

**SAMARITANS FOUNDATION - 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 ***Samaritans Foundation - Diocese of Newcastle Ordinance 2017 Governance Amendment Ordinance 2020.***

PART 2 – OPERATIVE PART

2. In clause 3.1:
 - (a) delete the definition "**Chief Executive Officer**"; 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 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 Executive Director in accordance with clause 40 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.
Guarantee	means the guarantee of any obligation of another party by Samaritans Foundation.
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 or

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NAC	disability (with this definition also applying to the term Head of Agency where relevant) and for such other duties as the Board may determine; 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 (rather than acting in the capacity of Chairperson of Samaritans).”

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 Chair 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. Clause 18 is repealed and replaced with:

“18. The Board of NAC is also the Board of Samaritans Foundation

18.1 The Board of Samaritans Foundation shall comprise the Board members of NAC.

18.2 The Officers of the NAC shall be the Officers of the Samaritans Foundation.

18.3 Any change in the composition of the Board of NAC shall also result in an identical change to the composition of the Board of Samaritans Foundation.”.

6. Clause 19 is repealed and replaced with:

“A Board member of Samaritans Foundation ceases to be a Board member when that person ceases to be a Board member of NAC, irrespective of the reason.”

7. Clause 21.1 is repealed and replaced with:

“Samaritans Foundation 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 the Samaritans Foundation.

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

The Board 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) directing the incorporation of proprietary limited companies, the shares of which are owned and controlled by Samaritans Foundation and the directors of which shall be the Board Members of Samaritans Foundation for the time being;
- (b) directing the acquisition by purchase or otherwise of any property for the advancement of the objects of Samaritans Foundation;
- (c) directing the raising of money by mortgaging any asset of Samaritans Foundation for completing acquisitions or for other purposes approved by the Board;
- (d) directing the control of all monies received for the purpose of Samaritans Foundation and authorising all expenditure necessary for the proper running of Samaritans Foundation;
- (e) directing the opening and managing banking accounts for Samaritans Foundation and its Controlled Entities 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;
- (f) giving guarantees on behalf of its Controlled Entities in respect of liabilities incurred or to be incurred by its Controlled Entities;
- (g) 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) in accordance with the Designated Fund Ordinance 2015;
- (h) directing the raising funds by appeal for the purpose of furthering the objects of Samaritans Foundation or its Controlled Entities;
- (i) directing the receipt, administration and provision for the investment of donations, gifts and legacies and receiving, administering and distributing income to the charitable and mission work of Samaritans Foundation;

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- (j) encouraging Parishes to participate in the ongoing work of Samaritans Foundation in ways which suit their particular circumstances and interests;
 - (k) encouraging the social and community services at present being undertaken and provided within Parishes;
 - (l) directing the payment of any reasonable and lawful licence fee or levy to the Diocese determined by the Diocesan Council; and
 - (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 Samaritans Foundation.
8. 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.
9. 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".
10. 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)."
11. In clause 36, replace "Chief Executive Officer" with "Diocesan Chief Executive".
12. In clause 37, insert at the commencement of the clause the words "The Board of",
13. Clause 40 is repealed and replaced with:

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"40 Management of Samaritans and Head of Entity

40.1 The Diocesan Chief Executive shall be responsible for the management and administration of Samaritans' 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.

40.2 The Board with the concurrence of the Bishop shall appoint an Executive Director or some other person to the position of Head of Entity for Samaritans and may prescribe the duties to be undertaken as the Head of Entity."

14. 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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