 641
<b>School Principal</b>	means a Principal of a school operated by the NASC
<b>Security</b>	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 <i>Personal Property Securities Act 2009 (Cth)</i>

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6. In clause 3.2, the following is inserted:

“(h) where reference is made to the Bishop, except where that reference is to the Bishop as Chairperson of the NAC (particularly in clause 17), such reference should be interpreted as the Bishop exercising the powers of the Bishop of the Diocese (rather than acting in the capacity of Chairperson of the NAC).”

7. In clause 13, insert a new clause 13.3 as follows:

“Any Assistant Bishop shall have an entitlement to attend any meeting of the NAC but shall not have a right to vote in relation to the consideration of any business of the NAC unless the Assistant Bishop is exercising the office of the Bishop in the capacity of Commissary or Administrator of the Diocese.”

8. Clause 14.3 is repealed and replaced with:

“Where the Bishop is not present at a general meeting and has not appointed a delegate or the delegate is not present, the general meeting shall elect a person to preside over the general meeting.”.

9. In clause 14.4, the reference in parenthesis is replaced with:

“(or any delegate appointed pursuant to clause 14.2 or by operation of clause 14.3)”.

10. Clause 17.1 is repealed and replaced with:

“17.1 The Board of the NAC shall comprise:

- (a) the Bishop;
- (b) up to 10 members appointed by the Diocesan Council,

who (apart from the Bishop) shall be:

- (c) responsible persons under the Responsible Persons Ordinance 2015;
- (d) cleared to work with children in accordance with the *Child Protection (Working with Children) Act 2012* (NSW) (as amended); and
- (e) have confirmed in writing that they are members of the Anglican Church of Australia and, if not members of the Anglican Church of Australia, that they will undertake their work in accordance with the faith, ethos and values of the Anglican Church of Australia.”.

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11. Clause 17.5 is repealed and replaced with:

“In the event of there being a casual vacancy on the Board, the Diocesan Council shall appoint a person to fill that vacancy for the remainder of the term.”.

12. Clause 17.7 is repealed and replaced with:

- (a) The Bishop may elect to Chair the Board or may appoint another member of the Board to be the Chair of the Board;
- (b) The Board shall elect a Deputy Chairperson from among the Board members who shall:
  - (i) chair all or part of any Board meeting either at the request of the Chairperson or where the Chairperson is unable (for whatever reason) to do so; and
  - (ii) liaise with the Corporation Secretary to ensure that the Board is provided will all necessary information required by the elected Board members to undertake the work of the Board;
- (c) Where the Bishop appoints a Chair of the Board, the Bishop may advise the Chair in advance that he/she wishes to preside at all or part of a meeting and shall assume the Chair for those purposes.”

13. Insert new clause 17.8 as follows:

“During any term of office, a Board Member may also be appointed to concurrently serve as a Board Member of the Controlled Entities on terms provided for in the separate governance ordinances of those Controlled Entities.”

14. Clause 18 is repealed and replaced with:

- “18 Termination of appointment of Board members  
A Board member (except the Bishop) ceases being a Board member if he/she:
- (a) gives written notice of resignation as a Board Member to the Bishop 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);
  - (b) dies;
  - (c) retires in accordance with clause 17.2, unless re-elected pursuant to clause 17.4.
  - (d) is absent for 3 consecutive Members' meetings without approval from the other Members;
  - (e) becomes bankrupt;
  - (f) is convicted of any offence punishable by imprisonment for five (5) years or more;
  - (g) becomes 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;

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- (h) is 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;
- (i) fails within two (2) months to sign the Board Code of Conduct;
- (j) refuses any appointment as a Board Member of a Controlled Entity;
- (k) is removed by the Bishop in accordance with his or her powers under the Diocese of Newcastle (Responsible Persons) Ordinance 2015 (as amended) or the Professional Standards Ordinance 2012 or any other Ordinance relating to the Board member's conduct which may be in effect in the Diocese; or
- (l) is removed by ordinary resolution of the Diocesan Council."

15. Clause 20.1 is repealed and replaced with:

"The Board of the NAC is an entity subject to the control of the Diocesan Council. It is responsible for the governance, management and administration of the business of the Controlled Entities and the Related Entities entrusted to it.

The Board of the NAC is accountable to the Bishop, Synod and Diocesan Council for its corporate performance.

