

ORDINANCE to establish the Newcastle Anglican Church Corporation.

WHEREAS it is expedient for the purpose of managing, governing and controlling financial, property, administrative and temporal matters with the Diocese,

Be it therefore ordained by the Diocesan Council in accordance with the Synod (Delegation of Powers) Ordinance 2009 as follows:

PREAMBLE

The Diocese of Newcastle has resolved to form the Newcastle Anglican Church Corporation.

SHORT TITLE

This Ordinance may be cited as the Newcastle Anglican Church Corporation Ordinance 2017.

1. NAME

The name of the entity is the Newcastle Anglican Church Corporation (ABN XX XXX XXX) (**NACC**).

2. TYPE

NACC is a not-for-profit entity which is established to be, and to continue as, a charity.

3. DEFINITIONS

3.1 In this Ordinance, unless there is something in the subject or context which is inconsistent:

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

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012*.

ADI has the same meaning as in the Banking Act 1959 (Commonwealth).

APRA means the Australian Prudential Regulation Authority.

Agency means an agency of the Diocese established in accordance with the Bodies Corporate Act.

Anglican Savings and Development Fund (ASDF) means the Anglican Savings and Development Fund of the Diocese .

Assistant Bishop means the Assistant Bishop of the Diocese.

Auditor means the Auditor of the Diocese appointed in accordance with the Diocesan Council Ordinance 1929.

Bishop means the Bishop of the Diocese for the time being or any Commissary of the Bishop serving while the Bishop is absent, on leave or acting with the delegated authority of the Bishop, or the Administrator during any vacancy in the office of Bishop.

Board means the Board appointed pursuant to **clause 16** below.

Board Code of Conduct means the code of conduct established by the Diocesan Council for the Diocesan Council, the Diocesan Ministry Council and the NACC Board.

Board Member means any person holding the position of a member of the Board for the time being.

Body Corporate means a Body Corporate of the Diocese formed in accordance with the Bodies Corporate Act.

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

Business Day means a day on which banks are open for business in Newcastle.

Chairperson means the Chairperson of the Board appointed in accordance with **clause 17.1(c)**.

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

Committee means a committee established in accordance with **clause 22 or clause 23**.

Designated Fund means the fund established in accordance with the Designated Fund Ordinance.

Designated Fund Ordinance means the Designated Fund Ordinance 2015 passed by the Diocese under the Bodies Corporate Act and includes any amendments thereto or replacements thereof.

DGR means Deductible Gift Recipient for the purposes of Australian Taxation legislation.

Diocesan Chief Executive means the Diocesan Chief Executive appointed pursuant to **clause 38**.

Diocesan Council means the Diocesan Council of the Diocese.

Diocese means the Anglican Diocese of Newcastle.

Financial Year means the financial year of NACC ending on 31 December.

Member means a Member of NACC as described in **clause 7**.

Ordinance means this ordinance as amended or supplemented from time to time by the Bishop.

Parish means a parish, provisional district or experimental pastoral area of or in the Diocese.

Responsible Persons Ordinance means the *Diocese of Newcastle (Responsible Persons) Ordinance 2015* and includes any amendments thereto or replacements thereof.

Schools Corporation means the Newcastle Anglican Schools Corporation and its member schools.

Synod means the Synod of the Diocese.

Trustees means the Trustees of Church Property for the Diocese of Newcastle ABN 31 876 908 346, a body corporate pursuant to the *Anglican Church of Australia Trust Property Act 1917 (NSW)*.

Trust Property means all or any part of any real or personal property of the NACC 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) real or personal property within or outside the geographical boundaries of the Diocese; and

(c) real or personal property acquired at any time after the date of assent of this Ordinance, within the meaning of the term “church trust property” in section 4 of the Church Trust Property Act.

3.2 In this Ordinance, unless there is something in the subject or context which is inconsistent:

(a) the singular includes the plural and vice versa;

(b) each gender includes the other gender;

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- (c) the word "person" means a natural person and any partnership, association, body or entity whether incorporated or not;
 - (d) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
 - (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
 - (f) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and a reference to any clause or schedule is to a clause or schedule of this Ordinance;
 - (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

3.3 Headings do not form part of or affect the construction or interpretation of this Ordinance.

4. OBJECTS & POWERS

- 4.1 The charitable objects for which NACC is established is the advancement of religion.
- 4.2 NACC can only exercise the powers in section 6 of the Bodies Corporate Act to:
 - (a) carry out the objects of NACC set out in **clause 4.1**; and
 - (b) do all things incidental or convenient in relation to the attainment of an object under **clause 4.1**.

5. NOT-FOR-PROFIT

- 5.1 The income and property of NACC will only be applied towards the promotion of the objects of NACC set out in **clause 4.1**.
- 5.2 No income or assets of NACC will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of NACC. However nothing in this Ordinance will prevent payment in good faith to a Member:
 - (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to NACC;

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- (b) of interest at a rate not exceeding current bank overdraft rates of interest for money lent to NACC;
 - (c) of reasonable and proper rent for premises leased by any Member to NACC; and
 - (d) for carrying out NACC's charitable purposes.

6. AMENDING THIS ORDINANCE

- 6.1 This Ordinance may only be amended in accordance with the Bodies Corporate Act, which as at the date of this Ordinance requires:
- (a) the passing of an amending ordinance by the Synod or by any board, committee, council or body of persons exercising the delegated authority of the Synod;
 - (b) the assent of the Bishop;
 - (c) the certification of that amending ordinance by the Bishop; and
 - (d) a copy of the amending ordinance certified by the Bishop to be filed in the Office of the Registrar-General.

7. MEMBERSHIP

The Members of NACC shall be the members of the Diocesan Council for the time being.

8. ENTRANCE FEE AND SUBSCRIPTIONS

There shall be no entrance fee, annual fee or subscription payable by the Members.

