

Anglican Media Council Ordinance 1993

(Reprinted under the Interpretation Ordinance 1985.)

The Anglican Media Council Ordinance 1993 as amended by the Committee Membership Ordinance 1995, the Accounts, Audits and Annual Reports Ordinance 1995, the Anglican Media Council Ordinance 1963 Amendment Ordinance 1999, the Anglican Media Council Amendment Ordinance 2006, the Anglican Media Council Ordinance 1993 Amendment Ordinance 2025, and the Evangelism and Ministry Partnerships (Provisional Restructuring) Ordinance 2025.

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Long Title

An Ordinance to provide a constitution for the Anglican Media Council.

Part 1 - Introduction

1. Name of the Council

The name of the organisation governed by the Council shall be the Anglican Media Council.

2. Name of Ordinance

This ordinance is the *Anglican Media Council Ordinance 1993*.

3. Definitions and Interpretation

- (1) In this Ordinance, unless the context otherwise requires or indicates –
- “ACNC Act” means the *Australian Charities and Not-for-Profits Commission Act 2012*.
- “Archbishop” means the Archbishop of Sydney or, in his absence, his Commissary, or, if the See of Sydney is vacant, the Administrator of the Diocese.
- “Bodies Corporate Act” means the *Anglican Church of Australia (Bodies Corporate) Act 1938*.
- “Council” means Anglican Media Council.
- “Diocesan Governance Policy” means the Diocesan Governance Policy made by the Synod on 23 September 2024 as may be amended or replaced from time to time.
- “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.
- “member” means a member of the governing body of the Council.
- (2) In this Ordinance, unless the context otherwise requires or indicates, terms have the meanings set out in the Diocesan Governance Policy.
- (3) The *Interpretation Ordinance 1985* applies to this Ordinance.
- (4) In this Ordinance, a reference to the singular includes the plural, and vice versa.

Part 2 – Purpose

4. Purpose

- (1) The purpose of the Council is to further the work of the Anglican Church of Australia in the Diocese of Sydney by promoting and proclaiming the gospel of the Lord Jesus Christ by using and promoting the use of the media as a means of presenting the Christian message in accordance with the policies endorsed from time to time by the Standing Committee of Synod.
- (2) In pursuing the purpose set out in subclause (1), the Council must act in a manner which is consistent with the doctrine of the Diocese.
- (3) In recognition that the Council is part of a network of parishes, schools and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Council is permitted to pursue the purpose set out in subclause (1) in a manner which advances the broader charitable purposes of the Diocese.

Part 3 – Membership of the Council

5. Membership

The members of ENC from time to time are the members of the Council ex officio.

6. ...

7. ...

8. ...

9. Members not to be remunerated

- (1) A member is not to be remunerated for their service as a member.
- (2) Nothing in clause 9(1) prevents a member from being reimbursed for reasonable out of pocket expenses incurred in performing their duties as a member.

Part 4 – Meetings of the Members

10. Chair and Secretary

The Chair and Secretary of ENC from time to time are the Chair and Secretary of the Council ex officio.

11. ...

12. Meetings of members

- (1) The members are to meet at such times as they may determine.
- (2) In addition, a meeting of the members is to be convened by the Secretary upon request in writing made by –
 - (a) the Chair, or
 - (b) any 3 members.
- (3) A meeting of the members may be held by using any technology approved by the members. A member who is absent from the place of meeting may attend and be present at that meeting by using any technology approved by the members. All meetings conducted with the aid of technology under this clause are as valid and effective as if they had been conducted with those members physically present.
- (4) If the Chair is not present at a meeting or is unable or unwilling to chair the meeting, or part of a meeting, the members present may elect another member then present to chair that meeting or part of the meeting.
- (5) At a meeting of the members, the Chair has a deliberative vote but does not have a casting vote.
- (6) The members must cause minutes to be made of each meeting of the members which record –
 - (a) the names of the members present,
 - (b) the name of the person or names of the persons who chaired the meeting, or any part of the meeting,
 - (c) all disclosures made by a member of any actual or perceived conflicts of interest, and
 - (d) all resolutions of the members passed at the meeting, or taken to have been passed at a meeting.
- (7) The minutes of each meeting are to be signed by the chair of that meeting, or by the chair of the next meeting of the members.
- (8) The Council 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.
- (9) Subject to this Ordinance, the members may regulate the proceedings of their meetings in such manner as they determine.

13. Quorum

A quorum for a meeting of the members is the same as a quorum for a meeting of members of ENC.

