

Anglican Schools Corporation Ordinance 1947

(Reprinted under the Interpretation Ordinance 1985.)

The Council for the Promotion of Sydney Anglican Diocesan Schools Ordinance 1947 as amended by the Sydney Anglican Schools Corporation Ordinance 1947 Amendment Ordinance 2013, the Sydney Anglican Schools Corporation Ordinance 1947 Amendment Ordinance 2014, Sydney Anglican Schools Corporation Ordinance 1947 (Change of Name and Other) Amendment Ordinance 2015, and the Anglican Schools Corporation Ordinance 1947 Amendment Ordinance 2026.

Table of Provisions

Clause	
1	Definitions and Interpretation
2	Constitution
3	Objects
4	Powers
5	Archbishop
6	Membership
7	Membership Term
8	Revocation of Appointment
9	Casual Vacancies
10	Defect in Appointment
11	Chairman and Deputy Chairman
12	Duties of the Board
13	Employment
14	Chief Executive Officer
15	Proceedings of the Board
16	Board Quorum
17	Voting at Meetings of the Board
18	Board Resolutions without a Meeting
19	Material Conflict of Interest
20	Minutes
21	Common Seal and assumptions
22	Reports and Accounts
23	Committees
24	Schools
25	School Councils
26	Responsibilities of a School Council
27	Principals
28	Proceedings of School Councils
29	Other Divisions
30	Other Executive Officers
31	Dispute Resolution
32	Liabilities
33	Confidentiality Obligations
34	Indemnity
35	Income and Property
36	Winding Up
37	Parish Property
....	

XXXXXXXXXX

Long Title

An Ordinance to provide a constitution for the body known as the Anglican Schools Corporation and for related purposes.

The Standing Committee of the Synod of the Diocese of Sydney in the name and place of the Synod ordains as follows.

1. Definitions and Interpretation

(1) In this Ordinance, unless the context otherwise requires –

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

“ACNC Act” means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

“Archbishop” means the Archbishop of Sydney for the time being.

“Bible-based church” has the same meaning as in the Diocesan Governance Policy.

“Board” means the Members acting collectively as the governors of the Corporation and in this role known as directors.

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

“Chairman” means the person who holds the office of Chairman of the Corporation.

“Chair” means the person who holds the office of Chair of a committee of the Board, including a School Council.

“Chief Executive Officer” means the chief executive officer of the Corporation.

“Church Trust Property Act” means the *Anglican Church of Australia Trust Property Act 1917* (NSW).

“clause” means a clause of this Ordinance.

“Company” means a company which is controlled as defined in section 50AA of the Corporations Act by the Corporation.

“Corporation” means the Anglican Schools Corporation.

“Corporations Act” means the *Corporations Act 2001* (Cth).

“Corporation’s Philosophy of Education” means the guiding principles and their context as enunciated by the Corporation from time to time regarding the purpose, nature and methods of education services to be delivered by Schools.

“Diocesan Governance Policy” means the Governance Policy for Diocesan Organisations made by the Synod on 23 September 2024 as may be amended or replaced from time to time.

“Diocese” means the Diocese of Sydney in the Anglican Church of Australia.

“doctrine of the Diocese” has the same meaning as in the Diocesan Governance Policy.

“Faithfulness in Service” means the code for personal behaviour and the practice of pastoral ministry by clergy and church workers adopted by the Synod in October 2004, as amended from time to time.

“Finance Debt” means and includes any indebtedness or other liability (present or future, actual or contingent) relating to any financial accommodation including –

- (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, with respect to the liability of any person or entity, any guarantee and/or indemnity given by another person or entity securing that liability or any arrangement or undertaking under which another person or entity assumes responsibility for that liability. When ‘guarantee’ is used as a verb, it shall be construed accordingly.

“Mediation Rules” means the rules adopted by the Board from time to time for the purposes of the Dispute Resolution procedure in clause 31.

“Member” means a member of the Corporation.

“Objects” means the objects of the Corporation as set out in clause 3.

“Officer” means any person who holds an office of the Corporation created by the Board. It includes the Chairman, the Deputy Chairman, the Chief Executive Officer, Chief Financial Officer or any other person whose title or acting title includes the words ‘financial controller’, ‘corporate secretary’, ‘executive officer’ or cognate expressions.

“Other Division” means a division of the Corporation that is not a School.

“Other Executive Officer” means the chief executive officer of an Other Division.

“Principal” means the chief executive officer of a School whether known as the Principal or by some other title.

“School” means a school, college or other educational institution conducted by or on behalf of the Corporation.

“School Council” means the governing body of a School constituted by the Board pursuant to this Ordinance.

“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 *Personal Property Securities Act 2009 (Cth)*.

“Synod” means the Synod of the Diocese and includes, when the Synod is in recess, the Standing Committee of the Synod.

“Trust Property” means all or any part of any real or personal property of the Corporation within the meaning of the term “church trust property” in section 4 of the Church Trust Property Act including (without limitation) –

- (a) land and any buildings or improvements on or estates or interests in the land;
- (b) the Schools;
- (c) real or personal property within or outside the geographical boundaries of the Diocese; and
- (d) real or personal property acquired at any time after the date of assent of this Ordinance.

“WWCC” means a clearance issued by the New South Wales Office of the Children’s Guardian pursuant to the WWCC Act permitting the holder of the clearance to engage in child-related work.

“WWCC Act” means the *Child Protection (Working with Children) Act 2012 (NSW)*.

In this Ordinance, headings are for convenience only and do not affect interpretation.

- (2) The Interpretation Ordinance 1985 applies.
- (3) This Ordinance may be cited as the Anglican Schools Corporation Ordinance 1947.

2. Constitution

- (1) The Corporation is constituted with the powers and functions in this Ordinance.

3. Objects

- (1) The Objects of the Corporation are to serve Christ by equipping students for his world through efficiently operating strategically placed Anglican Schools that –

- (a) offer high quality education within a Christian worldview shaped by the Bible, and
- (b) communicate in word and deed the gospel of Jesus Christ to students, staff, parents and the wider community, and
- (c) are financially accessible to local communities.