9. DISPUTE RESOLUTION

- 9.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this Ordinance between any or all of:
- (a) a Board Member or Board Members;
 - (b) the NACC; and
 - (c) the Diocesan Council,

including, to avoid there being any doubt, a dispute between a Board Member with one or more other Board Members.

- 9.2 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 9.3 If those involved in the dispute do not resolve it under **clause 9.2**, they must within 10 days:
- (a) tell the Board Members about the dispute in writing;
 - (b) agree or request that a mediator be appointed; and
 - (c) attempt in good faith to settle the dispute by mediation.
- 9.4 The mediator must:
- (a) be chosen by agreement of those involved; or
 - (b) where those involved do not agree, a person chosen by the Bishop.
- 9.5 A mediator chosen by the Bishop under **clause 9.4**:
- (a) must not have a personal interest in the dispute; and
 - (b) must not be biased towards or against anyone involved in the dispute.
- 9.6 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and
 - (d) not make a decision on the dispute.
- 9.7 In the event that the dispute is not settled within 28 days of it being referred to mediation, or such other period as agreed in writing between the parties, any or all parties to the dispute may request that the Bishop refer the dispute to arbitration.
- 9.8 When conducting the arbitration, the arbiter must:
- (a) allow those involved a reasonable chance to be heard;
 - (b) allow those involved a reasonable chance to review any written statements;
 - (c) ensure that those involved are given natural justice; and

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- (d) make a decision on the dispute, which, subject to the Bishop's approval shall be final.

9.9 In the event that the Bishop does not approve any decision made by an arbiter in accordance with **clause 9.7**, the Bishop will invite each party to make written submissions in respect of the dispute within 14 days. The Bishop will, within 14 days of having received submissions from both parties:

- (a) make a decision on the dispute; and
 - (b) provide each party with written reasons for the decision,
- and the Bishop's decision shall be final and binding on the parties.

10. ANNUAL GENERAL MEETING

- 10.1 A general meeting, called the annual general meeting, must be held at least once in every calendar year.
- 10.2 At each annual general meeting, the Board must present an annual report of NACC's activities and finances including audited financial statements.
- 10.3 Even if these items are not set out in the notice of meeting, the business of an annual general meeting shall include:
- (a) a review of the NACC's activities;
 - (b) a review of NACC's finances;
 - (c) any auditor's report; and
 - (d) the appointment and payment of auditors.
- 10.4 All persons present at the meeting must be given a reasonable opportunity to ask questions or make comments about the management of NACC.

11. SPECIAL GENERAL MEETING

- 11.1 The Board may, whenever it thinks fit, convene a special general meeting of NACC.
- 11.2 The Bishop may direct the Board to convene a special general meeting.

12. NOTICE OF GENERAL MEETINGS

- 12.1 Notice of a general meeting must be given to:
- (a) each Member; and

- (b) the auditor.
- 12.2 Notice of a general meeting must be provided in writing at least 14 days before the meeting.
- 12.3 Notice of a general meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this);
 - (b) the general nature of the meeting's business.
- 12.4 The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.
- 12.5 Where any general meeting is cancelled or postponed or the venue for the same is changed:
- (a) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Ordinance and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
 - (b) any accidental failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

13. RIGHT TO ATTEND GENERAL MEETING

- 13.1 The Bishop may invite any person who is not a Member to attend and/or address the general meeting.
- 13.2 The quorum for any general meeting of the Corporation shall be the Bishop or the Chairperson, three clerical members and three lay members of the Corporation.

14. BISHOP TO PRESIDE AT GENERAL MEETINGS

- 14.1 The Bishop shall be entitled to preside as President of all general meetings at which he or she is in attendance.
- 14.2 The Bishop may at his or her sole discretion appoint a person to act as his or her delegate and preside over any general meeting at which the Bishop is not present.

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- 14.3 Where the Bishop is not present and has not appointed a delegate or the delegate is not present the Chairperson shall preside at a general meeting.
- 14.4 In the case of an equality of votes whether on a show of hands or on a poll, the Bishop (or any delegate appointed pursuant to **clause 14.2**) at which the show of hands is taken or at which the poll is demanded will have a casting vote.

15. ADJOURNMENT OF GENERAL MEETINGS

- 15.1 The Bishop (or any delegate appointed pursuant to **clause 14.2**):
- (a) may adjourn a general meeting with the consent of the meeting; and
 - (b) must adjourn the general meeting if the meeting so directs,
- to a time and place as determined by the Bishop (or any delegate appointed pursuant to **clause 14.2**).
- 15.2 If the Bishop or (or any delegate appointed pursuant to **clause 14.2**) are not present at the general meeting, the general meeting may be adjourned to a time and place agreed by the majority of Members in attendance at the meeting.
- 15.3 No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 15.4 A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- 15.5 It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting, except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

16. REPORTING TO THE SYNOD

The Board shall submit the annual report presented in accordance with **clause 10.2** to the next ordinary session of the Synod.

17. ELECTION AND APPOINTMENT OF BOARD MEMBERS

- 17.1 The Board shall comprise:
- (a) the Bishop;
 - (b) the Assistant Bishop;

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- (c) a Chairperson appointed by the Bishop;
 - (d) 2 communicant members of the Anglican Church appointed by the Diocesan Council;
 - (e) 4 members appointed by the Diocesan Council.
- 17.2 The term of office for a Board member (other than the Bishop and the Assistant Bishop) shall expire on the 31 October in the third year of their appointment.
- 17.3 Every Board Member (other than the Bishop and the Assistant Bishop) must retire at least once every 3 years.
- 17.4 A Board Member who retires under **clause 17.3** may be nominated for re-election. However, a Board Member may not be elected for more than 3 consecutive terms (or 9 years), except with the written approval of the Diocesan Council.
- 17.5 In the event of there being a casual vacancy on the Board, that vacancy shall be filled for the remainder of the term of that vacancy:
- (a) if the vacancy is for the Chairperson, by a person appointed by the Bishop; and
 - (b) if the vacancy is for a Board Member appointed by the Diocesan Council, by the Diocesan Council.
- 17.6 Prior to any election of a Board Member by the Diocesan Council, the Board must provide to the Diocesan Council an outline of the skills of existing Board Members and the skills needed for forthcoming appointments.
- 17.7 The Nomination Committee shall normally propose to the Diocesan Council the names of suitable persons for election or appointment to the Board.

