

Endowment of the See Corporation Ordinance 2019

(Reprinted under the Interpretation Ordinance 1985.)

The Endowment of the See Corporation Ordinance 2019 as amended by the Endowment of the See Corporation Ordinance 2019 Amendment Ordinance 2020, the Endowment of the See Funds Amendment Ordinance 2021, the Governance Omnibus Amendment Ordinance 2022, and the Endowment of the See Corporation Ordinance 2019 Amendment Ordinance 2025.

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Long Title

An Ordinance to provide a constitution for the body known as the Endowment of the See Corporation.

Preamble

A. The Board of Management of Crawford Village Parramatta was declared a body corporate on 23 May 1986 by publication of the Order of the Governor following passage of the *Crawford*

Village Parramatta Incorporation Ordinance 1986 (the “Corporation”) and was constituted pursuant to the *All Saints Parramatta North Crawford Village Ordinance 1986*.

B. It is expedient to provide a new constitution for the Corporation and to rename the Corporation as the “Endowment of the See Corporation”.

The Standing Committee of the Synod of the Diocese of Sydney ordains as follows.

Part 1 - Introduction

1. Endowment of the See Corporation

The name of the organisation governed by the Corporation shall be “Endowment of the See Corporation”.

2. Name of Ordinance

This Ordinance is the *Endowment of the See Corporation Ordinance 2019*.

3. Definitions and Interpretation

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

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

“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.

“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.

“Fund” means the fund held under the *Endowment of the See Property Ordinance 2021*.

“member” means a member of the Corporation.

“Secretary” means the person appointed under clause 11A.

(2) The definitions in or which apply pursuant to the *Interpretation Ordinance 1985* apply unless the contrary intention appears.

(3) In this Ordinance, a reference to the singular includes the plural, and vice versa.

(4) In this Ordinance, unless the context otherwise requires or indicates, terms have the meanings set out in the Diocesan Governance Policy.

Part 2 – Purpose of the Corporation

4. Purpose

(1) The purpose of the Corporation is to advance the purposes of the Anglican Church of Australia in the Diocese in supporting the promotion and proclamation of the gospel of the Lord Jesus Christ -

(a) by managing and controlling the Fund in accordance with the terms of the trusts on which it is held, and

(b) by managing and controlling other property of which it is trustee from time to time in accordance with the terms of the relevant trusts.

(2) In pursuing the purpose set out in subclause (1), the Corporation must act in a manner which is consistent with the doctrine of the Diocese.

(3) In recognition that the Corporation is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, the Corporation is permitted to pursue its purposes set out in subclause (1) in a manner which advances the broader charitable purposes of the Diocese, including such purposes as are declared or recognised from time to time by the Synod.

Part 3 – Membership of the Corporation

5. Membership of the Corporation

- (1) The Corporation is to consist of –
 - (a) the Archbishop,
 - (b) 2 persons appointed by the Archbishop,
 - (c) 4 persons elected by the Standing Committee, and
 - (d) 2 persons appointed by the Corporation.
- (2) The members must include at least –
 - (a) two members of clergy licensed in the Diocese, and
 - (b) two members 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,