(2) An act of the Corporation is not invalid merely because it is contrary to or beyond the Objects.

(3) In pursuing the Objects set out in clause 3(1), the Corporation must act in a manner which is consistent with the doctrine of the Diocese.

(4) In recognition that the Corporation is part of a network of parishes, schools and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Board is permitted to pursue the Objects set out in clause 3(1) in a manner which advances the broader charitable purposes of the Diocese.

4. Powers

(1) Subject only to any limitations in this Ordinance, the Corporation has the legal capacity and powers of an individual.

(2) Without limiting the effect of clause 4(1), and subject only to any limitations in this Ordinance, the Corporation has the general power to –

- (a) control, manage and conduct the Schools;
- (b) promote, acquire and establish other schools (by acquisition and ownership of shares in companies or otherwise) and control, manage, and conduct those schools;
- (c) make such arrangements, financial or otherwise for the development, extension and improvement of the Schools; and
- (d) order and conduct the affairs of the Schools in any manner in which it sees fit.

(3) Pursuant to section 19 of the Church Trust Property Act or otherwise allowed at law, all Trust Property is vested in the Corporation.

(4) Without limiting the effect of clause 4(1), pursuant to section 24 of the Church Trust Property Act or otherwise allowed at law, the Corporation is authorised to govern, manage and control all Trust Property in any manner in which it sees fit and to do all things incidental to such government, management and control.

(5) Without limiting the effect of clause 4(1), pursuant to section 25 of the Church Trust Property Act or otherwise allowed at law, the Corporation is authorised to pool any Church Trust Property and all matters and things incidental to such pooling.

(6) Without limiting the effect of clause 4(1), pursuant to sections 26, 26A and 27 of the Church Trust Property Act, pursuant to Section 6(2) of the Bodies Corporate Act or otherwise allowed at law, it is expedient for the Corporation and the Corporation is authorised, empowered and directed, as it deems appropriate –

- (a) to borrow or otherwise raise moneys by such means and methods as the Corporation determines are appropriate and without limitation incur any Finance Debt and enter into derivative and other related financial arrangements and transactions;
- (b) to provide any Security or Guarantee in favour of a third party over all or any part of the Trust Property and any other assets it holds; 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 Corporation or Finance Debt incurred by the Corporation, without limitation –
 - (i) to sell all or any part of the Trust Property and other assets whether subject to any Security or otherwise;
 - (ii) to apply all or any part of the Trust Property and other assets or any proceeds from any realisations of the Trust Property and other assets 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 Trust Property and any other assets it holds.

5. Archbishop

(1) The Archbishop is the Visitor of the Corporation and entitled to exercise the responsibilities, rights and duties of a visitor established by law.

- (2) The Archbishop is entitled to –
- (a) receive a copy of papers sent to Members in connection with meetings of the Board, and
 - (b) attend meetings of the Board, and
 - (c) address the Board on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to the Corporation including in connection with the appointment of the Chief Executive Officer and the Principals, and
 - (d) visit and inspect the premises, operations, ministries and Schools of the Corporation to ensure that its Objects are being pursued in accordance with this Ordinance and in a manner which is consistent with the doctrine of the Diocese.
- (3) The Archbishop is not a Member and is not entitled to vote on any question or proposal being considered by the Board.
- (4) The Archbishop may, from time to time, by notice in writing to the Board, nominate another person to exercise his entitlements under clause 5(1), clause 5(2) and clause 15(4)(a) and may, at any time, by notice in writing to the Board, revoke such a nomination.

6. Membership

- (1) The Members of the Corporation are –
- (a) up to two persons appointed by the Archbishop;
 - (b) nine persons elected by the Synod; and
 - (c) up to three persons appointed by the Board.
- (2) At least two of the Members are to be ordained clergy licensed in the Diocese of Sydney with at least a three year theological degree from Moore Theological College or another college that is endorsed by the Archbishop for the purposes of this clause.
- (3) To be eligible for appointment or election as a Member, a person must –
- (a) be of Christian faith and character;
 - (b) attend regularly and be actively involved in a Bible-based Christian Church;
 - (c) meet any requirements of the Diocesan Governance Policy applicable to their membership of the Corporation;
 - (d) be willing to sign and deliver to the Chairman any statement(s) and declaration(s) set out in the Diocesan Governance Policy which are applicable to Members;
 - (e) have signed a statement in the form last approved by the Board that indicates that he or she is willing to promote the Objects of the Corporation in a manner which is consistent with the doctrine of the Diocese;
 - (f) hold a current WWCC;
 - (g) not have been subject to a recommendation from a tribunal or body under the *Ministry Standards Ordinance 2017* that he or she be prohibited from being a Member;
 - (h) not have been disqualified by the ACNC Commissioner at any time from being a responsible entity under the ACNC Act; and
 - (i) not have been disqualified from managing a corporation within the meaning of the Corporations Act; and
 - (j) not be an insolvent under administration, nor be of unsound mind or be a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health or be otherwise incapable of acting.
- (4) A person is disqualified from being a Member and a casual vacancy will arise if the person–
- (a) ceases to be eligible under clause 6(3);
 - (b) dies;
 - (c) resigns in writing to the Chairman or to the Diocesan Secretary;
 - (d) becomes insolvent under administration;
 - (e) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health or is otherwise incapable of acting;

- (f) is convicted of an offence punishable by imprisonment for 12 months or longer;
- (g) is absent without leave from three consecutive meetings of the Board and the Board resolves by at least three-quarters of its Members that the person's membership should cease;
- (h) declares that he or she is no longer able to subscribe to any statement(s) and declaration(s) set out in the Diocesan Governance Policy which are applicable to Members;
- (i) fails to sign the statement referred to in clause 6(3)(e) or declares that he or she is no longer able to subscribe to that Statement;
- (j) is in breach of clause 19(1) and the Board resolves by at least three-quarters of its Members that the person's membership should cease.

