

THE CHURCH OF ENGLAND HOMES CONSTITUTION ORDINANCE 1979

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NO. 7 1978

AN ORDINANCE to provide a Constitution for the Church of England Homes and for other purposes incidental thereto.

WHEREAS an organisation known as the "Church Rescue Home" was established for deprived women and girls by the Church of England at the end of the nineteenth century, first at a house in Surry Hills then at a house in Paddington and finally at a property known as "Strathmore" in Glebe AND

5 WHEREAS in 1900 and 1907 respectively other properties in Glebe known as "Avona" and "Tress Manning" were acquired as this work developed for the rescue and rehabilitation of women and girls AND WHEREAS in 1913 a home called "Minden" (and later renamed "Strathmore") was purchased at Carlingford

10 for the care of thirty delicate children AND WHEREAS in 1917 a house was purchased in Cronulla to establish a home for boys who later were transferred to Carlingford while the girls were returned to Glebe to the property known as "Arden" AND WHEREAS by 1920 the Committee now known as the Church of England Homes Committee was caring for more than 180 children and 60 elderly women AND WHEREAS in 1930 the Societies or Institutions theretofore existing

15 in connection with the Church of England in the Diocese of Sydney and respectively known as the Church of England Homes and the Church of England Committee for Homes and Hostels were amalgamated upon the adoption of the Constitution of The Church of England Homes and henceforth known as The Church of England Homes AND WHEREAS the said Church of England Homes was

20 made a body corporate by the Synod of the Diocese of Sydney by passing an ordinance entitled the "Church of England Homes Incorporation Ordinance 1944" AND WHEREAS the Committee of the Church of England Homes has hitherto been elected by the Annual General Meeting of the financial members of the said organisation AND WHEREAS it is now expedient to vary the method of election

25 of the said Committee and to amend the Constitution of the Church of England Homes in certain other particulars NOW the Standing Committee of the Synod of the Diocese of Sydney in the name and place of such Synod HEREBY ORDAINS DIRECTS AND RULES that henceforth the following shall be the Constitution for The Church of England Homes.

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1. The Church of England Homes Constitution Ordinance 1930 is hereby repealed.

2. This Ordinance may be cited as "The Church of England Homes Constitution Ordinance 1978".

NAME

3. The name of the Society is The Church of England Homes (hereinafter referred to as "the Society").

OBJECTS

4. The objects of the Society shall be:-

- (a) The establishment and maintenance of homes, hostels and schools for and the care, education and training of orphans and neglected, necessitous, handicapped or deprived children.
- (b) To engage in any work of a social welfare nature for the maintenance, benefit or advancement of neglected, necessitous, handicapped or deprived children and their families.
- (c) To engage in such other work of a social welfare nature as the Archbishop-in-Council may by resolution from time to time determine.
- (d) To solicit, collect and provide money for the above purposes.

5. The basic principles of the Society shall be the promotion of the spiritual, moral, intellectual, educational, physical and vocational training of those in the care or coming under the care of the Society provided that all religious teaching given by the Society shall be evangelical in character and be in all respects in conformity with the principles of doctrine and worship contained in the Book of Common Prayer and the Articles of Religion of the Church of England in Australia.

MEMBERSHIP

6. Every person desiring to become a member of the Society shall make an annual subscription to the work of the Society, the minimum amount of such subscription to be fixed or altered by the Committee to be elected as hereinafter provided, and such subscription to cover a posted copy of any regular publication and other material circulated from time to time PROVIDED THAT the Committee shall have power to decline to accept any subscription for membership if in its discretion it should deem it desirable so to do and PROVIDED FURTHER that no person shall be entitled to vote or speak at any meeting of the Society whose subscription has not been received

by the Treasurer at least two months prior to the holding of such meeting.

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MANAGEMENT

7. (a) The management conduct and control of the Society shall be vested in a Committee (hereinafter referred to as "the Committee") to be appointed or elected as the case may be from time to time as hereinafter provided.

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Such Committee shall consist of the Archbishop of Sydney who shall be President one clergyman and one layman and one laywoman appointed by the Archbishop who shall appoint a Chairman from his appointees and twenty-one other members not being employees of the Society who shall be elected in the following manner:-

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Four clergymen, four laymen and four laywomen to be elected at the Annual General Meeting for a period of three years and to retire in rotation as provided in clause 9(b) of this Constitution; three clergymen, three laymen and three laywomen to be elected by the Synod of the Diocese for a period of three years and to retire in rotation as provided in clause 9(c) of this Constitution.

