

Sydney Anglican Services Ordinance 2017

(Reprinted under the Interpretation Ordinance 1985.)

The Sydney Diocesan Secretariat Ordinance 1973 as amended by the Sydney Diocesan Secretariat Ordinance 1973 Amendment Ordinance 2017, the Sydney Diocesan Secretariat (Change of Name) Ordinance 2019, the Sydney Diocesan Services Ordinance 2017 Amendment Ordinance 2020, the Sydney Diocesan Services Ordinance 2017 Amendment Ordinance 2021, the Governance Omnibus Amendment Ordinance 2022, the Sydney Anglican Property (Provisional Restructuring) Ordinance 2023, and the Sydney Diocesan Services Ordinance 2017 Amendment Ordinance 2024.

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Long Title

An Ordinance to provide a constitution for the body known as the Sydney Anglican Services.

Preamble

Whereas it is expedient that the central administration of the affairs of the Anglican Church of Australia within the Diocese of Sydney be regulated by a body of persons appointed by the Standing Committee Now the Standing Committee of the Synod of the Diocese of Sydney in the name and place of the said Synod Hereby Ordains Declares Directs and Rules as follows.

Part 1 - Introduction

1. Sydney Anglican Services

There shall be a body known as Sydney Anglican Services.

2. Name of Ordinance

This ordinance is the *Sydney Anglican Services Ordinance 2017*.

3. Definitions and Interpretation

(1) In this Ordinance –

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

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

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

“Anglican body” means any body corporate, organisation or association that conducts activities on behalf of, in the name of or in connection with the Anglican Church of Australia or in accordance with the Fundamental Declarations set out in the *Anglican Church of Australia Constitution Act 1962*.

“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.

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

“broader charitable purposes” has the meaning given in the Diocesan Governance Policy.

“Chair” means the chair appointed under clause 10.

“Christian faith and character” has the meaning given in the Diocesan Governance Policy.

“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.

“Diocese” means the Diocese of Sydney.

“doctrine of the Diocese” is defined by reference to the Diocesan Governance Policy.

“member” means a member of SAS.

“Regional Bishop” means an Assistant Bishop who has the episcopal oversight of a part of the Diocese designated as a region under the *Regions Ordinance 1995*.

“SAS” means Sydney Anglican Services.

“SAS Group” means a group of organisations comprising SAS, the Finance and Loans Board, SDS Legal Limited and, for the purposes of clause 23 (reporting), the Glebe Administration Board.

“Secretary” means the Secretary of SAS appointed under clause 11.

“Standing Committee” means the Standing Committee of the Synod.

“Synod” means the Synod of the Diocese.

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

Part 2 – Purpose of SAS

4. Purpose

- (1) To advance the purposes of the Anglican Church in the Diocese of Sydney by providing the Synod with the corporate capacity to regulate and support the central governance and administration of the affairs of the Diocese under the oversight of the Standing Committee.
- (2) In pursuing the purpose set out in subclause (1), SAS must act in a manner which is consistent with the doctrine of the Diocese.
- (3) In recognition that SAS is part of a network of parishes and organisations which is collectively seeking to advance the broader charitable purposes of the Diocese, SAS 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 SAS

5. Membership of SAS

- (1) SAS is to consist of eight members elected by the Standing Committee and one member appointed by the Archbishop.
- (2) The Members elected by the Standing Committee must include at least –
- (a) two members of clergy licensed in the Diocese,
 - (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, and
 - (b) five members who are members of the Standing Committee,
- 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 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 which are applicable to the appointment of members to SAS.
- (4) 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 of SAS 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.
- (5) A person is disqualified from being elected or appointed as a member if the person –
- (a) is an insolvent under administration, or 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
 - (b) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001*, or
 - (c) has at any time during the preceding 12 months been disqualified by the Commissioner of the ACNC from being a responsible entity of a registered entity under the ACNC Act, or
 - (d) has been convicted of a crime or an offence punishable by imprisonment for more than 12 months, or 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
 - (e) is employed by SAS, or any entity which, or a self-employed person who, provides services (for a fee) to SAS or is a partner of such an entity.
- (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 more than 12 years. For the purposes of this subclause, 2 or more periods of service as a member will be taken to be one continuous period of service unless they were separated by a continuous period of at least 12 months during which the person was not a member.

