

# INTRODUCTION

(White i)

## Page

- 01 Notice Paper & Order Of Business
- 11 Venue Information
- 13 Anglicare SA Ltd Notice of Annual General Meeting
- 14 Electronic Voting Information

# FINANCE

(blue)

## Motion

- 15 15.1 Finance Report for the year ended 30 June 2015
- 30 15.2 Synod Operations Budget 2015/2016
- 37 15.3 Estimate of Diocesan Expenditure 2016 Assessment Year

# LEGISLATION

(pink)

- 38 16.1 Professional Standards Ordinance
- 94 16.2 Episcopal Standards Ordinance
- 137 17 Trusts of the See

# MOTIONS (WITH SUPPORTING DOCUMENTATIONS)

(white ii)

- 143 19 Bishops Court
- 146 23 Master of Ministry Programme
- 147 24 Kickstart Youth and Young Adult Ministries
- 149 26 Reconciliation Action Plan
- 150 28 Receptive Ecumenism - Report To General Synod 2015
- 151 31.a Proposed Amendments to the Anglicare SA Ltd. Constitution
- 170 31.b Proposed Amendments to the Anglicare SA Housing Limited Constitution
- 191 32 Leigh Trust – Amendment of Deed of Covent
- 193 33 Leigh Trust – Appointments to the Board of Trustees

## Synod

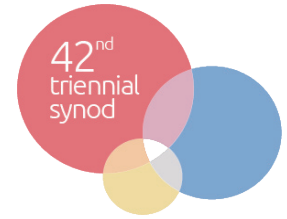
Almighty and everliving God,  
give wisdom and understanding,  
to the members of the Synod of this Diocese of Adelaide.  
Teach us in all things  
to seek first your honour and glory.  
May we perceive what is right  
have courage to pursue it  
and grace to accomplish it,  
through Jesus Christ our Lord. **Amen.**

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## Order of Business

Friday 16 October – Sunday 18 October 2015

### The Third Annual Session of the Forty Second Triennial Synod

161<sup>st</sup> Annual Session

Synod of the Diocese of Adelaide of the Anglican Church of Australia Inc.

*Please note that the order of the Notice Paper will not be varied by the President without good reason.*

*If a matter is not concluded when the President declares a break, that matter will be resumed after the break.*

<b>FRIDAY, 16 OCTOBER</b>	6.30 pm	Synod Dinner
	for 7.00 pm	St Peter's College, Hackney Road, Hackney
<b>SATURDAY, 17 OCTOBER</b>	8.30 am	St Peter's Cathedral, Synod Eucharist
	10.45 am	St Peter's College, Hackney Road, Registration
	11.15 am	President's Address
	12.00 noon	Lunch
	1.00 pm	Business Session Opens with Prayer Finance
	3.30 pm	Afternoon Tea
	4.00 pm	AnglicareSA Ltd Annual General Meeting
	5.00 pm	Business Session Matters Arising from the President's Address
	6.30 pm	Synod adjourns: Evening Prayer
<b>SUNDAY, 18 OCTOBER</b>		St Peter's College, Memorial Hall, Hackney Road, Hackney
	12.30 pm	Registration Opens
	1.00 pm	Synod Conference Opens with Prayer The Future of Bishop's Court
	1.45 pm	Business Session
	3.30 pm	Afternoon Tea
	4.00 pm	Open Session
	4.15 pm	Business Session
	6.00 pm	Synod close: Evening Prayer

1. Welcome and introductory remarks by the President.

2. **PROCEDURAL MOTION**

**Moved by Keith Stephens, Secretary of Synod**

**Seconded by The Rev'd Janet Phillips**

That this Synod welcomes:

- The Observers from the Diocese of Willochra (The Venerable Prue O'Donovan and Mrs Rosemary O'Leary) and the Diocese of The Murray (The Very Rev'd Dirk van Dissel and Mr John Strachan);
- Sudanese Experimental Congregations;
  - The Pastor and Observers from the Dinka Sudanese Anglican (Episcopal) Experimental Congregation at Playford;
  - The Pastor and Observers from The Lakes Province of Sudan (Episcopal) Experimental Congregation at St Luke's Whitmore Square;
  - The Pastor and Observers from the Sudanese Anglican (Episcopal) Congregation at Church of the Holy Redeemer, Ingle Farm
- The Observers from the Congregation of St Barnabas' Croydon
- The Observers from MarThoma Church, Adelaide
- Ms Anne Hywood, General Secretary, General Synod of the Anglican Church of Australia
- Ms Susan Arnold, Diocesan Finance Manager
- Mrs Theodora Ekonomopoulos, Professional Standards Director
- Mr Peter Caporaso, Deputy Professional Standards Director
- Ms Catherine Bridgland, Convenor, Professional Standards Committee
- Members of Diocesan Administration Resources Executive (DARE) who are not members of Synod
- Ministry Unit Members who are not members of Synod
- Members of the Diocesan Risk & Audit Committee who are not members of Synod
- Directors of the Board of AnglicareSA Ltd who are not members of Synod
- ABM SA Education Manager, Mr Brad Chapman
- Mr Mark Short, National Director, Bush Church Aid Society
- Mr David Williams, State Director, Church Missionary Society
- Cathedral Chapter Canons who are not members of Synod
- Ordinands

and accords them a seat on the floor of Synod with the right to speak but not to vote or move or second motions.