provided that the same person may satisfy any or all of the requirements of this subclause.
- (3) A person may not be appointed or reappointed as a member by the Archbishop, Standing Committee or Corporation unless they are of Christian faith and character, attend regularly and are actively involved in a Bible-based church and meet any requirements of the Diocesan Governance Policy applicable to their membership of the Corporation.
- (4) A person is disqualified from being nominated, elected or appointed as a member if the person –
 - (a) is an insolvent under administration, or
 - (b) is of unsound mind or whose person or estate is liable to be dealt with in any way under any law relating to mental health, or
 - (c) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or
 - (d) is or has been at any time during the preceding 12 months disqualified from being a responsible person by the Commissioner of the ACNC, or
 - (e) has been convicted of a crime or an offence punishable by imprisonment for more than 12 months, or
 - (f) is subject to a subsisting recommendation from a tribunal or a body under the *Ministry Standards Ordinance 2017* (or from a comparable tribunal or body in another diocese or church) that they be prohibited from holding the office of member (or a comparable office in the other diocese or church), or
 - (g) is unable to meet any applicable legislative requirements for working with children or vulnerable people,
 - (h) is employed by the Corporation or any entity that provides services to the Corporation (for a fee) or is a sole trader or partner of a business that provides such services.
- (5) Every person, upon being elected or appointed as, or otherwise becoming, a member, must sign any statement(s) and declaration(s), set out in the Diocesan Governance Policy which are applicable to members and deliver any such statement(s) and declaration(s) to the Chair within 4 weeks of the date of that person's election or appointment. If a person fails to do so, the person is disqualified from being, and automatically ceases to be, a member.
- (6) A person is not eligible to be re-elected or re-appointed as a member if such re-election or re-appointment would, in the ordinary course, result in that person being a member for a continuous period of 12 years or more. For the purposes of this clause, 2 or more periods of service as a member will be taken to be one continuous period of service unless they are separated by a continuous period of at least 12 months during which the person was not a member.
- (7) Subclauses 5(4) to 5(6) and 7(1) do not apply to the Archbishop.

6. Duration of office of members

- (1) At the first meeting of the Standing Committee next following the first and second ordinary

sessions of the Synod, one member who is a member elected by the Standing Committee is to retire from office; at the first meeting of the Standing Committee next following the third ordinary session of the Synod, two members elected by the Standing Committee are to retire.

(2) At the first meeting of the Standing Committee next following the first and second ordinary session of the Synod, one member who is appointed by the Archbishop is to retire from office.

(3) At the first meeting of the Standing Committee next following the first and second ordinary session of the Synod, one member who is appointed by the Corporation is to retire from office.

(4) In each case, the member who is to retire is the member who has been in office longest since their last appointment or election. As between persons who were appointed or elected as members on the same day, the person to retire (unless they otherwise agree among themselves) is to be determined by lot.

(5) Subject to this Ordinance, a retiring member is eligible for re-election or re-appointment, and a retiring member remains a member until his or her successor is elected or appointed.

(6) No vacancy in the office of member affects the authority or powers of the Corporation and, subject to clauses 13 and 14, that authority and those powers may be exercised by the members holding office from time to time.

7. Casual vacancies in the office of member

(1) A person also ceases to be a member if the person –

- (a) dies, or
- (b) resigns as a member by written notice to the Secretary, with effect from the later of the date specified in the notice from which the resignation is to take effect and the date of receipt of the notice by the Secretary, or
- (c) becomes an insolvent under administration, or
- (d) becomes of unsound mind or becomes a person whose person or estate is liable to be dealt with in any way under any law relating to mental health, or
- (e) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or
- (f) is disqualified from being a responsible person of a registered entity under the ACNC Act by the Commissioner of the ACNC, or
- (g) is convicted of a crime or an offence punishable by imprisonment for more than 12 months, or
- (h) becomes subject to a subsisting recommendation from a tribunal or body under the *Ministry Standards Ordinance 2017* (or from a comparable tribunal or body in another diocese or church) that they be prohibited from holding the office of member (or a comparable office in the other diocese or church) or that they be removed from such office, or
- (i) is absent without the leave of the Corporation for three consecutive meetings of the Corporation and the Corporation resolves that the person's membership should cease, or
- (j) fails to meet the requirements under clause 5(5) in relation to the signing of statements and declarations under the Diocesan Governance Policy or declares that they are no longer able to subscribe to an applicable statement or declaration, or
- (k) becomes an employee of the Corporation, or any entity which, or a self-employed person who, provides services (for a fee) to the Corporation or becomes a partner of such an entity, or,
- (l) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of the Corporation which, in the opinion of the Corporation, resulted in a resolution of the Corporation which would not have been made if the actual material conflict of interest had been disclosed, and the Corporation resolves by at least three-quarters majority that the person's membership should cease as a result of this failure.