(5) Before resolving that a person's membership should cease, the Board must give the Member –

- (a) at least one week's notice of the Board meeting at which the resolution is to be put and of the terms of the intended resolution; and
- (b) an opportunity of attending the meeting and of giving at it orally or in writing any explanation or defence which the Member may desire to offer.

7. Membership Term

(1) The term of membership for each Member appointed or elected under clause 6(1) is not to exceed three years.

(2) Subject to this Ordinance, a retiring Member is eligible for re-appointment or re-election provided that such re-appointment or re-election would not result in that Member being a Member for more than 12 consecutive years.

(3) For the purpose of clause 7(2), years are consecutive unless they are broken by a period of at least 12 months.

8. Revocation of Appointment

(1) The Archbishop may revoke at any time the appointment of any of the Members he has appointed.

(2) The Synod, by resolution, may revoke at any time the appointment of any of the Members elected by the Synod.

(3) The Board, by resolution, may revoke at any time the appointment of a Member appointed by the Board.

9. Casual Vacancies

(1) Casual vacancies arising for Members appointed by the Archbishop may be filled by the Archbishop.

(2) Casual vacancies arising for Members elected by the Synod may be filled by the Synod.

(3) Casual vacancies arising for Members appointed by the Board may be filled by the Board.

(4) A person filling a casual vacancy for a Member does so for the remainder of the term of the previous occupant.

10. Defect in Appointment

If it is discovered that –

- (a) there was a defect in the appointment of a person as a Member or as a member of a Board committee; or
- (b) a person appointed to one of those positions was disqualified;

all acts of the Board or the Board committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

11. Chairman and Deputy Chairman

(1) The Members must elect a Member as Chairman and a Member as Deputy Chairman. If the Chairman or Deputy Chairman ceases to be a Member, that person is taken to have vacated the office of Chairman or Deputy Chairman as the case may be.

(2) The term of office of the Chairman and the Deputy Chairman is not to exceed three years. However, a Member retiring as the Chairman or Deputy Chairman is eligible for re-election to that office.

(3) Subject to this Ordinance, a retiring Chairman or Deputy Chairman is eligible for re-appointment or re-election provided that such a re-appointment or re-election would not result in the Chairman or Deputy Chairman (as the case may be) holding that position for more than nine consecutive years.

(4) For the purpose of clause 11(3), years are consecutive unless they are broken by a period of at least 12 months.

12. Duties of the Board

(1) Each Member must –

- (a) exercise their powers and discharge their duties in pursuit of the Corporation's Objects and in a manner which is consistent with the doctrine of the Diocese;
- (b) act in good faith;
- (c) act honestly and fairly in the best interests of the Corporation and to further the Objects of the Corporation;
- (d) exercise the powers and discharge the duties of the Corporation with the degree of care and diligence that a reasonable person would exercise as a Member;
- (e) not use their position as a Member for an improper purpose or in a manner which is inconsistent with the Objects of the Corporation;
- (f) maintain any confidentiality of information obtained in the performance of their duties as a Member, and not use such information for an improper purpose or in a manner which is inconsistent with the Objects of the Corporation;
- (g) exercise their powers and discharge their duties so that the financial affairs of the Corporation are managed in a responsible manner;
- (h) not allow the Corporation to operate while insolvent;
- (i) exercise their powers and discharge their duties so any actual, potential or perceived conflict between a Member's material personal interests (including as a member of the governing body of another organisation), and the Member's duties are disclosed and managed in a proper manner;
- (j) not allow the Corporation to operate otherwise than a not-for-profit entity;
- (k) comply with any codes of conduct, charter, policy or similar requirement adopted by the Corporation which are applicable to them;
- (l) comply with applicable legislative requirements for working with children and vulnerable people;
- (m) if the Member is clergy or a church worker (within the meaning of Faithfulness in Service), they must not engage in misconduct within the meaning of the *Ministry Standards Ordinance 2017* and must comply with the applicable standards of personal behaviour and the practice of pastoral ministry set out in Faithfulness in Service; and
- (n) observe standards of personal behaviour consistent with living in obedience to the commands of Christ and their obligations as a Member.

(2) A Member is taken to act in good faith and in the best interest of the Corporation and to further the Objects of the Corporation if –

- (a) the Member acts in good faith in pursuing the Objects of the Corporation in a manner which advances the broader purpose of the Diocese; and
- (b) the Corporation is not insolvent at the time the Member acts and does not become insolvent because of the Member's act.

(3) The Board must promote the Objects of the Corporation in a manner which is consistent with the doctrine of the Diocese by ensuring that it and every School and Other Division of the Corporation operates in a manner that –

- (a) upholds the Corporation's Objects in a manner which is consistent with the doctrine of the Diocese;
- (b) supports the Corporation's Philosophy of Education, and

- (c) implements the Corporation's strategic plan and policies as determined by the Board from time to time.

(4) The Board must encourage every School Council and Principal to develop the individual character of their School in the context of its local environment and in a relationship of interdependence with the Corporation.

(5) The Board must be satisfied that any person appointed by it as the Chief Executive Officer or as a Principal or as an Other Executive Officer is suitably qualified and experienced for the position and is a person of Christian faith and character who attends regularly and is actively involved in a Bible-based church and who is committed to and capable of furthering allegiance to Jesus Christ as Lord and Saviour.

13. Employment

(1) To be eligible for appointment as the Chief Executive Officer or as a Principal or as an Other Executive Officer, a person must –

- (a) be of Christian faith and character;
- (b) attend regularly and be actively involved in a Bible-based Christian Church;
- (c) have signed and delivered to the Chairman any statement(s) and declaration(s) set out in the Diocesan Governance Policy which are applicable;
- (d) have signed a statement in the form last approved by the Board that indicates that he or she is willing to promote the Objects of the Corporation in a manner which is consistent with the doctrine of the Diocese;
- (e) hold a current WWCC;
- (f) not have been disqualified by the ACNC Commissioner at any time from being a responsible entity under the ACNC Act; and
- (g) not have been disqualified from managing a corporation within the meaning of the Corporations Act.

(2) Preference for appointment of all other employees is to be given to those of Christian faith and character and regular church attendance provided that they are suitably qualified and experienced for the position.