3. **PROCEDURAL MOTION**

**Moved by Mr Keith Stephens, Secretary of Synod**

**Seconded by The Rev'd Janet Phillips**

That so much of Standing Orders be suspended to allow for the timetable of Synod to be as outlined on the Notice Paper noting several orders of the day.

4. **PROCEDURAL MOTION**

**Moved by Mr Keith Stephens, Secretary of Synod**

**Seconded by The Rev'd Janet Phillips**

That this Synod suspend so much of Standing Orders as is necessary to:

Allow for the use of electronic voting, in accordance to the memorandum circulated to members of Synod, at this Session of Synod as and when the President shall determine.

5. The President announces the appointment of the Synod Minutes Secretaries and Scrutineers.
6. The President tables the register of members of the Synod, announces the procedure for recording attendance, and welcomes members new to this session.
7. The President tables the names of those members whom he has excused from attendance and tables the register of alternate lay members of Synod.
8. The Secretary of Synod explains matters of procedure and personal comfort.
9. The President tables the parochial statistics and "Reports and Accounts for Synod 2015", containing the following Annual and Special Reports and Accounts, previously distributed.

<b>Members of Synod</b>	Clergy Representatives
	Lay Representatives
<b>Diocesan Reports</b>	Diocesan Council Report to Synod
	Diocesan Administration and Resources Executive
	Mission and Evangelism Ministry Unit
	Education and Formation Ministry Unit
	Church in Society Ministry Unit
	The Guardian
	Professional Standards
	Financial Operations
	Anglican Funds – South Australia
	St Barnabas' College
	Youth Ministry
<b>Parish Ministry</b>	St Peter's Cathedral
	Adelaide Area Deanery
	Eastern Area Deanery
	South Eastern Area Deanery
	South Western Area Deanery
	Western Suburbs Area Deanery
	Gawler Area Deanery
<b>Anglican Societies</b>	Anglican Cursillo Movement
	Girls' Friendly Society in SA Inc
	Evangelical Fellowship in the Anglican Communion SA
	Mothers' Union Australia – Diocese of Adelaide
<b>Anglican Entities</b>	AnglicareSA Inc
	AnglicareSA Housing Association
	Laura & Alfred West Cottage Homes Inc
	North Road Cemetery
	Leigh Trust

<b>Anglican Schools</b>	Schools Liaison Officer
	Schools' Chaplaincy
	Pulteney Grammar School
	Pedare Christian College
	Walford Anglican School for Girls
	St Columba College
	St Andrew's School
<b>Partner Organisations</b>	Anglican Board of Mission
	Bush Church Aid Society
	Fly In Fly Out (FIFO) Ministry
	Church Missionary Society
	SparkLit
	Australian Fellowship of Evangelical Students
	Schools Ministry Group
	Converge International
	South Australian Council Of Churches Inc
	City Bible Forum

10. Petitions may be presented.

11. **APPOINTMENT TO CHAIR OF COMMITTEES**

**Moved by Mr Keith Stephens, Secretary of Synod**

**Seconded by The Rev'd Janet Phillips**

That Dr Baden Teague be appointed Chair of Committees for this session of Synod.

12. **VOTE OF THANKS to the Archbishop for his Presidential Address**

**Moved by Ms Sandy Mitchell**

**Seconded by The Venerable Lyn McRostie**

That a Vote of Thanks be accorded to the Archbishop for his Presidential Address to the Synod.

13. Motions arising from Presidential Address. Order of the Day 5.00 pm Saturday, 17 October, 2015.

14. The President calls over the Notice Paper.

Any members of Synod (except the member in whose name the motion stands) may call "Object" if he or she wishes the matter to be debated. In the absence of any such objection, the motion will be regarded as formal and will be put forthwith without amendment or debate.

## FINANCE

### 15. FINANCE

A presentation by Mr Keith Stephens, Registrar and Secretary of Synod & Ms Susan Arnold, Finance Manager.

(Leave will be sought from Synod for Ms Susan Arnold to present.)

#### 15.1 **Moved by Mr Keith Stephens, Secretary of Synod**

##### **Seconded by Mr Allan Perryman**

That Synod receives the Financial Statement for the 12 months ended 30 June 2015 and the Synod Operations Report 2015 as dispatched with the Notice Paper.

#### 15.2 **Moved by Mr Keith Stephens, Secretary of Synod**

##### **Seconded by Mr Allan Perryman**

That Synod adopts the budget for the Year 1 July 2015 to 30 June 2016 as dispatched with the Notice Paper.