18. WHEN A BOARD MEMBER STOPS BEING A BOARD MEMBER

A Board Member stops being a Board Member if they:

- (a) give written notice of resignation as a Board Member to the Chairperson and the vacancy shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Chairperson);
- (b) die;
- (c) in the case of a Board Member appointed by the Diocesan Council pursuant to **clause 17.1(d)**, cease to be a communicant member of the Anglican Church;

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- (d) retire in accordance with **clause 17.2**, unless re-elected pursuant to **clause 17.4**.
 - (e) are absent for 3 consecutive Members' meetings without approval from the other Members;
 - (f) become bankrupt;
 - (g) are convicted of any offence punishable by imprisonment for 5 years or more;
 - (h) become of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
 - (i) are disqualified by either the ACNC or ASIC from acting as a responsible person for a charity or as a director of a corporation within the meaning of the Corporations Act 2001 (Cth), respectively;
 - (j) fails within two months to sign the Board Code of Conduct; or
 - (k) are removed by the Bishop in accordance with his or her powers under the Responsible Persons Ordinance.

19. NEGOTIABLE INSTRUMENTS

All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the NACC must be signed, drawn, accepted, endorsed or otherwise executed as the case may be in accordance with the Designated Funds Ordinance.

20. POWERS OF BOARD MEMBERS

- 20.1 All day-to-day control, management and conduct of NACC shall be vested in the Board who shall have the power to perform all such acts and do all such things as appear to the Board to be desirable for the proper management of NACC, including but not limited to:
- (a) managing the Anglican Savings and Development Fund including ensuring the Fund complies with any requirement of APRA;
 - (b) managing the investment portfolio of the Trustees;
 - (c) assisting the Diocese comply with its work, health and safety obligations;
 - (d) consider any proposal in relation to real property held for church trust purposes including property held for parish purposes and

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- (i) ensure any proposal
 - (A) complies with all relevant legislation;
 - (B) is in the interests of the Diocese and any relevant Parish;
 - (C) is fair and reasonable; and
 - (D) can be properly financed
 - (ii) ensure any proposal for the erection, addition, removal, and/or demolition of any building on Church Property, or the addition, removal or alteration of a building used for divine service has the approval of the Bishop,
 - (iii) ensure any proposal for the purchase, sale, lease, or license of a building used or to be used for divine service has the approval of the Bishop;
 - (iv) may recommend to the Diocesan Council that it pass all measures necessary for the sale, exchange or leasing of real estate;
 - (v) may recommend to the Diocesan Council that land and buildings held by the Trustees be rationalised or that land and buildings be purchased to enable the furtherance of Christian ministry and mission within the Diocese
- (e) administering the annual Synod budget and any other funds placed under the control of NACC by Synod, including payment of salaries and other expenses arising from the conduct of Diocesan business;
 - (f) managing the temporal, financial, business and administrative affairs of the Diocese;
 - (g) managing diocesan insurances;
 - (h) reviewing the strategic, financial and others risks of any Body Corporate of the Diocese (including the Diocesan agencies and the Schools Corporation) and providing advice to the Bishop, Diocesan Council and Body Corporate on their operations and activities;
 - (i) making arrangements to acquire by purchase or otherwise any property for the advancement of the objects of NACC;
 - (j) raising money by mortgaging any asset of NACC for completing acquisitions or for other purposes approved by the Board;
 - (k) controlling all monies received for the purpose of NACC and authorising all expenditure necessary for the proper running of NACC;

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- (l) opening and managing banking accounts for NACC and its Controlled Entities and complying with any determination made in accordance with the Designated Fund Ordinance 2015 and authorising operations thereon provided that no account shall be operated upon by less than two persons and shall not be overdrawn without the approval of the Board;
 - (m) investing monies from time to time in institutions that are limited to investment in authorised Trustee Securities with capital (which may include short-term government securities, bank accepted bills and bank certificates of deposits). The income derived from such investments shall be applied solely towards the promotion of the objects of NACC;
 - (n) subject to the approval of the Diocesan Council, raising funds by appeal for the purpose of furthering the objects of NACC;
 - (o) receiving, administering and providing for the investment of donations, gifts and legacies and receiving, administering and distributing income to the charitable and mission work of NACC;
 - (p) encouraging Parishes to participate in the ongoing work of NACC;
 - (q) doing all such things as are incidental or conducive to the exercise and performance of all or any of the powers and duties of the Board and carrying out the objectives of NACC; and
 - (r) registering business names under the *Business Names Registration Act 2011* (Cth) as necessary in respect of any aspects of the work of NACC.

20.2 Pursuant to the Church Trust Property Act and as otherwise allowed by law, the NACC is:

- (a) 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; and
- (b) authorised to pool any Trust Property and all matters and things incidental to such pooling.

20.3 Pursuant to the Church Trust Property Act, the Bodies Corporate Act and any other relevant law, it is expedient for the NACC to be authorised, empowered and directed and the NACC is so authorised, empowered and directed (as it deems appropriate) to:

- (a) 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;

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- (b) provide any Security or Guarantee in favour of a third party (including any ADI) 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 NACC or Finance Debt incurred by the NACC, 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.

21. DELEGATION OF BOARD MEMBERS' POWERS

- 21.1 The Board Members may delegate any of their powers and functions to a Committee, a Board Member, an employee of NACC (such as the Diocesan Chief Executive) or any other person, as they consider appropriate, on such terms and conditions and with such restrictions as it may think expedient.
- 21.2 Powers conferred under this clause may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.
- 21.3 The delegation must be recorded in NACC's minute book.