6. Duration of office of members

- (1) At the first meeting of the Standing Committee next following the first and the second ordinary session of each Synod, the 3 members elected by the Standing Committee who have been in office longest since their last election are to retire from office.
- (2) At the first meeting of the Standing Committee next following the third ordinary session of each Synod -
 - (a) the 2 members elected by the Standing Committee who have been in office longest since their last election, and
 - (b) the member appointed by the Archbishop,are to retire from office.
- (3) 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.
- (4) The members elected by the Standing Committee who are to retire are those members who have been in office longest since their last election. As between persons who were elected as members on the same day, those to retire (unless they otherwise agree among themselves) are to be determined by lot.
- (5) No vacancy in the office of member affects the authority or powers of SAS 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 ceases to be a member if the person –
 - (a) dies, or
 - (b) resigns as a member by written notice addressed 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 entity by the Commissioner of the ACNC, or
 - (g) is convicted of a crime or an offence punishable by imprisonment for 12 months or more, or 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
 - (h) is absent without the leave of SAS for 3 consecutive meetings of SAS and SAS resolves that the person's membership should cease, or
 - (i) fails to meet the requirements under clause 5(4) 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,
 - (j) becomes an employee of SAS or any entity which, or a self-employed person who, provides services (for a fee) to SAS or becomes a partner of such an entity, or
 - (k) fails to disclose his or her actual material conflict of interest in any matter brought for the consideration of SAS which, in the opinion of SAS, resulted in a resolution of SAS which would not have been made if the actual material conflict of interest had been disclosed, and SAS resolves by at least three-quarters majority that the person's membership should cease as a result of this failure, or
 - (l) ceases to be a member of the Standing Committee with the result that there are fewer than 5 members who are members of the Standing Committee.
- (2) A person who is a member elected by the Standing Committee also ceases to be a member if the Standing Committee so resolves. A person who is the member appointed by the Archbishop

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

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

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

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

- (1) The members are to appoint one of their number to be chair for a term which ends on the first to occur of –
 - (a) the date the Chair ceases to be a member,
 - (b) the date (if any) specified in the resolution,
 - (c) the 3rd anniversary of the resolution of appointment, and
 - (d) the date on which the appointment is revoked by resolution of the members.
- (2) A member who retires as chair under subclauses (1)(b), (c) or (d) may be reappointed for a further term.
- (3) A person cannot serve as the Chair of SAS for more than nine consecutive years.
- (4) A person cannot be the Chair of SAS if a member of the person's immediate family is employed by SAS, unless SAS has considered the circumstances and unanimously agrees to it by secret ballot.

11. Secretary

- (1) The members are to appoint a person to be the Secretary of SAS.
- (2) A person is not required to be a member to be appointed as Secretary.
- (3) A person who is a member cannot serve as Secretary of SAS 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 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) 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 5 members.

14. Decisions of the members

- (1) Usually, the members will make decisions by resolution passed at a meeting of the members.
- (2) If a document contains a statement that the signatories to it are in favour of a resolution set out in the document or otherwise identified in the document and the document is signed by all members (other than members who are, at that time, overseas or have leave of absence), a resolution in those terms will be taken to have been passed at a meeting of members held on the day and at the time at which the document was last signed by a member.
- (3) For the purposes of clause 14(2) –
- (a) 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more members will be taken together to constitute 1 document containing a statement in those terms signed by those members on the respective dates on which they signed the separate documents, and
 - (b) an email message which is received by the Secretary and is expressed to have been sent by a member will be taken to be a document signed by that member at the time of receipt of the email message by the Secretary.

15. Visitor

- (1) The Archbishop is the Visitor of SAS and entitled to exercise the responsibilities, rights and duties of a visitor established by law.
- (2) The Visitor may attend any meeting of SAS and may address SAS on any pastoral or policy issue concerning the Anglican Church of Australia as it applies to SAS including the appointment of the Chief Executive Officer.
- (3) If the Visitor requests, the Secretary will send him on a confidential basis a copy of the agenda for the meeting of SAS referred to in the request.
- (4) The Visitor is not entitled to vote on any question or proposal being considered by SAS.
- (5) The Visitor is permitted to appoint a nominee to exercise his entitlements as Visitor on his behalf.

16. Common Seal

- (1) The common seal of SAS is not to be affixed to a document except pursuant to a resolution of the members.
- (2) The affixing of the common seal is to be witnessed by 2 members.

