

**ANGLICAN CARE (DIOCESE OF NEWCASTLE) 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 ***Anglican Care (Diocese of Newcastle) Ordinance 2017 Governance Amendment Ordinance 2020.***

PART 2 – OPERATIVE PART

2. In clause 3.1:
 - (a) repeal the definitions “**Chief Executive Officer**” and “**Diocesan Business Manager**”; and
 - (b) insert the following definitions:

Bishop	means the Bishop of Newcastle, in the absence of the Bishop it means the Commissary and, during any vacancy in the See, the Administrator of the Diocese.
Commissary	means the person appointed by the Bishop to act in his/her place when the Bishop is absent from the Diocese.
Diocesan Chief Executive	means the Diocesan Chief Executive of the Diocese
Executive Director	means any person appointed as an Executive Director in accordance with clause 39 of this Ordinance
Finance Debt	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"> 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.
Head of Entity	means the person appointed by the Board to be the head of the relevant entity as defined in legislation relating to child protection,

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	disability or aged care (with this definition also applying to the term Head of Agency where relevant) and for such other duties as the Board may determine
Guarantee	means the guarantee of any obligation of another party by Anglican Care.
NAC	means Newcastle Anglican Corporation
Officer	means any person holding a designated position within the governance structure of the entity including the Chairperson, Deputy Chairperson or Diocesan Chief Executive
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 <i>Personal Property Securities Act 2009 (Cth)</i>

3. In clause 3.2, insert:

“(h) where reference in this Ordinance is made to the Bishop such reference should be interpreted as the Bishop exercising the powers of the Bishop of the Diocese.”

4. Clause 15 is repealed and replaced with:

“15. Bishop to Chair General Meetings and to have Casting Vote

15.1 Where the Bishop is not present at a general meeting and has not appointed a delegate or the delegate is not present, the Deputy Chairperson of the NAC shall preside over the general meeting.

15.2 In the case of an equality of votes whether on a show of hands or on a poll, the Chairperson (or any delegate appointed under clause 15.1) at which the show of hands is taken or at which the poll is demanded shall have a casting vote.”

5. Clauses 16.1 and 16.2 are amended so that any reference to “Bishop” is replaced by “Chairperson” and any reference to “clause 15.2” is replaced by “clause 15.1”.

6. Clause 18 is repealed and replaced with:

“Board of NAC is also the Board of Anglican Care

18.1 The Board of Anglican Care shall comprise the Board members of NAC.

18.2 The Officers of the NAC shall be the Officers of Anglican Care.

18.4 Any change in the composition of the Board of the NAC shall also result in an identical change to the composition of the Board of Anglican Care.

7. Clause 19 is repealed and replaced with:

“A Board Member of Anglican Care ceases to be a Board Member when that person ceases to be a Board Member of NAC, irrespective of the reason.”

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8. Clause 21.1 is repealed and replaced with:

“Anglican Care is an entity subject to the control of the Diocesan Council.

The Board is responsible for the governance, management, and administration of the business of Anglican Care.

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

The Board of Anglican Care 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) evaluating, overseeing and approving policies and strategies for the provision of contemporary aged care within Australia and particularly within the area of the Diocese to ensure delivery of quality care in ways that are relevant to the needs of people;
- (b) evaluating, overseeing and approving strategic and development plans including improvements, additions, alterations and development of sites and facilities and the provision of services at all sites;
- (c) evaluating, overseeing and approving arrangements to acquire and vest in Anglican Care any property and to raise funds for completing acquisitions, capital extensions or works or for other purposes of the Board;
- (d) entering into arrangements for the provision of services to organisations at other sites not controlled by the Board;
- (e) appointing committees who shall be responsible to the Board and shall report to each meeting of the Board or as the Board may direct;
- (f) approving 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), in accordance with the Designated Fund Ordinance 2015;
- (g) raising funds by appeal;
- (h) approving the payment of any reasonable and lawful licence fee or levy to the Diocese determined by the Diocesan Council;
- (i) overseeing the receipt, administration and provision of the investment of donations, gifts and legacies and to receive, administer and distribute income from such investments; and
- (j) 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 purposes of Anglican Care.”

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9. Clause 21.3 is amended such that the final paragraph of that clause commencing with the phrase “provided however” and finishing with “leasing arrangement” is repealed.
10. Clause 22.1 is repealed and replaced with:
“The Board Members may delegate any of their powers and functions to a Committee of NAC, an individual Board Member, the Diocesan Chief Executive, an Executive Director or any person as they consider appropriate on such terms and conditions they consider appropriate and with such restrictions they consider expedient”.
11. Clause 23 is repealed and replaced with:
“23.1 Any powers the Board seeks to delegate to a committee shall be delegated to a Committee of NAC.

23.2 Where any power is delegated to a Committee of NAC by the Board, the Board shall convey any directions or restrictions upon the delegation of the power.

23.3 The Committee of NAC to which any power is delegated under clause 23.1 shall conduct its business in accordance with the framework provided under clause 23 of the *Newcastle Anglican Corporation Ordinance 2017 (as amended)*.”
12. In clause 35, replace “Chief Executive Officer” with “Diocesan Chief Executive”.
13. In clause 36, insert at the commencement of the clause the words “The Board of”.
14. Clause 39 is repealed and replaced with:
“39 Management of Anglican Care and Head of Entity
39.1 The Diocesan Chief Executive shall be responsible for the management and administration of Anglican Care’s operations and may with the concurrence of the Bishop delegate any powers or responsibilities to an Executive Director or some other person as determined by the Diocesan Chief Executive and approved by the Board.
39.2 The Board with the concurrence of the Bishop may appoint an Executive Director or some other person to the position of Head of Entity for Anglican Care and may prescribe the duties to be undertaken as the Head of Entity.”
15. This Ordinance shall come into effect on a date determined by the Bishop by notice in writing to the Diocesan Chief Executive.

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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

This document is current at the date of last review and is maintained electronically by the Anglican Diocese of Newcastle. Users should refer to the Newcastle Anglican website to confirm the currency of the instrument.

In Force Date: 17 August 2020

Last Review: 17 August 2020