22. STANDING COMMITTEES OF THE BOARD

- 22.1 The Board shall have the following standing committees with membership and terms of reference as prescribed in Schedule One –
 - (a) An Audit and Risk Committee;
 - (b) A Finance and Investment Committee;
 - (c) A Nominations Committee; and
 - (d) A Property Committee.
- 22.2 The Diocesan Council may by ordinary resolution amend Schedule One.

23. COMMITTEE OF BOARD MEMBERS

- 23.1 The Board may form and delegate any of its powers to a Committee consisting of such Board Members and other persons as it thinks fit (so long as the majority of the members of the Committee are Board Members) and may from time to time revoke such delegation.
- 23.2 A Committee must, in exercise of the powers delegated to it, conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- 23.3 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Ordinance.
- 23.4 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by this Ordinance to be made, entered and signed. A copy of these minutes shall be tabled at the next Board meeting.

24. PAYMENTS TO BOARD MEMBERS

- 24.1 Notwithstanding **clause 5.2** above:
- (a) The Board Members may, if the Members resolve by ordinary resolution, be paid as remuneration for their services such sum as the Diocesan Council determines.
 - (b) NACC may:
 - (i) pay a Board Member for any services rendered to NACC in a professional or technical capacity, other than as a Board Member, if the amount is no more than a reasonable fee for the work done; or
 - (ii) reimburse a Board Member for expenses properly incurred by the Board Member in connection with the affairs of NACC.
- 24.2 Any payment made under **clause 24.1** must be approved by the Diocesan Council.
- 24.3 NACC may pay premiums for insurance indemnifying Board Members, as allowed for by law and this Ordinance.

25. CONFLICTS OF INTEREST

- 25.1 A Board Member must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a Board meeting (or that is proposed in a Circular Resolution):
- (a) to the other Board Members; or
 - (b) if all of the Board Members have the same conflict of interest, at the next general meeting, or at an earlier time if reasonable to do so.
- 25.2 The disclosure of a conflict of interest by a Board Member must be recorded in the minutes of the meeting.
- 25.3 A general notice given to the Board by a Board Member that the Board Member is an officer or member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Board Member's interest in that corporation or firm shall, in relation to any matter involving NACC and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Board Member's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.
- 25.4 Each Board Member who has a material personal interest in a matter that is being considered at a Board meeting must not, except as provided under **clause 25.5**:
- (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- 25.5 A Board Member may still be present and vote if:
- (a) their interest arises because they are a Board Member of NACC, and the other Board Members have the same interest;
 - (b) their interest relates to an insurance contract that insures, or would insure, the Board Member against liabilities that the Board Member incurs as a Board Member (see **clause 43**);
 - (c) their interest relates to a payment by NACC under **clause 44** (indemnity), or any contract relating to an indemnity allowed under this Ordinance; or
 - (d) the Board Members who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Board Member, the nature and extent of the Board Member's interest in the matter and how it relates to the affairs of NACC; and

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- (ii) says that those Board Members are satisfied that the interest should not stop the Board Member from voting or being present.
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26. DUTIES OF BOARD MEMBERS

- 26.1 The Board Members must comply with their duties as Board Members under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Board Member of NACC;
 - (b) to act in good faith in the best interests of NACC and to further the charitable purpose(s) of NACC set out in **clause 4.1**;
 - (c) not to misuse their position as a Board Member;
 - (d) not to misuse information they gain in their role as a Board Member;
 - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in **clause 25**;
 - (f) to ensure that the financial affairs of NACC are managed responsibly;
 - (g) to comply with the Board Code of Conduct; and
 - (h) not to allow NACC to operate whilst insolvent.
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27. WHEN THE BOARD MEETS

The Board may decide how often, where and when it meets, provided that it shall meet together not less than 8 times each calendar year..

28. CALLING BOARD MEETINGS

- 28.1 A Board meeting may be convened at any time by:
- (a) the Chairperson; or
 - (b) 3 Board Members,
- giving at least 7 days' notice of the meeting to all Board Members.
- 28.2 Notice of a Board meeting need not be in writing.

29. USING TECHNOLOGY TO HOLD BOARD MEETINGS

- 29.1 The Board Members may hold Board meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Board Members.
- 29.2 The Board Members' agreement may be a standing one.
- 29.3 A Board Member may only withdraw their consent within a reasonable period before the meeting.

30. QUORUM AT BOARD MEETINGS

- 30.1 Unless the Board Members determine otherwise, the quorum for a Board meeting is 5 Board Members.
- 30.2 No business may be transacted at any Board meeting unless a quorum of Board Members is present at all times during the meeting.
- 30.3 Board Members who are personally present (or in conference in accordance with **clause 29**) form a quorum. A Board Member who is disqualified from voting on a matter pursuant to **clause 25** shall be counted in the quorum despite that disqualification.
- 30.4 All resolutions of the Board Members passed at a Board meeting where a quorum is present but where notice of the meeting has not been given as required to each Board Member, or any act carried out pursuant to such resolution, shall, provided each Board Member to whom notice was not given subsequently agrees to waive the same, be valid as if notice of the meeting had been duly given to all Board Members.

31. VOTING

- 31.1 A resolution of the Board must be passed by a majority of votes of the Board Members present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Board Members will for all purposes be taken to be a determination of the Board.
- 31.2 Each Board Member shall have one vote.
- 31.3 In case of an equality of votes at a Board meeting, the Chairperson will have a casting vote in addition to a deliberative vote.
- 31.4 The Board, the Bishop (or the Assistant Bishop in the absence of the Bishop) may before a vote is taken request that a matter be referred to the Diocesan Council for advice and/or resolution. Such matter will be referred to the next ordinary meeting of the Diocesan Council.