### ASSESSMENT

#### 15.3 **Moved by Mr Keith Stephens, Secretary of Synod**

##### **Seconded by Mr Allan Perryman**

That Synod adopts the estimate of Diocesan Expenses for the year 2016 and the rate of assessment of 16.00% of assessable income for the year 2016 and encourages Diocesan Council to reduce assessment to 15% for the year 2017.

## LEGISLATION

### 16. ORDINANCES

#### 16.1 PROFESSIONAL STANDARDS ORDINANCE

##### **Moved by The Hon David Bleby, QC, Chancellor**

##### **Seconded by The Rev'd Peter Brown**

That this Synod agrees in principle to a Measure for an Ordinance relating to professional standards within the Church, and for other purposes.

#### 16.2 EPISCOPAL STANDARDS ORDINANCE

##### **Moved by The Hon David Bleby, QC, Chancellor**

##### **Seconded by The Right Rev'd Dr Tim Harris**

That this Synod agrees in principle to a Measure for an Ordinance relating to professional standards of the Bishop and for other purposes.

### 17. TRUSTS OF THE SEE – ORDER OF THE DAY, SUNDAY 1.00 PM – SYNOD CONFERENCE

##### **Moved by The Hon David Bleby, QC, Chancellor**

##### **Seconded by Mr Keith Stephens, Secretary of Synod**

That this Synod agrees in principle to a Measure for an Ordinance to amend the *Trusts of the See of Adelaide* adopted by the Synod on the 10th day of April 1980 as amended on the 23rd day of December 2008 and the 8th day of August 2012.

<b>MOTIONS</b>
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18. 160 YEARS OF SYNODAL GOVERNANCE

**Moved by The Venerable David Bassett**

**Seconded by Mr Chris Purton**

That Synod gives thanks to God for those who have come before us in establishing synodal governance in our Church, and celebrates Bishop Augustus Short's vision of bringing all the people of God together in leadership and responsibility.

19. BISHOP'S COURT – ORDER OF THE DAY, SUNDAY 1.00 PM – SYNOD CONFERENCE

**Moved by Mr Keith Stephens, Secretary of Synod**

**Seconded by The Hon David Bleby, QC, Chancellor**

That this Synod, without qualifying the power of sale referred to in the motion the subject of minute 22c. of the 2nd Session of the 42nd Triennial Synod held in October 2014, subject to the consent in writing of the Archbishop and pursuant to clause 3(3) of the Trusts of the See, authorises the lodging and processing of a development application for the division of the whole of the allotment of land on which the Bishop's residence is erected in such manner and subject to such conditions as the Diocesan Council may determine or agree.

20. CHURCH MISSIONARY SOCIETY – SA BRANCH

**Moved by The Venerable David Bassett**

**Seconded by The Rev'd Paul Hunt**

That Synod notes the centenary of the SA branch of Church Missionary Society in 2017 and affirms:

- the longstanding relationship that CMS has with the Anglican Church and the contribution made by SA missionaries to the church in Australia and overseas;
- the role and significance of cross cultural gospel ministry in the 21st century, in particular, the sending of missionaries into gospel poor regions; and encourages parishes to:
- pray for and support cross cultural gospel ministry and
- to contribute to a centenary gift to go towards raising up new missionaries in training from the Diocese.

21. ST BARNABAS' COLLEGE RELOCATION

**Moved by The Rev'd Canon Dr Matthew Anstey, St Barnabas' College**

**Seconded by Ms Paula Thorpe**

That the Synod gives thanks to God for the return of St Barnabas' College to the St Barnabas Building, North Adelaide, and commits to support the College in its new initiatives for growth in 2016, a central part of which is the commencement of cataloguing for the SBC Library project.



22. EDUCATIONAL SERVICES

**Moved by Mr Tony Hall**

**Seconded by Mrs Maureen Davis**

That Synod gives thanks for the provision of educational services in regional locations of the Diocese, particularly the offerings of St Barnabas in the North and Safer Ministry Training in parishes and encourages this approach as an ongoing educational mission of the Diocese.

23. MASTER OF MINISTRY PROGRAMME

**Moved by The Right Rev'd Dr Tim Harris**

**Seconded by The Rev'd Martyn Woodsford**

Synod recognises the increasingly diverse demands on ministry skills and capabilities and commends and supports St Barnabas College in focusing on developing a Masters of Ministry program as a platform for supporting and assisting all in ministry leadership.

24. KICKSTART YOUTH AND YOUNG ADULT MINISTRIES

**Moved by The Right Rev'd Dr Tim Harris**

**Seconded by The Rev'd Brad Henley**

Synod recognises the vital importance of youth and young adult ministries in the life of our church, and commends and supports the St Barnabas College initiatives in developing discipleship training and ministry apprenticeship programs through partnerships in strategic locations throughout the diocese.

25. WORKSHOP RELATED TO WORKING WITH ABORIGINAL PEOPLE

**Moved by The Rev'd Barbara Paull-Hunt**

**Seconded by The Rev'd Sonya Paterson**

That this Synod notes and recognises the 2 day workshop 'Developing Respectful Service Responses in Working with Aboriginal People' and encourages lay and ordained leaders in parishes and other ministry contexts in the Diocese to actively pursue meaningful engagement with reconciliation processes through this workshop, so that our different cultures may better walk together with mutual respect for each other.