Part 5 – Function and Powers of SAS

17. Function of SAS

(1) In pursuing the purpose set out in clause 4(1), and without limiting the generality of that purpose, the functions of SAS include –

- (a) providing cost recovered shared services to those bodies (“central diocesan bodies”) which centrally administer and manage the affairs of the Diocese and to the broader Diocesan network, including parishes,
- (b) acting as the employer of the staff of central diocesan bodies, and line managing those staff involved in the delivery of SAS’s shared services and the services under subclause (2),
- (c) formulating, in consultation with central diocesan bodies, group governance policies for adoption by those bodies,
- (d) reviewing and recommending to the Standing Committee changes to the central and broader organisational structures of the Diocese,
- (e) acting as a corporate member of any company with which the Diocese is associated (and which is nominated by the Standing Committee for this purpose) and discharging the powers and functions of that membership in accordance with any direction or policy of the Standing Committee, and
- (f) undertaking such other functions to regulate the central governance and administration of the affairs of the Diocese as prescribed or delegated by the Standing Committee.

(2) Without limiting the generality of subclause 17(1), the function of SAS includes the provision of administrative and related services to –

- (a) Anglican bodies outside the Diocese,
- (b) Anglican bodies outside the Diocese authorised to use the Anglican name under the *Use of Church Names Canon 1989*, and
- (c) bodies affiliated with the Diocese or which are otherwise approved by the Standing Committee,

if the provision of such services is incidental to or facilitates the function under subclause (1).

(3) SAS is authorised to recover its costs in relation to the discharge of its function under subclause (1) in accordance with any current methodology approved or endorsed by the Standing Committee from time to time.

18. Powers of SAS

(1) Subject to this Ordinance and the terms of the trusts on which any property is held by SAS as trustee, SAS has the powers necessary to enable it to fulfil its purpose and undertake its functions.

(2) Without limiting the generality of clause 18(1) and the powers granted to SAS under the Act, SAS has the legal capacity and powers of an individual and all the powers of a body corporate, including the power –

- (a) to appoint any corporation or person as its attorney to act for and in the name and on behalf of SAS and to revoke any such appointment,
- (b) to appoint and remove officers, employees, agents and attorneys, to fix their remuneration, if any, and to delegate authority to incur expenses and undertake expenditure on its behalf,
- (c) to appoint any committee, and delegate to that committee the exercise of any of the powers of SAS (other than approving the affixing of the common seal of SAS), provided that –
 - (i) it is comprised of one or more persons nominated by SAS (which may include persons who are not members of SAS if at least one half of the members of the committee are members of SAS),
 - (ii) it is chaired by a member of SAS, and
 - (iii) any such committee reports the exercise of its delegated functions to the next board meeting,
- (d) to revoke the appointment of a committee appointed under paragraph (c),

- (e) to act as agent or otherwise exercise any of its powers, authorities, duties and functions for any trustee holding church trust property (as defined in the *Anglican Church of Australia Trust Property Act 1917*) and for any person, persons or corporation having the management or control of any such property if authorised so to act by such trustee, person, persons or corporation,
 - (f) subject to clause 21, to borrow or raise money or create any security interest in respect of the property of SAS provided that any liability is a liability of SAS or a body controlled by SAS,
 - (g) to invest the property of SAS (and other property received by SAS in providing services, acting as agent or otherwise exercising any of its powers, duties, authorities and functions that is not immediately required) in accordance with the *Investment of Church Trust Property Ordinance 1990*,
 - (h) to institute, defend and compromise legal proceedings in respect of the property of SAS, including arbitrations and investigations,
 - (i) to enter into and take out policies of insurance, and
 - (j) to lend or advance money or give credit to any person or company.
- (3) SAS may pool or combine any church trust property held by it with other church trust property held by it (and permit church trust property to be held on a pooled or combined basis by any custodian acting on behalf of SAS).
- (4) SAS in providing services, acting as agent or otherwise exercising any of its powers, authorities, duties and functions is not obliged to pay interest on money which is church trust property and held or received by it in so doing.
- (5) Any trustee of church trust property and any other body, whether incorporated or not, constituted for the purpose of governing and controlling the management and use of such property may engage or authorise SAS to provide services, act as agent or otherwise exercise any of its powers, authorities, duties and functions.

19. Chief Executive Officer

- (1) SAS may appoint a Chief Executive Officer (who is to report directly to SAS) for such period, for such remuneration and on such terms as SAS 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 Chair 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) A person is not eligible to be appointed as the Chief Executive Officer –
- (a) unless –
 - (i) 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 Chief Executive Officer, and
 - (ii) the Archbishop has indicated in writing his satisfaction 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 purpose of SAS in a manner which is consistent with the doctrine of the Diocese, or
 - (b) if he or she -
 - (i) has been disqualified 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) is disqualified from managing a corporation within the meaning of the *Corporations Act 2001* (Cth).
- (4) The Chief Executive Officer is responsible to SAS for the implementation of the strategy, policies and decisions of SAS and for the general administration and daily operation of SAS.
- (5) SAS 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.