(3) All other employees must support the Objects of the Corporation in a manner which is consistent with the doctrine of the Diocese.

(4) Subject to the terms of the relevant employment contract, any employee may have his or her employment terminated for incompetence or misconduct or if his or her conduct or statements are, in the reasonable opinion of the Board or those appointed by the Board to appoint other employees, inconsistent with Christian faith or character or the fundamental declarations and ruling principles of the Anglican Church of Australia as adopted in the Diocese.

14. Chief Executive Officer

(1) The Board may appoint a Chief Executive Officer of the Corporation (who is to report directly to the Board) for such period, for such remuneration and on such terms as the Board may resolve and, subject to those terms and the law, may revoke such appointment.

(2) Prior to the beginning of the selection process for a new Chief Executive Officer, the Chairman is to inform the Archbishop of the process and the Archbishop, or a Regional Bishop nominated by him, is to be invited to be a part of the interview process, and the Archbishop is to be informed of the names on the final list prior to any offer being made for the position.

(3) Before being appointed as Chief Executive Officer, the Archbishop (or his delegate) must be satisfied that the person –

- (a) is of Christian faith and character;
- (b) regularly attends and is actively involved in a Bible-based church; and
- (c) is committed to pursuing the purposes of the Corporation in a manner which is consistent with the doctrine of the Diocese.

(4) In leading the Corporation, the Chief Executive Officer is to demonstrate Christian principles through a living faith and comply with the requirements of the *Ministry Standards Ordinance 2017* and any other legislative requirements for working with children and vulnerable people.

(5) The Chief Executive Officer is responsible to the Board for driving the implementation of the Corporation's Strategic Plan, for the implementation of the policies and decisions of the Board and for the general administration and daily operation of the Corporation.

(6) The Board may –

- (a) give the Chief Executive Officer powers, discretions and duties;
- (b) withdraw, suspend or vary any of the powers, discretions and duties given to the Chief Executive Officer; and
- (c) authorise the Chief Executive Officer to delegate any of the powers, discretions and duties given to the Chief Executive Officer.

(7) The Chief Executive Officer may, within Board policy, employ such people as he or she deems necessary, for such period, for such remuneration and on such terms as the Chief Executive Officer may determine and, subject to those terms and the law, may terminate such employment.

(8) The Chief Executive Officer is the formal channel of communication between the Board and these employees.

15. Proceedings of the Board

(1) The Board may meet for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it may resolve.

(2) The Board may act even if there are vacancies on the Board or if it has had less than the specified number of persons with theological qualifications identified in clause 6(2) appointed to it.

(3) The Board must meet at least six times each calendar year.

(4) A meeting of the Board may be convened by –

- (a) the Archbishop; or
- (b) the Chairman; or
- (c) any four Members.

(5) 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.

(6) A Board meeting may be held by the Members communicating with each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

(7) The Members need not all be physically present in the same place for a Board meeting to be held.

(8) A Member who participates in a meeting held in accordance with this clause is taken to be present and entitled to vote at the meeting.

(9) The Chief Executive Officer may attend and participate in all meetings of the Board but may not vote. The Chief Executive Officer may be excluded by resolution of the Board.

16. Board Quorum

(1) The quorum necessary for the transaction of the business of the Board is more than 50% of the number of Members (where the number of directors shall be calculated without taking into account any Member who, at the time the transaction of the business, is on leave of absence formally approved by the Board).

17. Voting at Meetings of the Board

(1) Questions arising at a Board meeting are decided by a majority of the votes of the Members present and voting.

18. Board Resolutions without a Meeting

(1) If three-quarters of the Members who are eligible to vote on a resolution (excluding any Member who, at the time the statement is provided or sent, is on leave of absence formally approved by the Board) have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then a resolution in those terms is taken to have

been passed at a Board meeting held on the day on which the document was last signed by a Member.

- (2) For the purposes of clause 18(1) –
 - (a) two or more identical documents, each of which is signed by one or more Members, together constitute one document signed by those Members on the days on which they signed the separate documents; and
 - (b) an electronic message, whether by way of electronic voting software, email or otherwise, which is received by the Chief Executive Officer on behalf of the Board and is expressed to have been sent by a Member is to be taken to be a document signed by that Member at the time of its receipt by the Chief Executive Officer.
- (3) The minutes of Board meetings must record that a resolution was passed in accordance with this clause.
- (4) This clause applies to resolutions without a meeting of Board committees as if all voting members of the committee were Members.

19. Material Conflict of Interest

- (1) A Member who has a perceived or actual material conflict of interest in a matter that is to be considered by the Board –
 - (a) must disclose that interest to the Board before it is considered by the Board;
 - (b) must not vote on the matter or be present while the matter is being considered by the Board; and
 - (c) must not be counted in a quorum in relation to that matter.
- (2) Clause 19(1) does not apply to an interest that the Member has as a Member in common with the other Members.
- (3) Without limiting the situations in which a Member could have a material conflict of interest, a Member has a material conflict of interest in any transaction or proposed transaction under which the Corporation provides or could provide a material financial benefit to the Member or to a related person (being the Member's spouse, children, grandchildren, parents, siblings or spouse of any of them) or to any entity in which the Member or a related person has an interest.
- (4) The obligations under this clause do not limit in any way the obligations on Members under the law.
- (5) Subject to Clause 16(1) the minimum quorum for consideration at a Board meeting of a matter in which one or more Members have a material conflict of interest is three Members who are entitled to vote on any motion that may be moved at the meeting in relation to that matter.

20. Minutes

- (1) The Board must cause minutes to be made of –
 - (a) the names of the persons present at all Board meetings and meetings of Board committees;
 - (b) all disclosures of material conflicts of interest made pursuant to clause 19;
 - (c) all proceedings of Board meetings and meetings of Board committees;
 - (d) all resolutions made by the Board and Board committees; and
 - (e) all appointments of officers.
- (2) Minutes must, upon a resolution of the Board, be signed by the Chairman or Chair of the meeting and if so signed are conclusive evidence of the matters stated in such minutes. Board committee minutes are to be provided to the next applicable Board meeting.
- (3) The Board must –
 - (a) keep a complete set of minutes (including any papers considered during the meeting) in secure custody in chronological order for a minimum of 12 years after the date of the meeting;
 - (b) provide copies of those records to a Member or former Member for the purpose of responding to a claim which relates to the Member serving or having served as a Member; and

- (c) provide each Member and former Member with reasonable access to inspect the records from their period of service as a Member for any other legitimate purpose for at least seven years after the Member ceases to be a Member.