26. RECONCILIATION ACTION PLAN

**Moved by The Rev'd Martyn Woodsford**

**Seconded by The Rev'd Sonya Paterson**

That Synod notes with interest the recent launch of a Reconciliation Action Plan (RAP) in the Anglican Diocese of Melbourne and request that Diocesan Council form a working party to develop a RAP in the Diocese of Adelaide".

27. REFUGEES

**Moved by Ms Emma Riggs**

**Seconded by Mr Eric Smith**

While recognising the need to take appropriate action to prevent terrorism, this Synod expresses concern that the Australian Citizenship Amendment (Allegiance to Australia) Bill 2015 erodes cherished freedoms, lacks due process and judicial oversight and says that any deprivation of citizenship and associated rights must be necessary, lawful and proportionate, particularly for refugee and humanitarian entrants.

28. RECEPTIVE ECUMENISM

**Moved by The Rev'd David Covington-Groth**

**Seconded by The Right Rev'd Dr Tim Harris**

That this Synod:

- acknowledges the significance of the practice of Receptive Ecumenism within the Anglican Communion with other Christian Churches and the wider Community;
- commends the work of the South Australian Council of Churches for its leadership in promoting Receptive Ecumenism including the production of "Healing Gifts for Wounded Hands" as a guide to the practice of Receptive Ecumenism;
- encourages the active participation of members of the Anglican Diocese of Adelaide, its parishes, schools and organizations in implementing the practice of Receptive Ecumenism as part of the future of its ministry and mission and for the sake of the vitality and unity of the whole Christian Church.

29. CATHEDRAL 150

**Moved by The Very Reverend Frank Nelson**

**Seconded by Mr Joe Thorp**

That this Synod acknowledges the sesquicentenary of St Peter's Cathedral in 2019, and:

1. notes that the Cathedral community including Council, Chapter and Archbishop have initiated a process of vision planning under the banner of "Cathedral 150";
2. encourages the Cathedral in its plans to restore and enhance the Cathedral organ as Phase 1 of Cathedral 150;
3. looks forward to supporting the Cathedral and the launch of the formal fund-raising for the Organ Appeal on Thursday 12 November 2015.

30. DIOCESE OF BOR, SOUTH SUDAN

**Moved by The Venerable Paul Mitchell**

**Seconded by Ms Emma Riggs**

That this Synod commends to parishes, schools and other Diocesan entities the relationship between the Diocese of Adelaide and the Diocese of Bor in South Sudan. Further, that this Synod encourages active involvement in this partnership through prayer, fundraising, support and sharing of information.

31. ANGLICARE SA

(a) AMENDMENTS TO ANGLICARE SA LIMITED CONSTITUTION

**Moved by Mr Keith Stephens**

**Seconded by The Hon David Bleby, QC**

That the amendments to the Constitution of Anglicare SA Limited passed at the Annual General Meeting of Anglicare SA Limited held on the 17th day of October 2015 as set forth in the certificate from the Chair of the meeting now tabled before the Synod be confirmed.

(b) AMENDMENTS TO ANGLICARE SA HOUSING LIMITED CONSTITUTION

**Moved by Mr Keith Stephens**

**Seconded by The Hon David Bleby, QC**

That the amendments to the Constitution of Anglicare SA Housing Limited passed at the Annual General Meeting of Anglicare SA Housing Limited held on the 17th day of October 2015 as set forth in the certificate from the Chair of the meeting now tabled before the Synod be confirmed.

32. LEIGH TRUST

**Moved by Mr Keith Stephens, Secretary of Synod**

**Seconded by Mr Allan Perryman**

That Synod amends the Leigh Trust 1992 Deed of Covenant for Appointment as a Trustee to provide for only one additional term limit of six years to a maximum of twelve years.

33. APPOINTMENTS TO THE LEIGH TRUST

**Moved by Mr Allan Perryman**

**Seconded by The Rev'd David Covington-Groth**

That Synod, on recommendation of Diocesan Council appoints Mr Keith Stephens and The Venerable Paul Mitchell to the Leigh Trust, replacing The Rev'd David Thornton-Wakeford and Mrs Joan Blanchard, who retire at the commencement of the Annual Synod 2015.

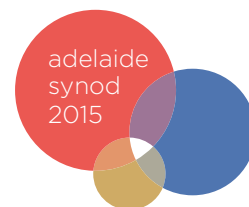
34. **VOTE OF THANKS for Synod Arrangements**

**Moved by The Rev'd Stephen Daughtry**

**Seconded by TBC**

35. **CLOSING WORSHIP**





## **Welcome to St Peter's College for the Annual Session of Synod 2015**

### **Location**

The session of Synod will occur in Memorial Hall, located at the centre of the St Peter's College campus. Please find a map overleaf.

### **Parking**

There is normal interschool sport on Saturday morning, and therefore will be many people on the site. St Peter's College have advised that parking is not available on any of the school ovals.