32. RESOLUTIONS BY BOARD MEMBERS

- 32.1 The Board may pass a resolution by way of a circular resolution without a Board meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document.
- 32.2 The resolution is passed when the last Board Member signs.
- 32.3 A transmission, via whatever technological means, which is received by NACC and which purports to have been signed by a Board Member shall for the purposes of this clause be taken to be in writing and signed by that Board Member at the time of the receipt of the transmission by NACC in legible form.
- 32.4 NACC may send a circular resolution by email to the Board Members and the Board Members may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

33. VALIDATION OF ACTS OF BOARD MEMBERS

All acts done:

- (a) at any Board meeting; or
- (b) by any person acting as a Board Member,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Board Member or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Board Member and had been entitled to vote.

34. MINUTES AND RECORDS

- 34.1 NACC must make and keep the following records:
- (a) minutes of proceedings and resolutions of general meetings;
 - (b) a copy of a notice of each general meeting.
- 34.2 NACC must make and keep the following records:
- (a) minutes of proceedings and resolutions of Board meetings (including meetings of any Committees); and
 - (b) circular resolutions of Board Members.

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- 34.3 To allow the Board Members to inspect NACC's records, NACC must give Board Members reasonable access to the records set out in **clauses 34.1 34.2 and 37.1**.
- 34.4 The Board Members must ensure that minutes of an general meeting or a Board meeting are signed within a reasonable time after the meeting by:
- (a) the Bishop; or
 - (b) any other person presiding over the meeting.
- 34.5 The Board Members must ensure that minutes of the passing of a circular resolution of Board Members are signed by the Chair within a reasonable time after the resolution is passed.

35. EXECUTION OF DOCUMENTS

- 35.1 Documents must be executed on behalf of NACC in accordance with the Bodies Corporate Act.
- 35.2 If a document is executed on behalf of NACC:
- (a) using its common seal, the common seal may only be affixed in accordance with the authority of the Board. The common seal must be affixed in the presence of and attested to by the signatures of:
 - (i) 2 Board Members; and
 - (ii) the Diocesan Chief Executive or a person authorised in writing by the Diocesan Chief Executive to sign on his/her behalf.
 - (b) pursuant to any applicable delegation, it must be executed in accordance with the terms of that delegation.

36. FINANCIAL AND RELATED RECORDS

- 36.1 NACC must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 36.2 NACC must also keep written records that correctly record its operations.
- 36.3 NACC must retain its records for at least 7 years.

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- 36.4 The Board Members must take reasonable steps to ensure that NACC's records are kept safe.

37. BOARD MEMBERS' ACCESS TO DOCUMENTS

- 37.1 A Board Member has a right of access to the financial records of NACC at all reasonable times.
- 37.2 If the Board Members agree, NACC must give a Board Member or former Board Member access to:
- (a) certain documents, including documents provided for or available to the Board Members; and
 - (b) any other documents referred to in those documents.

38. DIOCESAN CHIEF EXECUTIVE

- 38.1 The Bishop may appoint a Diocesan Chief Executive to perform the responsibilities and duties of Diocesan Chief Executive of NACC on terms to be agreed between the Board and the Diocesan Chief Executive and approved by the Bishop from time to time.
- 38.2 Candidates for the position of Diocesan Chief Executive will be nominated by the Board for consideration by the Bishop.
- 38.3 The Diocesan Chief Executive may be either a member of the clergy or laity and is responsible to the Board for the management and administration of NACC.
- 38.4 The Diocesan Chief Executive shall be an employee of NACC.
- 38.5 The Board may only terminate the Diocesan Chief Executive's employment upon 3 months' prior written notice to the Diocesan Chief Executive (except in the case of wilful misconduct, in which case the Diocesan Chief Executive's employment may be terminated immediately). Any termination of the Diocesan Chief Executive's employment must first be approved by the Bishop.
- 38.6 The Board will ensure that the terms of the Diocesan Chief Executive's employment require that the Diocesan Chief Executive be required to provide at least 3 months' notice in writing of his/her resignation.
- 38.7 The Diocesan Chief Executive must comply with his/her duties as prescribed in governance standard 5 of the regulations made under the ACNC Act which are:
- (a) to exercise his/her powers and discharge his/her duties with the degree of care and diligence that a reasonable individual would exercise if they were the Diocesan Chief Executive of NACC;

- (b) to act in good faith in the best interests of NACC and to further the charitable purpose(s) of NACC set out in **clause 4.1**;
- (c) not to misuse his/her position as Diocesan Chief Executive of NACC;
- (d) not to misuse information s/he gains in his/her role as Diocesan Chief Executive of NACC;
- (e) to disclose any perceived or actual material conflicts of interest by written notice to the Member;
- (f) to ensure that the financial affairs of NACC are managed responsibly; and
- (g) not to allow NACC to operate whilst insolvent.

38.8 The Diocesan Chief Executive shall be entitled to attend all meetings of the Board and have the right to speak but not vote.

39. INSPECTIONS AND INQUIRIES BY THE BISHOP AND DIOCESAN COUNCIL

39.1 The Board shall ensure that:

- (a) the Bishop and the Diocesan Council are kept informed of all key financial, strategic and risk matters associated with the NACC in such manner and with such frequency as the Bishop and Diocesan Council determine; and
- (b) any requests of the Bishop and the Diocesan Council are considered by the Board.

39.2 The Diocesan Council may at any time and in such manner as it thinks fit:

- (a) direct an inspection of NACC, its finances, its buildings and equipment; and/or
 - (b) direct an inquiry into the operational and general affairs of NACC.
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40. BY-LAWS

40.1 The Board Members may pass a resolution to make by-laws to give effect to this Ordinance. By-laws may not be inconsistent with this Ordinance and, in the event of any inconsistency, the provisions of this Ordinance will prevail.