(2) A person who is a member appointed by the Archbishop ceases to be a member if the Archbishop so determines. A person who is a member elected by the Standing Committee ceases to be a member if the Standing Committee so resolves. A person who is a member appointed by

the Corporation ceases to be a member if the Corporation so resolves. The Archbishop, the Standing Committee and the Corporation are not required to give reasons.

8. Filling of a casual vacancy in the office of member

- (1) A casual vacancy in the office of a member appointed by the Archbishop may be filled by the Archbishop.
- (2) A casual vacancy among the members elected by the Standing Committee may be filled by the Standing Committee.
- (3) A casual vacancy in the office of a member appointed by the Corporation may be filled by the Corporation.
- (4) A person elected or appointed to fill a casual vacancy holds office for the balance of the term of the person whose place they have taken. .

9. Members not to be remunerated

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

10. Duties of members

- (1) Each member must –
 - (a) exercise their powers and discharge their duties in pursuit of the Corporation's purpose and in a manner which is consistent with the doctrine of the Diocese,
 - (b) act in good faith,
 - (c) exercise the powers and discharge the duties of the Corporation that a reasonable individual would exercise as a member,
 - (d) act honestly and fairly in the best interests of the Corporation and to further the purpose of the Corporation, and
 - (e) not use their position as a member for an improper purpose or in a manner which is inconsistent with the purpose of the Corporation,
 - (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 Corporation,
 - (h) 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,
 - (i) exercise their powers and discharge their duties so that the financial affairs of the Corporation are managed in a responsible manner, and
 - (j) not allow the Corporation to operate while insolvent
 - (k) observe standards of personal behaviour which are consistent with their obligations as a member, and
 - (l) comply with any codes of conduct, charter, policy or similar requirement adopted by the Corporation which are applicable to them.
- (2) A member is taken to act in good faith in the best interest of the Board and to further the purposes of the Corporation for the purposes of subclause 10(1)(b) if –
 - (a) the member acts in good faith in pursuing the purpose of the Corporation in a manner which advances the broader charitable purposes 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) A member must comply with applicable legislative requirements for working with children or vulnerable people.

(4) Members who are clergy or church workers (within the meaning of *Faithfulness in Service*) 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*.

(5) Members who are appointed by the Standing Committee and the Archbishop should observe standards of personal behaviour consistent with living in obedience to the commands of Christ and their obligations as a member.

Part 4 – Meetings of the Members

11. Chair

The Archbishop is the Chair of the Corporation.

11A. Secretary

- (1) The members are to appoint a person as the Secretary.
- (2) A person is not required to be a member to be appointed as Secretary of the Corporation.
- (3) A person who is a member cannot serve as Secretary of the Corporation for more than nine consecutive years.

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 the request in writing made by –
 - (a) the Chair, or
 - (b) any three 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 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 at a meeting at which those members were 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, potential 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 Corporation 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 one half of the number of members holding office from time to time (with fractions rounded up to the nearest whole number).

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 Corporation 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 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. Common Seal

(1) The common seal of the Corporation is not to be affixed to a document except with the authority of a resolution of the members.

(2) The affixing of the common seal is to be witnessed by two members.

Part 5 – Function and Powers of the Corporation

16. Function of the Corporation

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

(2) The costs and expenses incurred by the Corporation in carrying out its functions are to be paid from the Fund to the extent that this is permitted under the *Endowment of the See Property Ordinance 2021*.

17. Powers of the Corporation

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

17A. Executive Officer

(1) The Archbishop, with the concurrence of the Corporation, may appoint an Executive Officer for such period, for such remuneration and on such terms as the Corporation may resolve and, subject to those terms and the law, may revoke such appointment.

(2) A person is not eligible to be appointed as the Executive Officer 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 Executive Officer,
- (b) he or she has the relevant qualifications, skills and experience, and any Christian ministry involvement as required under applicable law or this Ordinance,
- (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 Corporation 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).

(3) The Executive Officer is responsible for the implementation of the strategy, policies and decisions of the Corporation and for the general administration and daily operation of the Corporation.