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(b) Before any person shall accept nomination to membership of the Committee for election by the Annual General Meeting he or she shall declare that "I am a communicant member of the Church of England in Australia".

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8. With regard to those members elected by the Annual General Meeting nominations may be made by members of the Society and must be in writing indicating the name, address and occupation of the nominee; and the names and addresses of the proposer and seconder one of whom shall indicate that the nominee has consented to the nomination in the form or like to the form contained in Schedule A to this Constitution. Such nominations must be lodged at the office of the Society fourteen days before the Annual General Meeting.

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9. (a) Those members appointed by the Archbishop shall be appointed for a period of three years and shall be eligible for re-appointment for a further term of three years.

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(b) From among those elected at the Annual General Meeting one clergyman one layman and one laywoman shall in the first instance retire

at the end of the first year. One clergyman one layman and one laywoman shall retire at the end of the second year. The remaining clergymen laymen and laywomen shall retire at the end of the third year. In every case each such person so elected shall be eligible for re-election for a further period of three years.

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(c) From among those elected by the Synod of the Diocese, one clergyman one layman and one laywoman shall in the first instance retire at the end of the first year one clergyman one layman and one laywoman shall retire at the end of the second year and the remaining clergyman layman and laywoman shall retire at the end of the third year. In every case each such person so elected shall be eligible for re-election for a further period of three years.

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(d) Such retirements as provided in both sub-clauses (b) and (c) of this clause shall in the various categories of clergymen, laymen and laywomen occur according to the date on which the members were elected to the Committee under this or any previous Constitution the most recently elected retiring first. Should more than one member in a certain category have been a member of the Committee for the same length of time the order of retirement shall be determined by drawing lots.

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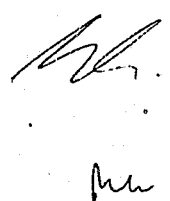
10. (a) The provisions of the Casual Vacancies Ordinance 1935 and the Elections Ordinance 1970 as amended from time to time shall apply to this ordinance and the Archbishop and Standing Committee of Synod shall be advised in writing of all vacancies occurring in respect of their appointees.

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(b) Each member elected or appointed to fill a casual vacancy shall complete the term of service of the member he has replaced and be eligible for re-election on the completion of that term.

11. (a) Upon the adoption of this Constitution those Members elected to the Committee under the previous Constitution shall remain in office until the next Annual General Meeting of the Society at which meeting there shall be elected to the Committee four clergymen four laymen and four laywomen in accordance with clause 7(a) of this Constitution.

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(b) Those Committee Members to be appointed by the Archbishop and those Committee Members to be elected by the Synod of the Diocese shall be deemed to have commenced their term of office as from the date of the next Annual General Meeting of the Society succeeding the adoption of this Constitution.

12. Six members of whom not less than two from among those elected at the annual general meeting of the Society and not less than two from among those elected by the Synod shall form a quorum of the committee.

13. The Committee shall appoint annually from among its own members one honorary secretary, one honorary treasurer and an Executive Committee.

GENERAL MEETINGS

14. The Annual General Meeting shall be held at such time and place as the Committee shall determine. Other general meetings hereinafter called Extraordinary General Meetings may be held whenever desired by the Committee and shall be convened by the Committee and held on the written request of any seven Members of the Committee or of twenty Members of the Society who shall have signed a requisition to the President or Secretary specifying the object of such Meeting.

15. At least 28 days notice of General Meetings shall be given by advertisement once in a daily Sydney morning paper and once in a church newspaper having circulation throughout the Diocese of Sydney. Such notice shall specify any business proposed to be brought forward at such meeting other than ordinary business.

16. The ordinary business of an Annual General Meeting shall be:-

(a) To consider the Annual Report and Income and Expenditure Account and a Balance Sheet showing the assets and liabilities of the Society.

(b) To elect Committee members for the ensuing year in accordance with this Constitution.

Any other business of a special nature and of which due notice has been given may be considered and disposed of at an Annual or an Extraordinary General Meeting of the Society.

17. No resolution to disallow any by-law rule or regulation passed by the Committee or to amend alter or add to this Constitution shall be received

at any Annual or Extraordinary General Meeting unless notice of such resolution has been given to the Committee or Honorary Secretary at least 42 days before such meeting and unless the advertised notice convening such meeting shall contain a notice that such resolution will be submitted and in the case of any proposed alterations or additions to be made in this Constitution shall state the general nature of such alterations or additions.