40.2 The Board Members must comply with by-laws as if they were part of this Ordinance.

41. WHEN NOTICE IS TAKEN TO BE GIVEN

Written notice under this Ordinance may be:

- (a) delivered in person, or left at a the recipient's address, and is taken to be given on the day it is delivered;
- (b) sent by post, and is taken to be given on the third day after it is posted with the correct payment of postage costs;
- (c) sent by email, fax or other electronic method as agreed to by the recipient, and is taken to be given on the Business Day after it is sent.

42. WINDING UP

- 42.1 If any surplus remains following the winding up of NACC, the surplus will not be paid to or distributed to the Members (unless they satisfy the provisions of **clauses 42.1(a) to 42.1(c)** below (inclusive)), but will be given or transferred to one or more corporation(s) or institution(s) which has:
- (a) charitable objects which are similar to the objects of NACC as set out in **clause 4.1**;
 - (b) a governing document which requires its income and property to be applied in promoting its objects; and
 - (c) a governing document which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on NACC by **clause 5**.
- 42.2 The identity of the corporation(s) or institution(s) is to be determined by the Bishop in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.
- 42.3 In the event that NACC ever has its endorsement as a DGR revoked, NACC must transfer all remaining money received in respect of such gifts and contributions to an institution which meets the requirements set out at **clause 42.1(a) to 42.1(c)**. The identity of the other institution or corporation is to be determined by the Bishop in writing.

43. INDEMNITY

To the extent permitted by law every Board Member shall be indemnified out of the funds of NACC against all costs, expenses and liabilities incurred as such a Board Member or employee (or former Board Member or employee). However, no such Board Member (or former Board Member) shall be indemnified out of the funds of NACC under this clause unless:

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- (a) it is in respect of a liability to another person (other than NACC or a related body corporate to NACC) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
 - (b) it is in respect of a liability for costs and expenses incurred:
 - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Board Member (or former Board Member) or in which the Board Member (or former Board Member) is acquitted; or
 - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Board Member (or former Board Member).

44. PAYMENT OF INDEMNITY POLICY PREMIUM

- 44.1 To the extent permitted by law, NACC may at the discretion of the Board enter into and pay a premium in respect of a policy of insurance insuring an Board Member (or former Board Member) of NACC against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for a liability arising out of conduct involving a wilful breach of duty in relation to NACC.
- 44.2 The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.
- 44.3 Where a Board Member (or former Board Member) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then NACC shall not be required to indemnify the Board Member under **clause 43** except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.

45. INDEMNITY TO CONTINUE

- 45.1 The indemnity granted by NACC, contained in **clause 43**, shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

46. TRANSITIONAL

This Ordinance shall come into effect on a date determined by the Bishop.

SCHEDULE ONE

A: AUDIT AND RISK COMMITTEE

The terms of reference for the Audit and Risk Management Committee (Audit and Risk) are -

1. FUNCTION

1.1 The function of the Committee is to:

- a) Ensure compliance with statutory reporting responsibilities
- b) Liaise with, assess the quality of work, and review the scope of work of the external auditors
- c) Enable the auditors to communicate any concerns to the board and Diocesan Council
- d) Advise the board and Diocesan Council on the appointment of the external auditors and the results of their work
- e) Assess the adequacy of accounting, financial and operating controls and that the organisation's financial statements and reports are accurate and use fair and reasonable estimates
- f) Assess the effectiveness of the management of business risk and reliability of management reporting
- g) Report to the board any significant deficiencies identified above

2. AUTHORITY

2.1 Within the scope of its responsibilities, the Committee is authorised to:

- a) Seek any information from any employee or any external party
- b) Obtain legal or other professional advice
- c) Require the attendance of the Diocesan Chief Executive and Diocesan Financial Officer at its meetings
- d) Invite the Bishop and/or Assistant Bishop to attend any of its meetings

3. FORMAT

3.1 Membership

- a) The Board shall appoint three members and appoint one of those members to be the Chairperson of the Committee. A quorum consists of two nominated members.
- b) The Diocesan Chief Executive, the Diocesan Financial Officer, the Bishop, the Assistant Bishop, the Chair of any Body Corporate, the CEO of any Body Corporate and the Principal of any Diocesan School may not be appointed as members of the Committee.

3.2 Formal minutes of each meeting will normally be taken by a person nominated by the Committee

3.3 Attendance by Others

- a) The Diocesan Chief Executive and Diocesan Financial Officer may be invited to attend each meeting of the Committee but will not be entitled to a vote.
- b) The Bishop and/or the Assistant Bishop may be invited to attend a meeting of the Committee but will not be entitled to vote.
- c) The Committee may invite the Chair of any Body Corporate, the CEO of any Body Corporate and the Principal of any Diocesan School to attend all or part of a Committee meeting.
- d) The Committee will invite the external auditors to attend Committee meetings as appropriate.

3.4 Meetings

- a) The Committee will normally meet 4 times a year or at the request of management, any Committee, the Board, or the Diocesan Council

4. ROLES AND RESPONSIBILITIES

4.1 The primary function of the Committee is to assist the board in fulfilling their oversight responsibilities by reviewing draft financial reports, the systems of internal controls and risk management which management and the board have established, and the audit process.

4.2 The principal roles and responsibilities of the Committee are:

a. Financial Reporting

- i. Review the quarterly and annual financial statements, determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles
- ii. Review the other sections of the annual report and any statutory (financial) report before its release and consider whether the

information is understandable, compliant with statutory and reporting requirements and consistent with members' knowledge about the organisation and its operations

- iii. Discuss the results of the various audits with the external auditors

b. General

- i. Review significant accounting policies and procedures
- ii. Review significant accounting, taxation and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements
- iii. Focus on judgmental areas, for example those involving: valuation of assets and liabilities; warranty, product or environmental liability; litigation and other commitments and contingencies

c. External Audit

- i. Make recommendations to the board regarding the appointment of the external auditors
- ii. Review the external auditors' identification of issues and business and financial risks and exposure
- iii. Review the external auditors' proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed on the scope
- iv. Consider the independence of, and the annual declaration of independence from, and review the performance of the external auditors
- v. Ensure that significant findings and recommendations made by the external auditors are received and discussed on a timely basis
- vi. Ensure that management responds to recommendations by the external auditors and agreed action items are addressed promptly

d. Internal Audit

- i. Make recommendations to the board regarding the appointment of the internal auditors and determine the scope of any internal audit.