The Board of the NAC must ensure that it undertakes its work in accordance with the mission, values and strategies of the Anglican Diocese of Newcastle. Its powers include, but are not limited, to:

- (a) the operations of Anglican Care, Samaritans, Samaritans Housing, NASC and NASC member schools;
- (b) the operations of the Anglican Savings and Development Fund and its compliance with any APRA requirements;
- (c) the investment portfolio of the Trustees;
- (d) the Diocese's work, health and safety obligations;
- (e) on the recommendation of the Diocesan Chief Executive and with the concurrence of the Bishop, appoint persons as Executive Directors to its Controlled Entities;
- (f) in relation to the real property holdings of the Diocese and any church trust (including property held for parish purposes) that any:
  - (i) proposed dealing:
    - 1. complies with all relevant legislation;
    - 2. in the interests of the Diocese and any relevant Parish;
    - 3. is fair and reasonable; and
    - 4. can be properly financed;
  - (ii) proposal for the erection, addition, removal, and/or demolition of any building

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- on Church Property, or the addition, removal or alteration of a building used for divine service has the approval of the Bishop; and
- (iii) proposal for the purchase, sale, lease, or license of a building used or to be used for divine service has the approval of the Bishop;
- (g) making recommendations to the Diocesan Council that it pass all measures necessary for the sale, exchange or leasing of real estate and, where appropriate, recommend that land and buildings held by the Trustees be rationalised or that land and buildings be purchased to enable the furtherance of Christian ministry and mission within the Diocese;
- (h) approving the annual Synod budget and any other funds placed under the control of the NAC by Synod, including payment of salaries and other expenses arising from the conduct of Diocesan business;
- (i) overseeing the administration of the Diocesan insurances;
- (j) reviewing the strategic, financial and others risks of any Body Corporate of the Diocese (including the Diocesan agencies and the Schools Corporation) and providing advice to the Bishop, Diocesan Council or other Body Corporate on their operations and activities;
- (k) directing the acquisition by purchase or otherwise any property for the advancement of the objects of the NAC;
- (l) approving any measures to raise money by mortgaging any asset of the NAC for completing acquisitions or for other purposes approved by the Board;
- (m) directing the opening and managing of banking accounts for the NAC and its Controlled Entities and ensuring compliance 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;
- (n) directing the investment of 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 the NAC;
- (o) subject to the approval of the Diocesan Council, directing the raising of funds by appeal for the purpose of furthering the objects of the NAC;
- (p) receiving, administering and providing for the investment of donations, gifts and legacies and receiving, administering and distributing income to the charitable and mission work of the NAC;
- (q) encouraging Parishes to participate in the ongoing work of the NAC; and
- (r) doing all such things as are incidental or conducive to the exercise and performance

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of all or any of the powers and duties of the Board and carrying out the objectives of the NAC and the mission of the Diocese.

16. Clause 21.1 is repealed and replaced with:

“The Board may delegate any of its powers and functions to a Committee of the NAC, an individual Board member or an employee of the NAC or controlled entities (such as the Diocesan Chief Executive or an Executive Director or School Principal) or any person as it considers appropriate on such terms and conditions it considers appropriate and with such restrictions it considers expedient.”
  
17. Clause 22 is repealed and replaced with:

“The Board may delegate any powers to a standing committee that can be established by the Board with such terms of reference, charter and membership as the Board shall determine. The creation of, amendments to and termination of the operation of such standing committees shall be undertaken by resolution of the Board.”
  
18. Clause 23.1 is repealed and replaced with:

“The Board may delegate any of its powers to a Committee, other than a standing committee, with membership, terms of reference and charter as shall be determined by the Board as it thinks fit and may from time to time revoke such delegation.”
  
19. Clause 23.2 is amended by inserting the phrase “formed in accordance with clause 23.1” after the word “Committee” in the first line.
  
20. In clause 31.4 delete “The Board, the Bishop (or the Assistant Bishop in the absence of the Bishop)” and replace with “The Board and/or the Bishop”.
  
21. Clause 32.1 is amended by replacing “With the concurrence of the Bishop and the Chair” with “With the concurrence of the Bishop and the Chair, or where the Bishop is the Chair, with the concurrence of the Bishop and the Deputy Chair,”
  
22. Clause 34.4(a) is amended by replacing “the Bishop” with “the Chair”
  
23. Insert new clause 38A as follows:

“38A. Executive Directors and Heads of Entity

38A.1 The Board, on the recommendation of the Diocesan Chief Executive and with the concurrence of the Bishop, may appoint persons as Executive Directors who shall

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report to the Diocese Chief Executive and shall undertake particular responsibilities for the NAC, its Controlled Entities and its Related Bodies as defined by the Board with the concurrence of the Bishop.

38A.2 The Board, on the recommendation of the Diocesan Chief Executive and with the concurrence of the Bishop may appoint persons to be recognised as the Head of Entity for Samaritans, Anglican Care, the NASC and NASC member schools.”

24. Clauses 39.1(a) and (b) are amended to exclude reference to “the Bishop”.
25. The Schedules in Part 3 are repealed.
26. This Ordinance shall come into effect on a date determined by the Bishop by notice in writing to the Diocesan Chief Executive.

**I HEREBY CERTIFY** the Ordinance as printed is in accordance with the Ordinance as reported.  
**PASSED BY DIOCESAN COUNCIL** on **17 August 2020**.



Mrs Linda Wilson  
**Secretary, Diocesan Council**



**ASSENT** by  
**Peter, Bishop of Newcastle**  
**17 August 2020**

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