21. Common Seal and assumptions

- (1) The Board by resolution may authorise any person or persons to do any act or sign or execute any document on behalf of the Corporation.
- (2) For the purpose of affixing the common seal of the Corporation, the provisions of Section 7 of the Bodies Corporate Act apply.
- (3) The Board must provide for the safe custody of the Common Seal. Subject to the next paragraph, the Seal must not be used without the authority of the Board and must be used in the presence of at least two Members who must sign every document to which the Common Seal is affixed.
- (4) Where as a matter of urgency a document is required to be executed under the Common Seal, the Chairman or Deputy Chairman may affix the Seal to that document and sign the document and at the first opportunity he or she must report to the Board the action taken.
- (5) A person is entitled to make the assumptions in clauses 21(6) and 21(7) in relation to dealings with the Corporation. The Corporation is not entitled to assert in proceedings in relation to the dealings that any of the assumptions are incorrect.
- (6) A person may assume that –
 - (a) a document has been duly executed by the Corporation if the document (including any power of attorney) appears to have been executed in accordance with clause 21(3) or (4);
 - (b) the Corporation's Ordinance has been complied with;
 - (c) the Officers and agents of the Corporation properly perform their duties to the Corporation; and
 - (d) an Officer or agent of the Corporation who has authority to issue a document or a certified copy of a document on its behalf also has authority to warrant that the document is genuine or is a true copy.
- (7) The Corporation may maintain a register of Officers and a register of Members and any person may assume that anyone who appears in the register (or a copy of it certified by the Chairman, Chief Executive Officer or the Corporate Secretary) or who is otherwise held out by the Corporation to be an Officer or Member has been duly appointed or elected to that position and, in the case of anyone who so appears or has been so held out as an Officer, has the authority to exercise the powers and perform the duties customarily exercised or performed by a similar officer of a corporation or company similar to the Corporation.

22. Report and Accounts

- (1) The Corporation must –
 - (a) at least once in every year report to the Synod as to its affairs and operations during the year which immediately precedes that year, and
 - (b) provide such other information as to its affairs and operations as the Synod may from time to time request.
- (2) The Corporation shall comply with applicable law, and ordinances and policies of the Synod, including the provisions of the *Accounts, Audits and Annual Reports Ordinance 1995*, and will maintain records of the laws, ordinances, documents and policies by which it is constituted, regulated, or governed.
- (3) The Corporation must promptly advise the Synod of –
 - (a) any failure to comply with –
 - (i) any applicable governance standard or requirement, or any financial or prudential reporting requirement, of any government authority (other than the ACNC) likely to lead to loss of any licence or approval required to conduct current activities; or
 - (ii) the financial or other covenants under any agreement with a bank or other financial institution for the provision of financial accommodation in excess of

\$10,000,000 likely to lead to the early termination of such financial accommodation; and

- (b) any event or circumstance which may result in the Corporation (or any Member) being indicted in relation to the alleged commission of an offence under any law punishable on conviction by a penalty that may include imprisonment for a maximum period –
 - (i) if the offence involves fraud or dishonesty – 3 months or more; or
 - (ii) in any other case – 12 months or more.

23. Committees

- (1) The Board may establish School Councils and other designated committees and may appoint persons who are Members and persons who are not Members as members of the committee. School Councils need not be chaired by a Member. Other designated committees are to be chaired by a Member appointed by the Board. The Board may also at any time abolish a committee that it has previously established.
- (2) The Board may delegate any of its powers to committees and may revoke such delegation.
- (3) In making appointments to a committee, the Board must be satisfied that all persons appointed meet the criteria for appointment as Members found in clause 6(3).
- (4) The Board, by resolution, may revoke at any time the appointment of a person to a committee.
- (5) A person also ceases to be a member of a committee if the person would have ceased being a Member under clause 6(4) had the person been a Member.
- (6) The meetings and proceedings of any such committee consisting of two or more members are governed by the clauses of this Ordinance for regulating meetings and proceedings so far as the same are applicable. Any committee must also conform to any rules imposed upon it by the Board that are compatible with the relevant clauses in this Ordinance.

24. Schools

- (1) The Corporation may conduct, establish, purchase or otherwise acquire Schools either within the Diocese or elsewhere.
- (2) Normally, a School Council is to govern a School.
- (3) A School may be operated by a Company. Where this happens, the provisions of this Ordinance dealing with School Councils apply, so far as the same are applicable, to the board of the Company.

25. School Councils

- (1) The Board may establish a School Council to govern the operation of one or more Schools. The Board may also at any time abolish a School Council that it has previously established. A School Council is a committee of the Board.
- (2) The Board must notify the Standing Committee –
 - (a) whenever it establishes or abolishes a School Council, of that fact; and
 - (b) at least once in each calendar year, of the names of the members of each School Council.
- (3) Each School Council must report to the Board in such manner and frequency as the Board may resolve.
- (4) Each School Council comprises –
 - (a) the Chair, who is appointed by the Board for a term of up to three years and whose term of office expires on 15 December of the appropriate year; and
 - (b) at least four and up to seven additional persons, who are appointed by the Board each for a term of up to three years and whose term of office expires on 15 December of the appropriate year.
- (5) At least two of the members of each School Council appointed under clauses 25(4)(a) and (b) should be persons with at least a three year theological degree from Moore Theological College or another college that is endorsed by the Archbishop for the purposes of clause 6(2).

(6) A person may not be appointed a member of a School Council if that person is a spouse, parent, sibling or child of a permanent employee of a School for which that School Council is responsible unless that relationship has been disclosed to the Board before it makes the appointment.