- ii. Review the internal auditors' identification of issues and business and financial risks and exposure
 - iii. Review the internal auditors' proposed audit scope and approach and ensure no unjustified restrictions or limitations have been placed on the scope
 - iv. Consider the independence of and review the performance of the internal auditors
 - v. Ensure that significant findings and recommendations made by the internal auditors are received and discussed on a timely basis
 - vi. Ensure that management responds to recommendations by the internal auditors and agreed action items are addressed promptly
- e. Risk Management
- i. Ensure that appropriate systems are in place to monitor the entire spectrum of business risks within the organisation.
 - ii. Gain an understanding of the current areas of greatest financial and business risk and review how these risks are being managed.
 - iii. Review reports from management on the status of business risks
 - iv. Review annually the Risk Management Plan
 - v. Review the "Authorisation Limits" from time to time and approve any changes to the Authorisation Limits
- f. Internal Controls
- i. Determine if the appropriate internal control systems have been established by management
 - ii. Monitor compliance of the internal control procedures
 - iii. Confirm that internal control recommendations made by external auditors have been addressed by management and agreed action items implemented
 - iv. Consider with the management and external auditors any fraud, illegal acts, deficiencies in internal control or other similar issues
- g. Compliance with Policies, Laws and Regulations

- i. Review the effectiveness of the system for monitoring compliance with policies, laws and regulations and the results of management's investigation and follow-up (including disciplinary actions) of any fraudulent acts or non-compliance
 - ii. Obtain regular updates from management regarding compliance matters
 - iii. Be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements
 - iv. Review the findings of any examinations by regulatory agencies
- h. Corporate Governance
- i. Review documents and policies created by the board that deal with corporate governance
 - ii. Evaluate whether there is an appropriate attitude by the executive management and whether the board emphasise the importance of ethical business conduct
 - iii. Ensure that audit programs include monitoring compliance with codes of conduct and other key policy statements
 - iv. Periodically obtain updates regarding compliance

5. REPORTING RESPONSIBILITIES

5.1 Regularly update the board about its activities and make appropriate recommendations

5.2 Ensure the board are aware of matters which may significantly impact the financial condition or affairs of the NACC or the Diocese.

6. OTHER RESPONSIBILITIES

6.1 If necessary, institute special investigations and, if appropriate, hire legal counsel or experts to assist

6.2 Review and update the charter and receive approval of changes from the board

6.3 Evaluate the Committee's own performance on a regular basis

B. FINANCE AND INVESTMENT COMMITTEE

1. FUNCTION

- 1.1 The Finance and Investment Committee provides financial oversight of the
- a) Budget for Diocesan Ministries (as defined by the Diocesan Council);
 - b) Operation of the Anglican Savings and Development Fund;
 - c) Investment activities of the Trustees.

2. AUTHORITY

2.1. Within the scope of its responsibilities, the Committee is authorised to:

- a) Seek any information from any employee or any external party
- b) Obtain professional advice
- c) Require the attendance of the Diocesan Chief Executive, the Diocesan Financial Officer and any staff associated with the ASDF at its meetings

3. FORMAT

- a) Membership
 - a) The Board shall appoint three members and appoint one of those members to be the Chairperson.. A quorum consists of two nominated members
- b) Formal minutes of each meeting will normally be taken by a person nominated by the Committee
- c) Attendance by Others
 - a) The Diocesan Chief Executive, the Diocesan Financial Officer and staff associated with the ASDF may be invited to attend each meeting of the Committee but will not be entitled to a vote
 - b) The Committee will invite the external investment advisors to attend Committee meetings as appropriate.
- d) Meetings
 - a) The Committee will normally meet 4 times a year or at the request of management, any Committee, the Board, or the Diocesan Council

4. ROLES AND RESPONSIBILITIES

4.1. Budgeting and Financial Planning

- a) Develop annual operating budgets for each of Diocesan Ministries, the ASDF and the Trustees in association with key staff.
- b) Monitor adherence to the budgets.
- c) Recommend long-range financial goals to the Diocesan Council and the Board along with funding strategies to achieve them.
- d) Develop multi-year operating budgets that integrate strategic plan objectives and initiatives.
- e) Present all financial goals and proposals to the relevant Council or board for approval.

4.2. Financial Reporting

- a) Develop useful and readable report formats with staff.
- b) Work with staff to develop a list of desired reports noting the level of detail, frequency, deadlines, and recipients of these reports.
- c) Work with staff to understand the implications of the reports.
- d) Present the financial reports to the relevant Council or board.

4.3. Internal Controls and Accountability Policies

- a) Create and/or update (as necessary) policies for approval by the Board that help ensure the assets of the Diocese are protected.
- b) Create and/or update (as necessary) policies for approval by the Board that ensure the ASDF complies with all requirements of APRA.
- c) Ensure policies and procedures for financial transactions are documented in a manual, and the manual is reviewed annually, and updated as necessary.
- d) Ensure approved financial policies and procedures are being followed

4.4. Investments

- a) Create and/or update (as necessary) investment policies for approval by the Board detailing the objectives of the investment portfolio, guidelines on the asset allocation of the portfolio based on a predetermined level of risk tolerance, authorizations for executing transactions, disposition of earned income, and related matters.
- b) Ensure provisions of the policy are followed.
- c) Review the policy at least annually and update if necessary.