FINANCE AND PROPERTY ETC.

18. An income and expenditure account and a balance sheet showing the assets and liabilities of the Society shall be prepared and audited in respect of each financial year, not later than four months after the end of such financial year. The provisions of the Accounts Ordinance 1975 (as amended) shall apply to this ordinance.

19. The committee shall have the power for the purpose of and within the objects of the Society to receive manage and control all real and personal property of the Society together with the income derived therefrom and further shall have the power to use and apply the capital as well as the income of such real and personal property for the purposes of such objects subject however to the terms and conditions of any specific trusts in respect of such property.

20. Without prejudice to the generality of the powers and limitations herein provided the Committee may do all or any of the following:-

(a) Appoint employ and remove such agents and servants as the Committee may deem necessary to carry on the objects of the Society and determine their powers and duties and fix from time to time their remuneration fees salaries or emoluments provided that if a clergyman is to be appointed then the approval and licence of the Archbishop first be obtained.

(b) Establish such bank account or accounts as the Committee may deem appropriate and desirable and determine in what manner and by whom such accounts should be operated upon.

(c) Delegate from time to time such of its powers as it may deem fit to sub-committees consisting of such member or members of the Committee or other persons as it may appoint. Any sub-committees so formed shall in the exercise of the powers so delegated conform to any regulation or direction that may from time to time be imposed upon it by the Committee.

(d) Borrow money at such rate of interest and upon such security as the Committee shall determine on all or any assets of the Society.

(e) Sell lease mortgage exchange or otherwise dispose of or deal with all or any of the assets and property both real and personal of the Society for such consideration and subject to such terms and conditions and otherwise in such manner as the Committee may deem expedient.

(f) Pay all costs charges and expenses of and incidental to the management administration and control of the said real and personal property of the Society.

(g) Construct repair and alter buildings and any other improvements on land owned or acquired by the Society.

21. (a) With respect to all property and moneys held by it the Committee may invest or use the whole or any part thereof in any one or more of the following investments or purposes that is to say:-

- (i) Investments for the time being allowed by law for investment of trust funds;
- (ii) Purchase within the Commonwealth of Australia of real or leasehold estate or land held pursuant to rights created by any statute of the Commonwealth of Australia or any of the States thereof;
- (iii) First mortgage of land situated within the Commonwealth of Australia;
- (iv) Funds stock securities bonds debentures or treasury bills of or guaranteed by the Government of the Commonwealth of Australia or of any State thereof.
- (v) Deposits in any savings bank or trading bank or in any insurance company carrying on business in the Commonwealth of Australia;
- (vi) Charge or charges upon any church lands within the Commonwealth of Australia or future rents profits and other income thereof;
- (vii) Construction repair and alteration of buildings and any other improvements on land acquired as hereinbefore provided;
- (viii) (a) Debentures, debenture stock, stock and notes of or issued by any corporation;
- (b) shares in any corporation;
- (c) interest in any unit trust being interests which are being or have been offered to the public, in New South Wales, for purchase

and such unit trust has not been disapproved by resolution of the Synod or Standing Committee for investment purposes;

(d) cash deposits with authorised dealers on the short term money market;

PROVIDED THAT the word "corporation" where used in this paragraph (viii) shall mean a corporation whose shares or a class of whose shares are listed on a recognised Australian Stock Exchange and which does not carry on as its main or one of its main or principal businesses a business of a kind which is disapproved for investment purposes by the Synod by resolution thereof or by the Standing Committee by resolution thereof.

(ix) placement of moneys on short call deposit with organisations constituted by ordinance of Synod;

(x) investment in any security specifically authorised by an ordinance of Synod as an investment for church trust property or any such other form or forms of investment as shall be approved by resolution of the Standing Committee at the request of the committee provided that no such approval shall be effective for a period in excess of three years;

(xi) such business commercial trading or other project venture activity or investment of which Standing Committee may by resolution approve for the purpose of investment;

(xii) (a) placement of moneys or other property real or personal whether or not subject to separate trusts into a pool for investment and in respect of such pooled moneys or property the Committee may average gains losses and interests and deal with all matters and do all things incidental to such pooling.