(7) The spouse, parent, sibling or child of a member of a School Council may not be appointed as a permanent employee of a School for which that School Council is responsible, unless the Board confirms the appointment in exceptional circumstances or removes that person from being a member of that School Council.

(8) When the Board abolishes a School Council, all members of that School Council cease to hold office.

(9) The School Council may act even if there are vacancies on the School Council or if it has had less than the specified number of persons with theological qualifications identified in clause 25(5) appointed to it.

26. Responsibilities of a School Council

(1) The responsibilities of a School Council include –

(a) to promote the Objects of the Corporation in a manner which is consistent with the doctrine of the Diocese by ensuring that each School for which it has governance responsibility operates in a manner that –

(i) upholds the Corporation's Objects in a manner which is consistent with the doctrine of the Diocese,

(ii) supports the Corporation's Philosophy of Education, and

(iii) implements the School's strategic plan and policies that are consistent with the Corporation's Strategic Plan and Policies; and

(b) to develop the individual character of each School for which it has governance responsibility in the context of its local environment and in a relationship of interdependence with the Corporation; and

(c) to be satisfied before giving its consent that any person proposed to be appointed by the Board as the Principal of a School for which the School Council has governance responsibility is suitably qualified and experienced for the position and is a person of Christian faith and character who attends regularly and is actively involved in a Bible-based church and who is committed to and capable of furthering allegiance to Jesus Christ as Lord and Saviour.

(d) A School Council must cause minutes to be made of –

(a) the names of the persons present at all School Council meetings and meetings of School Council committees;

(b) all disclosures of material conflicts of interest made;

(c) all proceedings of School Council meetings and meetings of School Council committees; and

(d) all resolutions made by a School Council and School Council committees.

Minutes must, upon a resolution of a School Council, be signed by the chair of the meeting and if so signed are conclusive evidence of the matters stated in such minutes. Signed Minutes are to be provided to the Anglican Schools Corporation Office in a timely manner and accessible to the Board for reference.

27. Principals

(1) The Board may appoint for each School a Principal for such period, for such remuneration and on such terms as the Board may resolve and, subject to those terms and the law, may revoke such appointment.

(2) Prior to the beginning of the selection process for a new Principal, the Chairman is to inform the Archbishop of the process and the Archbishop, or a Regional Bishop nominated by him, is to be invited to be a part of the interview process, and the Archbishop is to be informed of the names on the final list prior to any offer being made for the position.

(3) Each appointment of a Principal requires the consent of the relevant School Council (if one exists) which also has the right of representation on any interview panel.

- (4) In leading the School the Principal is to demonstrate Christian principles through a living faith.
- (5) The Principal is responsible to the Board through the School Council for the implementation of the School's strategic plan, the implementation of the Board's and the School Council's policies and decisions, and the general administration and daily operation of the School.
- (6) The School Council may, within Board policy –
- (a) give the Principal powers, discretions and duties;
 - (b) withdraw, suspend or vary any of the powers, discretions and duties given to the Principal; and
 - (c) authorise the Principal to delegate any of the powers, discretions and duties given to the Principal.
- (7) The Principal may, within Board and School Council policy, employ people at the School for such period, for such remuneration and on such terms as the Principal may determine and, subject to those terms and the law, may terminate such employment.
- (8) The Principal is the formal channel of communication between the School Council and the School's employees.

28. Proceedings of School Councils

- (1) Subject to this Ordinance and any policy of the Board, each School Council may meet together for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it may resolve.
- (2) The School Council itself may elect a Deputy Chair from among the members of the School Council.
- (3) Each School Council must meet at least twice each school term.
- (4) A meeting of a School Council may be convened by –
- (a) the Chairman of the Corporation; or
 - (b) the Chair of the School Council; or
 - (c) any four members of the School Council.
- (5) The person or persons convening a meeting of a School Council must set out or cause to be set out in the notice of meeting the purposes for which the meeting is required.
- (6) The quorum necessary for the transaction of the business of a School Council is more than 50% of the number of members of the School Council appointed under clauses 25(4)(a) and (b) (excluding any member who, at the time of the transaction of the business, is on leave of absence formally approved by the School Council).
- (7) The Chairman, the Principal and the Chief Executive Officer may attend and participate in all meetings of a School Council but may not vote. The Chairman and the Chief Executive Officer may each appoint a representative to attend on his or her behalf. The Principal, the Chief Executive Officer or the Chief Executive Officer's representative may be excluded by resolution of the School Council.

29. Other Divisions

- (1) The Board may establish one or more Other Divisions of the Corporation, the operation of which may be overseen by a committee of the Board. The Board may also at any time abolish such a committee. When the Board abolishes such a committee, all members of that committee cease to hold office.
- (2) Each committee that oversees an Other Division must report to the Board in such manner and frequency as the Board may resolve.
- (3) The primary responsibility of an Other Division is to assist in the promotion of the Objects of the Corporation in a manner which is consistent with the doctrine of the Diocese.
- (4) Subject to this Ordinance and any policy of the Board, each committee overseeing an Other Division may meet together for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it may resolve.

(5) An Other Division may be operated by a Company. Where this happens, the provisions of this Ordinance dealing with committees of the Board apply, so far as the same are applicable, to the board of the Company.

30. Other Executive Officers

(1) The Board may appoint for each Other Division an Other Executive Officer for such period, for such remuneration and on such terms as the Board may resolve and, subject to those terms and the law, may revoke such appointment.

(2) In leading the Other Division an Other Executive Officer is to demonstrate Christian principles through a living faith.

(3) The Other Executive Officer is responsible to the Board through the committee overseeing the Other Division for the implementation of the Other Division's strategic plan, the implementation of the Board's and the committee's policies and decisions and for the general administration and daily operation of the Other Division.

(4) An Other Executive Officer may, within Board policy, employ such people as he or she deems necessary in the Other Division on such terms as the Other Executive Officer may determine and, subject to those terms and the law, may terminate such employment.