- (4) The Corporation may –
 - (a) give the Executive Officer powers, discretions and duties,
 - (b) withdraw, suspend or vary any of the powers, discretions and duties given to the Executive Officer, and
 - (c) authorise the Executive Officer to delegate any of the powers, discretions and duties given to the Executive Officer.

Part 6 – General

18. Liabilities of the Corporation

(1) The Corporation 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 *Anglican Church of Australia (Bodies Corporate) Act 1938* 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 Corporation.

(3) The Corporation 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 Corporation's bank unless it is expressed as limiting the liability of the Corporation to the amount available to be paid in the event it is wound up.

19. Compliance and Records

(1) The Corporation 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 Corporation must maintain records of –
 - (a) applicable eligibility criteria for board membership,
 - (b) conflicts of interest disclosed by members of the Corporation, and
 - (c) the laws, ordinances, documents and policies by which it is constituted, regulated, or governed.

19A. Reporting

(1) The Corporation is to provide annual and other reports in accordance with applicable law and the *Accounts, Audits and Annual Reports Ordinance 1995*.

(2) The Corporation is to provide the Standing Committee with such information about the affairs of the Body Corporate as the Standing Committee requests from time to time.

- (3) The Corporation 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 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.

20. Indemnity

(1) To the extent permitted by law, the Corporation 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 Corporation or a related body corporate) 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 subclause (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 ACNC Act.

(2) The Corporation need not indemnify a person under subclause 20(1) for a liability to the extent that the person receives a payment for that liability under a contract of insurance or under any other ordinance.

(3) To the extent permitted by law, the Corporation 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 Corporation,
- (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 Corporation, 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 Corporation.

(4) To the extent permitted by law, the Corporation 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 that person serving, or having served, in that capacity in respect of costs and expenses in defending proceedings, whether civil or criminal and whatever their outcome.

21. Not-for-profit status and dissolution of the Corporation

(1) The property of the Corporation 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 Corporation other than in the pursuit or furtherance of the Corporation's charitable purposes or
- (b) on its winding-up or dissolution, other than in the pursuit or furtherance of similar charitable purposes.

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

(3) If, on the Corporation'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 Corporation.

(4) Where the Corporation has any fund or funds which is endorsed as a deductible gift recipient then, upon winding up or dissolution of the Corporation any moneys held in that fund or

those funds must be transferred by the Synod to one or more endorsed deductible gift recipients.

22. Commencement

Except for this clause, the Ordinance commences on the date the *Endowment of the See Variation of Trusts and Amendment Ordinance 2019* commences.

Table of Amendments

Clause 1	Amended by Ordinance No 32, 2025.
Clause 3	Amended by Ordinance Nos 44, 2020,9, 2021, and 32, 2025.
Clause 4	Amended by Ordinance Nos 7, 2022 and 32, 2025.
Clause 5	Amended by Ordinance Nos 44, 2020 and 32, 2025.
Clause 6	Amended by Ordinance Nos 44, 2020 and 32, 2025.
Clause 7	Amended by Ordinance Nos 44, 2020 and 32, 2025.
Clause 8	Amended by Ordinance Nos 44, 2020 and 32, 2025.
Clause 10	Amended by Ordinance Nos 44, 2020, 7, 2022, and 32, 2025.
Clause 11A	Inserted by Ordinance No 32, 2025.
Clause 12	Amended by Ordinance Nos 44, 2020 and 32, 2025.
Clause 14	Amended by Ordinance No 32, 2025.
Clause 16	Amended by Ordinance Nos 9, 2021 and 32, 2025.
Clause 17	Amended by Ordinance No 32, 2025.
Clause 17A	Inserted by Ordinance No 32, 2025.
Clause 18	Amended by Ordinance No 32, 2025.
Clause 19	Amended by Ordinance No 32, 2025.
Clause 19A	Inserted by Ordinance No 32, 2025.
Clause 20	Amended by Ordinance No 32, 2025.
Clause 21	Amended by Ordinance No 32, 2025.
Schedule	Deleted by Ordinance No 44, 2020.

NAOMIE NGUYEN
Lawyer

BRIONY BOUNDS
Diocesan Secretary

14 November 2025