14. Decisions of the members

- (1) Usually, the members will make decisions by resolution passed at a meeting of the members.
- (2) A resolution of the Council will be passed without a meeting if –
 - (a) a copy of the proposed resolution is sent to all members at the request of the Chair

(other than members who, at that time, have leave of absence or have disclosed a conflict of interest in relation to the item of business) and a reasonable timeframe within which members may indicate their support for or objection to the proposed resolution being passed is specified,

- (b) at least 75% of the members to whom the proposed resolution was sent indicate within the specified timeframe that they support the proposed resolution being passed, and
- (c) no member objects within the specified timeframe either to the proposed resolution being passed or the proposed resolution being passed without a meeting.

15. Visitor

- (1) The Archbishop is the Visitor of the Council and entitled to exercise the responsibilities, rights and duties of a visitor established by law or set out in this Ordinance.
- (2) The Visitor may attend any meeting of the Council and may address the Council on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to the Council including the appointment of the Director.
- (3) If the Visitor requests, the Secretary must send him on a confidential basis a copy of the agenda for the meeting of the Council referred to in the request.
- (4) The Visitor is not entitled to vote on any question or proposal being considered by the Council.
- (5) The Visitor is permitted to visit and inspect the premises, operations and ministries of the Council if he is concerned for any reason that the Council's charitable purposes are not being pursued in accordance with this Ordinance and in a manner which is consistent with the doctrine of the Diocese.
- (6) The Visitor is permitted to appoint a nominee to exercise his entitlements as Visitor on his behalf.

Part 5 – Functions, Powers, Duties and Liabilities of the Council

16. Functions

The Council may exercise any and all functions necessary or expedient to pursue the purpose set out in clause 4(1).

17. Powers

Subject to this Ordinance and the terms of the trusts on which any property is held by the Council as trustee, the Council has the legal capacity and powers of an individual.

18. Director

- (1) The Council may appoint a Director with the agreement of the Archbishop for such period, for such remuneration and on such terms as the Council may resolve and, subject to those terms and the law, may revoke such appointment with the agreement of the Archbishop.
- (2) Prior to the beginning of the selection process for a new Director, the Chair is to inform the Archbishop of the process and the Archbishop, or a person nominated by him, is to be invited to be a part of the interview process, and the Archbishop or his nominee is to be informed of the names on the final list prior to any offer being made for the position.
- (3) A person is not eligible to be appointed as the Director unless –
 - (a) he or she has signed and given to the Chair any statement(s) or declaration(s) set out in the Diocesan Governance Policy which are applicable to the Director,
 - (b) he or she has the relevant qualifications, skills and experience, and any Christian ministry involvement as required under applicable law or this Ordinance, and
 - (c) the Archbishop has indicated in writing his satisfaction that the person –
 - (i) is of Christian faith and character,
 - (ii) regularly attends and is actively involved in a Bible-based church, and
 - (iii) is committed to pursuing the purpose of the Council in a manner which is consistent with the doctrine of the Diocese, and
 - (d) he or she has not been disqualified -

- (i) by the ACNC Commissioner, at any time during the preceding 12 months, from being a responsible entity of a registered entity under the ACNC Act, or
- (ii) from managing a corporation within the meaning of the *Corporations Act 2001* (Cth).

(4) The Director is responsible to the Council for the implementation of the strategy, policies and decisions of the Council and for the general administration and daily operation of the Council.

(5) The Council may –

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

19. Duties of members

(1) Each member must –

- (a) exercise their powers and discharge their duties in pursuit of the Council's purpose 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 Council and to further the purpose of the Council,
- (d) exercise the powers and discharge the duties of the Council with the degree of care and diligence that a reasonable individual 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 purpose of the Council,
- (f) maintain any confidentiality of information obtained in the performance of their duties as a member,
- (g) not use information obtained in the performance of their duties as a member for an improper purpose or in a manner which is inconsistent with the purpose of the Council,
- (h) exercise their powers and discharge their duties so that the financial affairs of the Council are managed in a responsible manner,
- (i) not allow the Council to operate while insolvent,
- (j) exercise their powers and discharge their duties so that 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,
- (k) comply with any codes of conduct, charter, policy or similar requirement adopted by the Council which are applicable to them, and
- (l) observe standards of personal behaviour which are consistent with their obligations as a member.

(2) A member is taken to act in good faith and in the best interest of the Council and to further the purpose of the Council if -

- (a) the member acts in good faith in pursuing the purpose of the Council in a manner which advances the broader charitable purposes of the Diocese, and
- (b) the Council is not insolvent at the time the member acts and does not become insolvent because of the member's act.

(3) A member must not engage in misconduct within the meaning of the *Ministry Standards Ordinance 2017* and must comply with applicable legislative requirements for working with children and vulnerable people.

(4) Members who are clergy or church workers (within the meaning of *Faithfulness in Service*) must comply with the applicable standards of personal behaviour and the practice of pastoral ministry set out in *Faithfulness in Service*.

(5) Members should observe standards of personal behaviour consistent with living in obedience to the commands of Christ and their obligations as a member.