Synod attendees are requested to park in the Hackney Road Car Park. This is the main car park with 110 spaces. It is located immediately inside the Hackney Road entrance, to the right.

Further parking spaces are available via Pembroke Street, North Terrace and Trinity Street entrances.

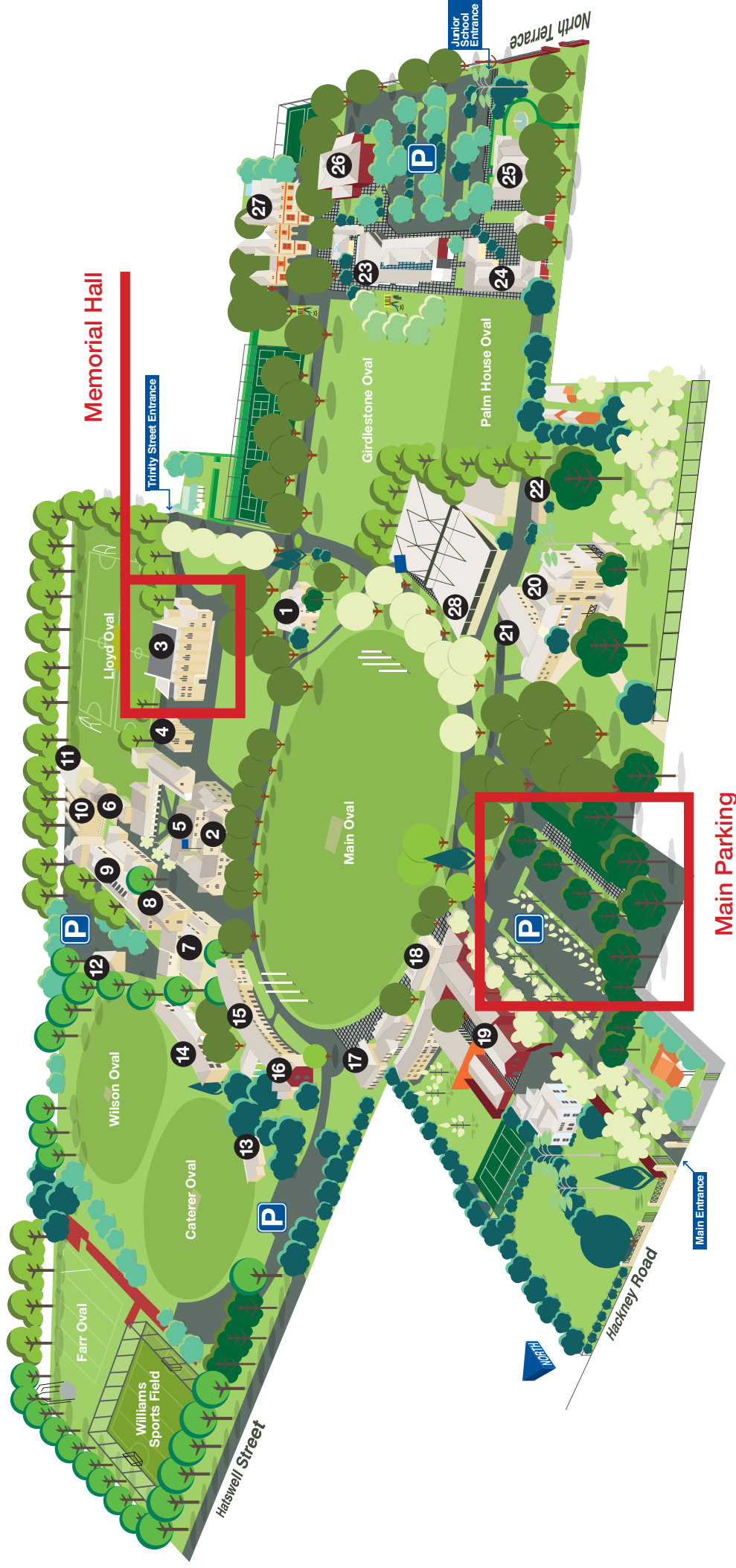
### **Catering**

Lunch and Afternoon Tea will be provided on Saturday. Afternoon Tea will be provided on Sunday.

Gluten Free and Vegetarian options will be available on the day, and do not need to be pre-ordered.

### **Information**

While attending Synod, if you have any questions about the site, please speak to the staff at the Registration Desk in Memorial Hall.