- d) Recommend the appointment and termination of the investment managers/advisors.
- e) Evaluate the investment managers/advisors.
- f) Ensure compliance with the ethical screening requirements of the Synod, Diocesan Council and/or the Board.
- g) Review the performance of the investments portfolios.

5. REPORTING RESPONSIBILITIES

5.1 Regularly update the board about its activities and make appropriate recommendations

5.2 Ensure the board are aware of matters which may significantly impact the financial condition or affairs of the NACC or the Diocese.

6. OTHER RESPONSIBILITIES

6.1 If necessary hire financial advisors, legal counsel or experts to assist

6.2 Review and update the charter and receive approval of changes from the board

C: NOMINATION COMMITTEE

1. FUNCTION

- a) The Nomination Committee will
 - i. propose suitable candidates to the Diocesan Council for election and appointment to the Boards of any Body Corporate;
 - ii. propose suitable candidates to the Diocesan Council for election and appointment to such other councils, boards, or committees of the Diocese as the Diocesan Council may request.

2. AUTHORITY

- a) Within the scope of its responsibilities, the Committee is authorised to:
 - i. Seek any information from any employee or any external party
 - ii. Obtain professional advice

3. FORMAT

- a) Membership
 - i. The Board shall appoint three members, the Diocesan Council shall appoint a a clerical member of the Diocesan Council and a lay member of the Diocesan Council. The quorum shall be three members.
- b) Formal minutes of each meeting will normally be taken by a person nominated by the Committee
- c) Attendance by Others
 - i. The Bishop, the Assistant Bishop and the Diocesan Chief Executive may attend each meeting of the Committee but will not be entitled to a vote
 - ii. The Committee may obtain advice from external experts and invite those experts to attend a meeting of the Committee.
- d) Meetings
 - a) The Committee will normally meet 4 times a year or at the request of management, the Bishop, the Board, or the Diocesan Council

4. ROLES AND RESPONSIBILITIES

- a) regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the various boards and make recommendations to the Diocesan Council with regard to any changes

- b) give full consideration to succession planning for the various boards taking into account the challenges and opportunities facing the Diocese, and the skills and expertise needed on those boards in the future
- c) be responsible for identifying and nominating for the approval of the Diocesan Council, candidates to fill the vacancies on the various boards as and when they arise
- d) before any recommendation is made to the Diocesan Council, with the assistance of the relevant Board evaluate the balance of skills, knowledge, experience and diversity on the relevant board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the committee shall
 - i. consider the use of open advertising or the services of external advisers to facilitate the search,
 - ii. consider candidates from a wide range of backgrounds
 - iii. consider candidates (who support the Christian ethos of the Diocese and its commitment to the advancement of religion) on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position
 - iv. obtain from any nominee the relevant disclosures to ensure the nominee:
 - is a communicant member of the Anglican Church of Australia (where that is required or requested by the Diocesan Council), a member of a Christian Church (where that is required or requested by the Diocesan Council) and supports the Christian ethos of the Diocese and its commitment to the advancement of religion;
 - is a Responsible Person as defined by the ACNC and the Diocese;
 - is eligible for a Working with Children Check if their role involved child related employment;
 - has no material conflicts of interest.

5. REPORTING RESPONSIBILITIES

- a) The Committee shall make recommendations on an as needed basis to the Diocesan Council.
- b) The Committee shall report on its operations each year to the Board

D: PROPERTY COMMITTEE

1. FUNCTION

1.1. The Property Committee will

- a) assist the Diocesan Council and Board in relation to all property matters relating to real property vested in the Trustees for parish purposes and all real property held on trust for church purposes pursuant to an Act of Parliament or ordinance;
- b) assist the Board on all real property matters related to properties held for investment purposes; and
- c) assist the Diocesan Council, the Diocesan Ministry Council and the Board in relation to the long-term planning for real property for ministry purposes.

2. AUTHORITY

2.1. Within the scope of its responsibilities, the Committee is authorised to:

- a) Seek any information from any employee or any external party
- b) Obtain professional advice

3. FORMAT

3.1. Membership

- a) The Board shall appoint three members and appoint one of those members to be the Chairperson of the Committee , the Diocesan Council shall elect a clerical member of the Synod and a lay member of the Synod. A quorum consists of threenominated members
- b) The members appointed by the Board shall include person with expertise in local government, engineering, building construction, architecture, and/or land management

3.2. Formal minutes of each meeting will normally be taken by a person nominated by the Committee

3.3. Attendance by Others

- a) The Diocesan Chief Executive and the Diocesan Operations Officer may attend each meeting of the Committee but will not be entitled to a vote
- b) The Committee may invite others with relevant expertise to attend and assist the Committee.

3.4. Meetings

- a) The Committee will normally meet 6 times a year or at the request of management, the Bishop, the Board, or the Diocesan Council

4. ROLES AND RESPONSIBILITIES

4.1. Policy

- a) Create and/or update (as necessary) policies for approval by the Board in relation to real property held for parish, diocesan and investment purposes.
- b) Create and/or update (as necessary) policies for approval by the Board for the management of all aspects of property insurance.

4.2. Property Proposals

- a) Make recommendations to the Diocesan Council and the Board on proposals for purchase, sale, licence, lease, renovation, maintenance, erection, alteration, demolition of buildings and land ensuring that such proposals meet relevant legislative and diocesan requirements.
- b) Make recommendations to the Bishop, Diocesan Council and/or the Board before a parish establishes or changes a memorial garden, columbarium or cemetery.
- c) Approve proposals where delegation for matters under sub clause (a) or (b) has been made to the Committee by the Board and/or Diocesan Council.
- d) Review the exercise of any delegation by Diocesan staff where staff have the delegation or matters under sub clause (a) or (b) from the Board and/or Diocesan Council.

5. REPORTING RESPONSIBILITIES

- a) The Committee shall make recommendations on an as needed basis to the Diocesan Council.
- b) The Committee shall report on its operations each quarter to the Board