20. Liabilities

- (1) The Council remains and continues to be solely responsible for all liabilities incurred by it or on its behalf.
- (2) The members are not to represent to any person or corporation that the Archbishop, the Synod or the Standing Committee or any person or corporation holding church trust property for the Anglican Church of Australia in the Diocese or any other corporation incorporated under the Bodies Corporate Act will or may meet or discharge all or any part of any liability which have been or may or will be incurred wholly or partly by or on behalf of the Council.
- (3) The Council is not to execute or deliver any mortgage, charge, debenture, guarantee, indemnity or promissory note or bill of exchange or other negotiable instrument other than a cheque drawn on the Council's bank unless it is expressed as limiting the liability of the Council to the amount available to be paid in the event it is wound up.

Part 6 – General

21. Compliance and Records

- (1) The Council must at all times act so that its operations comply with applicable law and ordinances and policies of the Synod (as amended from time to time).
- (2) The Council must maintain records of –
 - (a) applicable eligibility criteria for board membership,
 - (b) conflicts of interest disclosed by members of the Council, and
 - (c) the laws, ordinances, documents and policies by which it is constituted, regulated, or governed.

22. Reporting

- (1) The Council is to provide annual and other reports in accordance with applicable law and the *Accounts, Audits and Annual Reports Ordinance 1995*.
- (2) The Council is to provide the Standing Committee with such information about the affairs of the Council as the Standing Committee requests from time to time.
- (3) The Council must promptly advise the Standing Committee 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 Council (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. Indemnity

- (1) To the extent permitted by law, the Council is to indemnify each person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to the person serving or having served as a member –
 - (a) to another person (other than the Council) which does not arise out of conduct involving a lack of good faith by the member, or
 - (b) for costs and expenses incurred by that person –
 - (i) in defending proceedings, whether civil or criminal, except for proceedings where the person is found to have a liability which could not be indemnified under paragraph (a) or for criminal proceedings in which the person is found guilty, or

- (ii) in connection with an application, in relation to those proceedings, in which the court grants relief to that person under the *Corporations Act 2001* or the ACNC Act.

(2) To the extent permitted by law, the Council may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, a member against any liability which results directly or indirectly from facts or circumstances relating to the person serving, or having served, in that capacity except where the liability (not being a liability for costs and expenses in defending proceedings, whether civil or criminal and whatever their outcome) arises out of conduct involving –

- (a) a wilful breach of duty to the Council,
- (b) the improper use of information by the person, acquired by virtue of the person being, or having been, a member to gain an advantage for that person or another person or to cause detriment to the Council, or
- (c) the improper use of the person's position as a member to gain an advantage for himself or herself or for any other person or to cause detriment to the Council.

24. Not-for-profit and dissolution of the Council

(1) The property of the Council is church trust property within the meaning of the *Anglican Church of Australia Trust Property Act 1917* and therefore must not, as a matter of law, be distributed for the private benefit of individuals either –

- (a) during the operation of the Council, other than in the pursuit or furtherance of the Council's charitable purposes, or
- (b) on its winding-up or dissolution, other than in the pursuit or furtherance of similar charitable purposes.

(2) The Council must comply with its not-for-profit character.

(3) If, on the Council's winding up or dissolution, there remains after satisfaction of all its liabilities any property, such property must be applied for such purposes of the Diocese as the Synod may determine or, where appropriate, such purposes of the Diocese as the Synod may determine which are similar to the purposes of the Council.

(4) Where the Council has any fund or funds which is endorsed as a deductible gift recipient then, upon winding up or dissolution of the Council any moneys held in that fund or those funds must be transferred by the Synod to one or more endorsed deductible gift recipients.

Notes

- 1) The *Evangelism and Ministry Partnerships (Provisional Restructuring) Ordinance 2025* provides that, from 1 July 2025 until the date determined by the Standing Committee by resolution, certain provisions of the *Anglican Media Council Ordinance 1993* are deemed to be amended or modified. As at the date of reprinting this ordinance, no date has been determined.

Table of Amendments

The *Anglican Media Council Ordinance 1993* was amended by a number of Ordinances prior to Ordinance No 10, 2025. These amending Ordinances are no longer relevant since Ordinance No 10, 2025 amended completely the terms of the 1993 Ordinance.

Clause 3	Deemed to be amended by Ordinance No 12, 2025.
Clause 5	Deemed to be amended by Ordinance No 12, 2025.
Clause 6	Deemed to be deleted by Ordinance No 12, 2025.
Clause 7	Deemed to be deleted by Ordinance No 12, 2025.
Clause 8	Deemed to be deleted by Ordinance No 12, 2025.
Clause 10	Deemed to be amended by Ordinance No 12, 2025.

Clause 11 Deemed to be deleted by Ordinance No 12, 2025.
Clause 13 Deemed to be amended by Ordinance No 12, 2025.

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30 June 2025