#### 1. Oval House (Visitors and Enquiries)

2. Old School House
3. Memorial Hall
4. Chapel
5. Big School Room
6. Multimedia Centre
7. Miller Library

8. Da Costa Dining Hall
9. Forey Science Centre
10. Technology and Art
11. Drama Centre
12. Grounds and Maintenance
13. Brookman Pavilion
14. Gordon Building

15. Pentreath Building
16. Infirmary
17. Tuckshop
18. Main Oval Pavilion
19. Boarding House
20. Athelney House
21. Hill Wing

22. Uniform Shop
23. Junior School
24. New Palm House
25. Early Learning Centre
26. Junior School Hall
27. Shinkfield Building
28. Sports Centre



St Peter's College

St Peters, South Australia 5069

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E. [admissions@stpeters.sa.edu.au](mailto:admissions@stpeters.sa.edu.au)

[www.stpeters.sa.edu.au](http://www.stpeters.sa.edu.au)

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the Second Annual General Meeting of Anglicare SA Ltd. to be held at The Third Session of the Forty Second Triennial Synod

**DATE:** Saturday, 17 October 2015  
**TIME:** 4.00pm  
**LOCATION:** Memorial Hall  
St Peter's College  
Hackney Road, Hackney SA 5069

The Annual General Meeting of Anglicare SA Ltd. ACN 169 715 762 ("the Company") will be held in Memorial Hall, St Peter's College, Hackney Road, Hackney commencing at 3.30pm.

### Item 1: Opening of Meeting

### Item 2: Opening Prayer

### Item 3: Apologies

### Item 4: Anglicare SA Ltd. Annual Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
*That the Annual Report of the Board for the year ended 30 June 2014 be received.*

### Item 5: Highlights of 2014/15 and the year ahead

### Item 6: Minutes of the 2014 Annual General Meeting

To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
*That the minutes of the Annual General Meeting held Saturday 18 October 2014 be confirmed.*

### Item 7: Financial Statements

To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
*That the Financial Statements for the year ended 30 June 2015 be received.*

### Item 8: Auditor

To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
*That the Auditor's Report for the year ended 30 June 2015 be received and;*  
*That BDO be appointed as auditor for Anglicare SA Ltd for a further term of 12 months.*

### Item 9: General Business

To consider and, if thought fit, pass the following resolution as an ordinary resolution:  
*That the members of Anglicare SA Ltd approve the amendments to the Anglicare SA Ltd. Constitution and recommend the amendments to the Synod of the Diocese of Adelaide for confirmation.*

### Item 10: Other Business

To transact any other business that may be brought forward in conformity with the Company's Constitution.

By order of the Board:



**GRANT REUBENICHT**

Company Secretary  
11 September 2015



## Electronic Voting at Synod

Diocesan Council, at its August 2013 meeting, endorsed the following proposal to implement Electronic Voting at Synod sessions. Key points relating to the planned system:

- Electronic voting will only be used where voting by voices is unclear and a manual count is required, or when voting by orders is requested.
- A motion will be moved to suspend Standing Orders so far as required to implement Electronic Voting

### Implementation



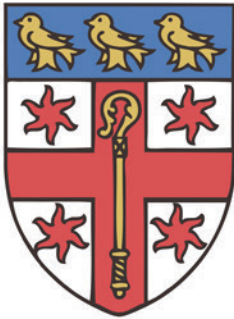
Each voting member of Synod will receive upon registration a lanyard with a name card, and a voting device. The rear of the name card will include directions on the use of the voting device. Each device will be uniquely identified with the member of Synod.

During a session of Synod, there are generally four types of votes that may occur. Electronic voting will apply to two of these votes.

Voting on the voices	Synod Standing Orders Part IV, Section 28	Procedure unchanged
Voting by orders	Constitution Chapter III, Section 18 (4) Synod Standing Orders Part IV, Section 28	Electronic voting
Voting by standing (Challenged or unclear result on voices)	Synod Standing Orders Part IV, Section 28	Electronic voting
Elections & Ballots	Election of a Bishop Ordinance Elections and Appointments Ordinance	Procedure unchanged



**Synod of the Diocese of Adelaide  
of the Anglican Church of Australia Inc.**



Anglican Diocese  
of Adelaide

**Finance Report  
for the year ended  
30 June 2015**

## OVERVIEW

The Synod financial statements present the consolidated results of Synod Operations, Anglican Funds SA, Diocesan Trust Funds and The See.

This report summarises and details the Synod Operations component of the Synod consolidated financial statements for the year ended 30 June 2015.

Synod Operations is divided into following cost centres for budgeting and reporting purposes:

- Ministry Units:
  - Education and Formation
  - Mission & Evangelism
  - Church in Society
- Diocesan Administration
- Professional Standards
- Synod Resources
- Diocesan Leaders
- St Barnabas' College

For the 12 months ended 30 June 2015 Synod Operations recorded an operating surplus of \$1,021,603, a positive variance of \$727,993 to budget. Positive budget variances in assessment income, legal fees and staffing costs have contributed to this result.

It should be noted that funds generated from the operating surplus have been used to pay off debt as the Synod continues to deal with the financial legacy of critical incident settlements.