(b) Subject to the provisions of this Ordinance balances to the credit of the pool herein referred to shall be held for investment as herein provided and the income interest and profits derived therefrom shall be credited to an account to be called the Interest Suspense Account and shall be allocated therefrom in the following manner:-

(i) on all capital balances on current account forming part of the pool;

(ii) on income balances on current account forming part of the pool where in the opinion of the Committee such income should be interest earnable. Interest allowed in respect of income balances shall be computed from such date as the Committee may determine;

(iii) interest income and profits from time to time held in the interest

Suspense Account shall be credited at such rate and at such time or times as the Committee may determine;

- (iv) whereafter allowing interest as hereinbefore provided a surplus of interest income and profits remains within the Interest Suspense Account such surplus or so much thereof as the Committee may determine may be applied for the general purposes of the Society in such manner as the Committee may decide.
- (b) The Committee may from time to time realise or vary any of the investments made pursuant hereto but subject nevertheless to the approval of Standing Committee in respect of any investment falling within clause 21(a)(xi) of this Ordinance.
- (c) The Committee may retain any real or personal property the subject of any gift devise or bequest to the Society in the same form and condition and invest it in the same manner as existed at the time of such gift devise or bequest and may subject to the limitations contained in paragraph (viii) of sub-clause (a) hereof reinvest it in the same manner.

22. Each member of the Committee shall be indemnified out of the assets of the Society against all loss or liability which he may have properly incurred for or on behalf of the Society or to which he may be subject by reason of being or having been a member of the Committee other than losses or liabilities occasioned by his own wilful act negligence or default.

23. The Committee shall have power to make pass and enforce by-laws rules and regulations for carrying out the provisions of this Ordinance not being inconsistent with the provisions of this Ordinance and repeal or amend such rules regulations or by-laws and substitute others in lieu thereof.

235 24. A request of the committee for the alteration of this Constitution shall not be submitted to the Standing Committee or the Synod except with the approval of a resolution of a duly convened Annual or Extraordinary General Meeting by a majority of not less than two-thirds of the members present at such meeting and entitled to vote in respect thereof under the provisions of this Constitution.

25. (a) The Committee shall remain and continue to be solely responsible for all liabilities incurred by it or on its behalf.

240 (b) The Committee and its members and each of them shall not represent to any person or persons or corporation that the Archbishop of Sydney or the Synod of the Diocese of Sydney or the Standing Committee thereof or any person or persons or any other corporate body or corporation holding church trust property for the Church of England in the Diocese of Sydney or any other corporate body constituted by or pursuant to the Church of England
245 (Bodies Corporate) Act 1938 shall or may meet or discharge all or any part of any liability or liabilities which have been or may or will be incurred wholly or partly by or on behalf of the Committee.

250 (c) The Committee shall not exercise any power to borrow moneys if the amount which it proposes to borrow, when added to the amount of all moneys borrowed by it prior thereto and not repaid prior thereto, exceeds One dollar (\$1.00) or such other amount as may have been last approved by resolution of the Standing Committee.

255 (d) The Committee shall not execute or deliver and shall not have power to execute or deliver any mortgage, charge, debenture, guarantee, indemnity or promissory note unless the following clause is included therein:-

"Notwithstanding anything contained herein to the contrary, each of the parties hereto acknowledge and agree that The Church of England Homes shall not be 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 The Church of England Homes may be able to pay to that party in the event of The Church of England Homes being wound up" and such clause is not made subject to any qualification.

260 (e) The Committee shall not execute or deliver any bill of exchange or other negotiable instrument other than a cheque drawn on the Committee's bank.

SCHEDULE "A"

FORM OF NOMINATION TO THE COMMITTEE OF
THE CHURCH OF ENGLAND HOMES.

..... of
(Name) (Address)

being a member of the above organisation, do hereby nominate

..... ,
(Address)

..... as a member of the Committee of The
(Occupation)

Church of England Homes.

.....
(Signed)

I am happy to second the above nomination.

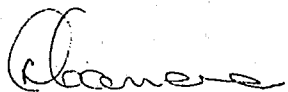
..... ,
(Name) (Address)

I, the nominee named above hereby
declare that I am a communicant member of the Church of England in
Australia.

Signed.

..... Date:.....
(Nominee)

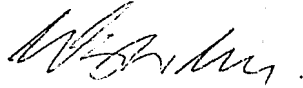
I CERTIFY that the Ordinance as printed is in accordance with the Ordinance
as reported.


Chairman of Committees.



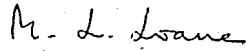
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I CERTIFY that this Ordinance was passed by the Standing Committee of the Synod of the Diocese of Sydney on the 20th day of March 1978.



Secretary

I ASSENT to this Ordinance.



Archbishop of Sydney

~~20/3/1978~~

22/4/1978.