(5) The Other Executive Officer and the Chief Executive Officer may attend and participate in all meetings of the committee overseeing an Other Division but may not vote. The Chief Executive Officer may appoint a representative to attend on his or her behalf. The Other Executive Officer or the Chief Executive Officer's representative may be excluded by resolution of the committee overseeing the Other Division.

31. Dispute Resolution

This Ordinance provides for a biblically based dispute resolution procedure which is aimed at achieving reconciliation between people in dispute and which is to be used to resolve a dispute (Dispute) between Members, members of School Councils, Principals, the Chief Executive Officer and Other Executive Officers or any of them. It is based on the belief that the Bible commands Christians to make every effort to live at peace and to resolve disputes with each other in private or within the Christian community (see Matthew 18:15-20; 1 Corinthians 6:1-8), conscious of the impact that conflict between Members, members of School Councils, Principals, the Chief Executive Officer and Executive Officers or any of them may have upon the Corporation and the community of its Schools.

(1) The Dispute Resolution procedure is as follows –

- (a) The parties to the dispute must promptly attempt a resolution of the Dispute by discussing the Dispute and seeking to reach a resolution by negotiation that seeks to address both the substantive issues and relational elements of the Dispute. This process may involve one or more meetings. With the consent of the parties to the Dispute, the Chairman or the Chair of a School Council or the Chief Executive Officer may be asked by one of the parties to facilitate those discussions.
- (b) If in the opinion of any party to the Dispute, the Dispute cannot be resolved by negotiation, the dispute must be promptly submitted to mediation. This means that the party forming the opinion that the Dispute cannot be resolved by negotiation must within 24 hours of forming that opinion initiate the procedure by giving the other party or parties written notice stating that the Mediation Rules now apply. The notice must also state that a Dispute has arisen and identify what is disputed.
- (c) All parties must participate in the mediation process in good faith, in the sense of genuinely seeking to constructively address the various dimensions of the Dispute. Where mediation is initiated by a party, the parties must seek to agree between them a suitable mediator to use a biblically based Christian mediation process. If within 48 hours of the notice in the previous paragraph being given the parties cannot agree on the selection of a mediator to be used, the parties must accept the nomination of the Archbishop or his nominee. Any party may ask the Archbishop to nominate a mediator.
- (d) All parties must observe the instructions of the mediator about the conduct of the mediation and must sign a Mediation Agreement with the mediator.

- (e) A party to the Dispute must not commence any form of legal proceedings unless this dispute resolution procedure has been followed without a mutually satisfactory conclusion having been reached.

(2) Nothing in this clause is intended to limit the role of the Archbishop and the exercise of his visitorial jurisdiction.

32. Liabilities

(1) The Corporation is solely responsible for all liabilities incurred by it or on its behalf other than a liability incurred by or on behalf of the Corporation where another person or entity (a "Guarantor") has agreed to guarantee, that liability, and other than a liability incurred by another person or entity (a "Principal Debtor") which the Corporation (whether alone or otherwise) has agreed to guarantee. In any such case, both the Corporation and that Principal Debtor or Guarantor will be responsible for that liability together with any other person or entity (a "Co-Guarantor") which has agreed to guarantee that liability.

(2) The Corporation, its Members, a School Council and the members of a School Council must not represent to any person or corporation that the Archbishop of Sydney or the Synod or the Standing Committee of the Synod or any person or persons or any other corporate body or corporation holding church trust property for the Anglican Church of Australia in the Diocese or any other corporate body constituted by or pursuant to the Bodies Corporate Act (each a Diocesan Body) (other than the Corporation and any Principal Debtor, Guarantor and Co-Guarantor as contemplated by clause 32(1)) will or may meet or discharge all or any part of the liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Corporation.

(3) The Corporation must not execute or deliver in favour of any person or entity and does not have power to execute or deliver in favour of any person or entity any Security or Guarantee under the terms of which the Corporation represents to the relevant person or entity that any Diocesan Body (other than the Corporation and any Principal Debtor, Guarantor and Co-Guarantor as contemplated by clause 32(1)) will or may meet or discharge all or any part of the liability or liabilities of the Corporation which are the subject of that Security Interest or Guarantee.

(4) Clause 35 does not adversely affect the right of any person or entity to recover any liabilities which have been or may or will be incurred by or on behalf of the Corporation.

33. Confidentiality Obligations

(1) Every Member, every School Council member, every member of a Board or School Council committee, the Chief Executive Officer, every Principal and every Other Executive Officer must keep confidential all aspects of all transactions of the Corporation, except –

- (a) to the extent necessary to enable the person to perform his or her duties to the Corporation, School, committee or other entity;
- (b) as required by law;
- (c) when requested to disclose information by the Board to the Board, the Auditor or the Synod;
- (d) as otherwise permitted by the Board.

34. Indemnity

(1) Each Member is, to the maximum extent permitted by law, indemnified out of the property of the Corporation against any liability the Member may incur to another person as such a Member, except to the extent the liability is either of the following –

- (a) a liability owed to the Corporation or a Company;
- (b) a liability that is owed to someone other than the Corporation or a Company and did not arise out of conduct in good faith.

This clause does not apply to a liability for legal costs.

(2) Each Member is, to the maximum extent permitted by law, indemnified out of the property of the Corporation against any liability for legal costs the Member may incur as such a Member, except to the extent the liability is a liability for legal costs incurred in defending an action for a liability incurred as such a Member and the costs are incurred –

- (a) in defending or resisting proceedings in which the person is found to have a liability for which he or she could not be indemnified under clause 34(1);

- (b) in defending or resisting criminal proceedings in which the Member is found guilty;
- (c) in defending or resisting proceedings brought by a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
- (d) in connection with proceedings for relief to the Member in which the court denies the relief.

Paragraph (c) does not apply to costs incurred in responding to actions taken by a liquidator as part of an investigation before commencing proceedings for the court order.

(3) For the purposes of the previous clause, the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.

(4) Clause 34(1) and clause 34(2) are separate and independent indemnities and one is not to be read down by reference to the other.