20. Duties of members

- (1) Each member must –
 - (a) exercise their powers and discharge their duties in pursuit of SAS's purpose and in a manner which is consistent with the doctrine of the Diocese,
 - (b) exercise the powers and discharge the duties of SAS with the degree of care and diligence that a reasonable individual would exercise as a member,
 - (c) act in good faith,
 - (d) act honestly and fairly in the best interests of SAS and to further the purpose of SAS,
 - (e) not use their position as a member for an improper purpose or in a manner which is inconsistent with the purpose of SAS,
 - (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 SAS,
 - (h) exercise their powers and discharge their duties so that the financial affairs of SAS are managed in a responsible manner,
 - (i) not allow SAS to operate while insolvent, and
 - (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.
- (2) A member is taken –
 - (a) to act in good faith and in the best interest of SAS and to further the purpose of SAS if -
 - (i) the member acts in good faith in pursuing the purpose of SAS in a manner which advances the broader charitable purposes of the Diocese; and
 - (ii) SAS is not insolvent at the time the member acts and does not become insolvent because of the member's act, and
 - (b) to have disclosed and properly managed any conflict of interest that arises by reason of their membership of another body in the SAS Group.
- (3) A member must not engage in misconduct within the meaning of the *Ministry Standards Ordinance 2017*.

21. Liabilities of SAS

- (1) SAS 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 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 SAS.
- (3) SAS 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 SAS's bank unless the following clause, or a clause to that effect, is included therein without qualification.

"Notwithstanding anything contained herein to the contrary, each of the parties hereto acknowledges and agrees that Sydney Anglican Services is not liable to any other party hereto for any amount whatsoever (whether by virtue of any express or implied obligation) beyond such amount (if any) as Sydney Anglican Services may be able to pay to that party in the event of Sydney Anglican Services being wound

up."

Part 6 – General

22. Records, Auditor and Reports

- (1) SAS is to comply with all applicable ordinances and policies of the Synod (as amended from time to time) including the *Accounts, Audits and Annual Reports Ordinance 1995*.
- (2) SAS must identify in its records all church trust property held by it (or by a custodian on behalf of SAS).
- (3) SAS must maintain records of applicable eligibility criteria for board membership and conflicts of interest disclosed by members of SAS.

23. Reporting to the Standing Committee

- (1) SAS is to report to the Standing Committee from time to time about the affairs of the SAS Group and is to cause minutes of its meetings to be tabled at a meeting of the Standing Committee at least once every quarter.
- (2) SAS is to provide the Standing Committee with such information about the affairs of the SAS Group as the Standing Committee requests from time to time.
- (3) Any member of the Standing Committee may during a meeting of the Standing Committee ask a question or questions on any matter relating to the affairs of the SAS Group. If the question cannot be answered at the meeting, the Secretary of the Standing Committee shall notify the question to the Secretary of SAS and SAS will ensure that an answer is supplied to the Secretary of the Standing Committee before the next ordinary meeting of the Standing Committee.
- (4) SAS (in its corporate capacity and in any capacity as trustee) 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 SAS (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.

24. Indemnity

- (1) To the extent permitted by law, SAS 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 SAS or a related body corporate) which does not arise out of conduct involving a lack of good faith, 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) SAS need not indemnify a person under clause 24(1) for a liability to the extent that the person is entitled to an indemnity for that liability under a contract of insurance or under any other ordinance.

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

(4) To the extent permitted by law, SAS 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.

25. Not-for-profit and dissolution of SAS

(1) The property of SAS 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 during the operation of SAS or on its winding-up or dissolution.

(2) If SAS is wound up or dissolved its remaining property, after satisfaction of all its liabilities, must be applied for such purposes of the Diocese as the Synod may determine.

Notes

- 1) At its meeting of 22 August 2022, the Standing Committee resolved to delegate to each of the Archbishop's Executive Officer and the Chair of SDS power to approve on behalf of the Standing Committee 'bodies otherwise approved by the Standing Committee' under Clause 17(2)(c) of the *Sydney Diocesan Services Ordinance 2017* for the purpose of accepting bookings of meeting rooms in the level 2 Diocesan offices.
- 2) The *Sydney Diocesan Services Ordinance 2017* was amended by a number of ordinances prior to Ordinance No 40, 2024. These amending Ordinances are no longer relevant since Ordinance No 40, 2024 amended completely the terms of the 2017 ordinance.

NAOMIE NGUYEN
Lawyer

BRIONY BOUNDS
Diocesan Secretary

16 December 2024