**Synod Operations Income & Expenditure (\$'000)**  
for the year ended 30 June 2015

SYNOD OPERATIONS			
	Budget	294	
	Actual	1,022	
	Variance	728	

<b>Diocesan Admin</b>	B	(739)	
	A	(666)	
	V	73	

<b>Professional Standards</b>	B	(192)	
	A	(155)	
	V	37	

<b>Synod Resources</b>	B	2,086	
	A	2,669	
	V	583	

<b>Diocesan Leaders</b>	B	(378)	
	A	(371)	
	V	7	

<b>SBC</b>	B	(237)	
	A	(228)	
	V	9	

<b>Ministry Units</b>	B	(246)	
	A	(227)	
	V	19	

<b>Cultural Diversity</b>	B	0	
	A	5	
	V	5	

<b>Mission &amp; Evangelism</b>	B	0	
	A	0	
	V	0	

<b>Church in Society</b>	B	(224)	
	A	(200)	
	V	24	

<b>Education &amp; Formation</b>	B	(22)	
	A	(32)	
	V	(10)	

**SYNOD OPERATIONS  
PROFIT & LOSS STATEMENT  
FOR THE YEAR ENDED 30 JUNE 2015**

	YTD Actual	YTD Budget	YTD Variance
<b>Operating Income</b>			
Assessment	1,497,994	1,200,000	297,994
Grant Income	400,249	358,552	41,697
Grant Income - External	1,027,447	1,040,429	-12,982
Guardian Advertising & Subs	15,526	17,000	-1,474
Investment Income	551,781	584,540	-32,759
Other Income	149,679	94,250	55,429
Property Income	154,490	179,176	-24,686
Service Related Income	582,995	541,555	41,440
Voluntary Quotas	24,547	20,500	4,047
<b>Operating Expenditure</b>			
Administration	-472,658	-616,920	144,262
Depreciation	-43,586	-43,610	24
Grants	-85,469	-91,540	6,071
Guardian Production	-74,644	-68,000	-6,644
Interest expense	-62,191	-160,000	97,809
Internal Grants	-235,000	-235,000	0
Occupancy	-275,841	-272,547	-3,294
Other Expenses	-146,840	-138,500	-8,340
Staff Costs	-1,986,876	-2,116,275	129,399
<b>Operating Surplus / (Deficit)</b>	<b>1,021,603</b>	<b>293,610</b>	<b>727,993</b>
<b>Non-Operating Income &amp; Expenditure:</b>			
Profit on Sale of Assets	1,164,538	0	1,164,538
Grants Paid	-379,031	0	-379,031
<b>Non-Operating Surplus / (Deficit)</b>	<b>785,507</b>	<b>0</b>	<b>785,507</b>
<b>Net Surplus / (Deficit)</b>	<b>1,807,110</b>	<b>293,610</b>	<b>1,513,500</b>

## **Significant Variances to Budget**

### **Operating:**

**Assessment Income** was \$298k above budget. Assessment received during the year was consistent with last year's actual income however a very conservative approach was taken when budgeting for assessment income for 2014/15.

**Administration Expenditure** was \$144k less than budgeted. This was mainly due to budgeted legal fees not being spent and an archival project not being undertaken during the year. There were, however, general savings across a number of cost centres.

**Staff Costs** were \$130k below budget. This mostly relates to the budgeted funding of positions by the Mission and Ministry Unit that were either not filled or only filled for part of the year.

**Interest Expense** was \$98k less than budget due to reduced debt levels.

### **Non-Operating:**

#### **Profit on Sale of Assets**

A property Woodville Gardens was sold for \$1.1M to Anglicare SA for redevelopment as community housing. After expenses a profit was recorded of \$574k.

Also during the year, a property at Bowden and St Barnabas College endowment fund investments were sold to Anglicare SA to enable the purchase of the St Barnabas building at 18 King William Road, North Adelaide.

The Bowden property was sold for \$900k and recorded a profit on sale of \$261k, the endowment fund units were sold for \$1.5M and recorded a profit of \$329k

#### **Grants Paid**

In 2012 assets were transferred to the Synod following the closure of the Parish of Croydon & Woodville Gardens. At the time this transfer was recorded as a donation.

Included in the asset transfer was the Woodville Gardens property that was sold to Anglicare SA this year. Following the sale, a part of the proceeds was applied to the repair of the buildings transferred to the Synod in the 2012 transaction and also to the creation of an endowment fund. These amounts have been disclosed as non-operating grants paid.

## Variances by Cost Centre

### Mission & Evangelism

Summary – overall favourable variance to budget of \$0

Grant income received from the Mission and Ministry special fund was less than budgeted as it wasn't required to cover costs. The funds have been held in the special fund for future use.

	YTD Actual	YTD Budget	YTD Variance
Voluntary Quotas	7,753	10,000	-2,247
Grant Income	68,157	161,202	-93,045
Other Income	782	0	782
Administration	-1,281	-7,500	6,219
Staff Costs	-49,694	-158,452	108,758
External Grants	-25,000	-5,000	-20,000
Depreciation	0	-250	250
Other Expenses	-717	0	-717
	<b>0</b>	<b>0</b>	<b>0</b>

### Cultural Diversity

Summary – overall favourable variance to budget of \$5,294

	YTD Actual	YTD Budget	YTD Variance
Investment Income	816	816	0
Grant Income	39,700	39,700	0
Administration	-1,000	0	-1,000
External Grants	-34,206	-40,500	6,294
	<b>5,310</b>	<b>16</b>	<b>5,294</b>

## Variances by Cost Centre

### Church in Society

Summary – overall favourable variance to budget of \$23,920

#### Communications

Production costs of *The Guardian* were higher than budgeted leading to an over-spend of the Communications budget.

