

**NEWCASTLE ANGLICAN SCHOOLS ORDINANCE 2007 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 Schools Corporation Ordinance 2007 Governance Amendment Ordinance 2020.***

**PART 2 – OPERATIVE PART**

2. In clause 3.1:
  - (a) where there is reference to “**Chief Executive Officer**” replace with “**Diocesan Chief Executive (or his/her delegate)**”; and
  - (b) insert the following definitions:

<b>Bishop</b>	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.
<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>Corporation</b>	means the Newcastle Anglican Schools Corporation
<b>Diocesan Chief Executive</b>	means the Diocesan Chief Executive of the Diocese
<b>Executive Director</b>	means any person appointed as an Executive Director in accordance with clause 42 of this Ordinance
<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 (with this definition also applying to the term Head of Agency where relevant).
<b>NAC</b>	means Newcastle Anglican Corporation
<b>Officer</b>	means any person holding a designated position within the governance structure of the entity including the Chairperson, Deputy Chairperson or Diocesan Chief Executive

3. In clause 2.2, insert:
  - “(I) where reference in this Ordinance is made to the Bishop, except where that reference is to the Bishop as Chairperson of the Newcastle Anglican Schools Corporation, 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 Newcastle Anglican Schools Corporation).

**NEWCASTLE ANGLICAN SCHOOLS ORDINANCE 2007 GOVERNANCE  
AMENDMENT ORDINANCE 2020**

4. Clause 7.1 is amended such that the final paragraph of that clause commencing with the phrase “provided however” and finishing with “leasing arrangement” is repealed.
5. Clause 9.2 is repealed and replaced with:

“The Bishop may give notice that he or she wishes the Board or a School Council to meet with the Bishop or a person appointed by the Bishop. Any such meeting shall be arranged within twenty-four (24) hours (or at such other time that may be agreed by the Bishop).”
6. Clause 11.1 is repealed and replaced with:

“The Board of the Corporation shall comprise the Board members of NAC.”
7. Clauses 11.2 is repealed and replaced with:

“The Officers of the NAC shall be the Officers of the Corporation.”
8. Clause 11.3 is repealed and replaced with:

“Any change in the composition of the Board of NAC shall also result in an identical change to the composition of the Board of the Corporation.”
9. Clauses 12, 13, 14, 15 and 16 are repealed.
10. In clause 19, the phrase “the Board” is deleted from the opening sentence.
11. Insert a new clause 19A:

“19A   Removal of Board Members

A Board member of the Corporation (except the Bishop) ceases to be a Board member when that person ceases to be a Board member of NAC, irrespective of the reason.”
12. Clause 20(e) is repealed and replaced with:

“ensuring that the Bishop and any delegate of the Bishop are informed by the Diocesan Chief Executive (or his/her delegate) on any key financial, strategic and risk matters associated with the Corporation or a School to ensure that any requests of the Bishop, any delegate of the Bishop or the Diocesan Chief Executive are considered by the Board in a timely manner.”
13. Clause 21 is repealed and replaced with:

“21.   Meetings of the Board

21.1   The proceedings of the Board shall be governed in the following manner:

  - (a)   the Board may meet for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it may resolve;
  - (b)   the Board may act even if there are vacancies on the Board;
  - (c)   the Board must meet at least five (5) times each calendar year;
  - (d)   a meeting of the Board may be convened by:

**NEWCASTLE ANGLICAN SCHOOLS ORDINANCE 2007 GOVERNANCE  
AMENDMENT ORDINANCE 2020**

- (i) the Chair of the Board; or
  - (ii) any four (4) Board Members of the Board;
- (e) the person or persons convening a meeting of the Board must set out or cause to be set out in the notice of meeting the purposes for which the meeting is required and must give at least twenty four hours' prior written notice of such meeting to the other Board Members;
- (f) a Board meeting may be held by the Board Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion;
- (g) the Board Members need not all be physically present in the same place for a Board meeting to be held;
- (h) a Board Member who participates in a meeting held in accordance with this clause is taken to be present and entitled to vote at the meeting; and
- (i) the Diocesan Chief Executive (or any delegate appointed under clause 41) may attend and participate in all meetings of the Board but may not vote. Diocesan Chief Executive (or any delegate appointed under clause 41) may be excluded from any Board meeting by resolution of the Board.

21.2 Annual General Meeting

A general meeting of the Corporation, called the annual general meeting, must be held once every calendar year, at which the Board must present an annual report of the Corporation's activities and an audited report of the Corporation's finances.

21.3 Special General Meeting

The Bishop or the Board may, whenever they think fit, convene a special general meeting of the Corporation to consider any business relating to the affairs of the Corporation."

21.4 Bishop to Chair General Meetings

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 shall preside over the general meeting."

14. In clauses 24, 27, 31.1, 33.7, 33.8, 41.1 the term "Chief Executive Officer" is replaced with "Diocesan Chief Executive (or his/her delegate)".

15. Clause 29 is repealed and replaced with:

"29. Committees

29.1 Any powers the Board seeks to delegate to a committee shall be delegated to a Committee of NAC.

29.2 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.

**NEWCASTLE ANGLICAN SCHOOLS ORDINANCE 2007 GOVERNANCE  
AMENDMENT ORDINANCE 2020**

29.3 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).

29.4 The Board must ensure that all Committee members are:  
(a) Responsible Persons; and  
(b) cleared to work with children in accordance with the *Child Protection (Working with Children) Act 2012* (NSW) (as amended).

29.5 The Board may revoke the delegation to a committee at any time.

16. Sub clause 31.2 is repealed and replaced with:

“31.2 Each School Council comprises:

- (a) the Principal, or in the absence of the Principal the person undertaking the duties of the Principal; and
- (b) up to seven (7) people appointed by the Board for a term of up to three (3) years and whose term expires on 15 December of the last year of their term.”

17. A new sub clause 31.3 is inserted to read:

“the Bishop may appoint a person to be the Chair of the School Council, in the absence of an appointment the Chairperson shall be the Principal or, in the absence of the Principal, the person undertaking the duties of the Principal.”

18. In clause 32:

(a) sub clause 32.2 is repealed and replaced with:

“The members of the Council, with the exception of the Principal, shall assist the Bishop and the Board in the appointment and review of the Principal in such manner as the Bishop and the Board determine”;

(b) in sub clause 32.2(f), the words “overseeing and” are repealed from the commencement of the sub clause.

19. Clause 42 is repealed and replaced with:

“42. Management of Corporation and Head of Entity

42.1 The Diocesan Chief Executive shall be responsible for the management and administration of the Corporation’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.

42.2 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 the Corporation and may prescribe the duties to be undertaken as the Head of Entity.”.

20. In clause 43.8, repeal the references to “Diocesan Business Manager” and “Chief Executive Officer” and replace with “Diocesan Chief Executive (or his/her delegate)”.

**NEWCASTLE ANGLICAN SCHOOLS ORDINANCE 2007 GOVERNANCE  
AMENDMENT ORDINANCE 2020**

21. In clauses 44.5 and 48, replace "Chief Executive Officer" with "Diocesan Chief Executive (or his/her delegate)"
  
22. 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**

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

Page 5 of 5