(5) The Corporation may pay a premium in respect of a contract insuring a person who is or has been a Member against a liability incurred by the person as a Member provided the premium is not for a contract insuring the Member against a liability (other than one for legal costs) arising out of –

- (a) conduct by the Member involving a wilful breach of duty in relation to the Corporation; or
- (b) the Member improperly using his or her position or improperly using information obtained as a Member to –
 - (i) gain an advantage for himself or herself or someone else; or
 - (ii) cause detriment to the Corporation.

(6) In this clause –

- (a) Member includes a Member of the Corporation, a member of any Board committee, a director of a Company, a member of a School Council and a member of a School Council committee;
- (b) Corporation includes the Board, a Board committee, a Company, a School Council and School Council committee.

35. Income and Property

(1) The Corporation's income and property is to be applied solely towards the promotion of the Corporation's Objects in a manner which is consistent with the doctrine of the Diocese. No part of the Corporation's income and property may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to the Members. However, this clause does not prevent –

- (a) the payment in good faith on an arm's length basis of remuneration bonus or other emoluments (in each case not being a commission on or percentage of operating revenue) to the Chief Executive Officer or any other employee of the Corporation or to any Member or other person in return for any services actually rendered to the Corporation;
- (b) the payment to a Member of –
 - (i) remuneration approved by the Board, within an overall limit for all Members approved by the Standing Committee and not being a commission on or percentage of operating revenue; or
 - (ii) out-of-pocket expenses incurred in carrying out the duties of a Member to be reimbursed in accordance with the Board approved NFP Compliance Program Policy on application to the Chief Financial Officer or other nominated executive officer.
- (c) the payment to a Member for any service rendered to the Corporation in a professional or technical capacity where –
 - (i) the provision of that service has the prior approval of the Board; and
 - (ii) the amount payable is approved by a resolution of the Board and is on reasonable commercial terms;
- (d) the payment to Members of interest on any money borrowed from such Members for the purpose of the Corporation at a rate not exceeding the lowest rate paid for the

time being by the Corporation's principal bank in New South Wales in respect of term deposits of \$50,000.00 for six months;

- (e) the payment to Members of reasonable market rent for premises leased by any Member to the Corporation.

(2) No part of the Corporation's income and property may be paid or transferred directly or indirectly as remuneration to members of a School Council.

(3) The Corporation must comply with its not-for-profit character.

36. Winding Up

(1) If, on the Corporation's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must not be distributed among the Members but must be given to the Anglican Church Property Trust Diocese of Sydney to be held on trust for the educational purposes of the Diocese of Sydney in the Anglican Church of Australia but, if the Diocese does not exist at that time, to some other similar institution or institutions, provided such other institution or institutions –

- (a) have objects similar to the Corporation's objects; and
- (b) prohibit the distribution of income and property among its or their members to an extent at least as great as is imposed on the Corporation; and
- (c) have been endorsed by the Australian Commissioner of Taxation as exempt from income tax.

(2) Such institution or institutions are to be determined by the members of the Corporation at or before the time of dissolution and, in default, by the Chief Judge in Equity of the Supreme Court of New South Wales or such other Judge of that Court or any other Court as may have or acquire jurisdiction in the matter.

(3) If effect cannot be given to this provision, then such property must be given to some charitable object which prohibits the payment of any income or property to its members.

37. Parish Property

No property of the Corporation is, or may be, held for the sole benefit of any parish of the Diocese and if any such property is to be acquired and held it may not be acquired or held without an ordinance which authorises the acquisition and the holding of that property.

Notes

Pursuant to the Anglican Church of Australia (Bodies Corporate) Act 1938 the Corporation was incorporated under the name "The Council for the Promotion of Sydney Church of England Diocesan Schools" by Order published in the Government Gazette on 2 April 1965. By Ordinance No 42 of 1982 the name of the Corporation was changed to "The Council for the Promotion of Sydney Anglican Diocesan Schools". By Ordinance No 15 of 1990 the name of the Council was further changed to "Sydney Anglican Schools Corporation". By Ordinance No 38 of 2015 the name of the Council was further changed to "Anglican Schools Corporation".

Table of Amendments

The content of the Ordinance was substituted completely by Ordinance No 51, 2013.

Title	Amended by Ordinance No 38, 2015.
Long Title	Amended by Ordinance No 38, 2015.
Clause 1	Amended by Ordinance Nos 38, 2015 and 14, 2026.
Clause 3	Amended by Ordinance Nos 38, 2015 and 14, 2026.
Clause 4	Amended by Ordinance Nos 38, 2015 and 14, 2026.

Clause 5	Amended by Ordinance No 14, 2026.
Clause 6	Amended by Ordinance Nos 38, 2015 and 14, 2026.
Clause 7	Amended by Ordinance No 14, 2026.
Clause 11	Amended by Ordinance No 14, 2026.
Clause 12	Amended by Ordinance No 14, 2026.
Clause 13	Amended by Ordinance Nos 38, 2015 and 14, 2026.
Clause 14	Amended by Ordinance No 14, 2026.
Clause 16	Amended by Ordinance No 38, 2015.
Clause 18	Amended by Ordinance No 14, 2026.
Clause 20	Amended by Ordinance No 14, 2026.
Clause 21	Amended by Ordinance No 38, 2015.
Clause 22	Amended by Ordinance No 14, 2026.
Clause 23	Amended by Ordinance No 14, 2026.
Clause 25	Amended by Ordinance Nos 38, 2015 and 14, 2026.
Clause 26	Amended by Ordinance No 14, 2026.
Clause 28	Amended by Ordinance No 14, 2026.
Clause 29	Amended by Ordinance Nos 38, 2015 and 14, 2026.
Clause 31	Amended by Ordinance No 14, 2026.
Clause 32	New clause inserted by Ordinance No 45, 2014. New clause inserted by Ordinance No 38, 2015.
Clause 35	Amended by Ordinance No 14, 2026.
Clause 37	New clause inserted by Ordinance No 38, 2015.
Schedule	Schedule inserted by Ordinance No 38, 2015. Deleted by Ordinance No 14, 2026.

NAOMIE NGUYEN
Legal Counsel

BRIONY BOUNDS
Diocesan Secretary

2 June 2026