	YTD Actual	YTD Budget	YTD Variance
Guardian Advertising & Subs	15,526	17,000	-1,474
Guardian Production	-74,644	-68,000	-6,644
Administration	-2,574	-2,200	-374
Depreciation	0	-2,500	2,500
	<b>-61,692</b>	<b>-55,700</b>	<b>-5,992</b>

#### Chaplaincy

Grant income for Chaplaincy fluctuates from year to year. This year grant income was \$24k less than budgeted, this was offset by an under-spend in staffing costs.

	YTD Actual	YTD Budget	YTD Variance
Investment Income	14,252	14,253	-1
Grant Income - External	152,230	175,933	-23,703
Administration	-401	-2,360	1,959
Staff Costs	-323,215	-354,098	30,883
Other Expenses	-200	-2,000	1,800
	<b>-157,334</b>	<b>-168,272</b>	<b>10,938</b>

#### Church & Society

Expenditure was less than budgeted.

	YTD Actual	YTD Budget	YTD Variance
Grant Income	31,000	31,000	0
External Grants	-12,026	-18,000	5,974
Other Expenses	0	-13,000	13,000
	<b>18,974</b>	<b>0</b>	<b>18,974</b>
<b>Church &amp; Society Total</b>	<b>-200,052</b>	<b>-223,972</b>	<b>23,920</b>

## Variances by Cost Centre

### Education & Formation

Summary – overall unfavourable variance to budget of \$9,661

#### *School Liaison*

No significant variances occurred.

	YTD Actual	YTD Budget	YTD Variance
Grant Income - External	28,217	28,496	-279
Grant Income	9,000	0	9,000
Other Income	40,924	40,400	524
Administration	-10,343	-9,450	-893
Staff Costs	-88,075	-75,305	-12,770
External Grants	0	-6,120	6,120
Depreciation	-120	-360	240
	<b>-20,397</b>	<b>-22,339</b>	<b>1,942</b>

#### *Diocesan Education*

Administration costs include funding for the clergy conference.

	YTD Actual	YTD Budget	YTD Variance
Service Related Income	0	0	0
Grant Income	36,500	36,500	0
Administration	-11,333	-2,000	-9,333
Staff Costs	-36,008	-33,238	-2,770
External Grants	-500	-1,000	500
Other Expenses	0	0	0
	<b>-11,341</b>	<b>262</b>	<b>-11,603</b>

<b>Education &amp; Formation Total</b>	<b>-31,738</b>	<b>-22,077</b>	<b>-9,661</b>
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## Variances by Cost Centre

### Diocesan Administration

Summary – overall favourable variance of \$73,042

#### *Church Office*

Across the board savings resulted in a \$22k positive variance to budget. The administration variance of \$65k included a \$36k underspend on archiving costs as a number of projects were put on hold following the decision to relocate archives to the St Barnabas building.

	YTD Actual	YTD Budget	YTD Variance
Service Related Income	173,073	190,600	-17,527
Property Income	124,449	151,200	-26,751
Other Income	29,625	0	29,625
Administration	-210,844	-276,100	65,256
Staff Costs	-644,864	-616,004	-28,860
Occupancy	-128,017	-130,500	2,483
Depreciation	-30,662	-29,000	-1,662
Other Expenses	-23,149	-22,500	-649
	<b>-710,389</b>	<b>-732,304</b>	<b>21,915</b>

#### *Cemeteries*

Income from the renewal of expired Mitcham Cemetery licences has contributed to the above budget result. These funds will be invested in the endowment fund to ensure the future funding of maintenance at the Mitcham cemetery.

	YTD Actual	YTD Budget	YTD Variance
Service Related Income	257,683	265,455	-7,772
Investment Income	95,670	95,669	1
Property Income	30,041	27,976	2,065
Other Income	41,701	0	41,701
Administration	-55,215	-55,360	145
Staff Costs	-286,137	-284,983	-1,154
Occupancy	-32,425	-47,000	14,575
Depreciation	-7,434	-9,000	1,566
	<b>43,884</b>	<b>-7,243</b>	<b>51,127</b>

<b>Resources &amp; Admin Total</b>	<b>-666,505</b>	<b>-739,547</b>	<b>73,042</b>
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## Variances by Cost Centre

### Professional Standards

Summary – favourable variance to budget of \$37,115

#### *Professional Standards*

Across the board savings resulted in a positive variance of \$20k.

	YTD Actual	YTD Budget	YTD Variance
Other Income	29,320	30,350	-1,030
Administration	-28,640	-36,900	8,260
Staff Costs	-100,832	-109,609	8,777
Occupancy	-24,085	-28,500	4,415
	<b>-124,237</b>	<b>-144,659</b>	<b>20,422</b>

#### *Safer Ministry*

Safer ministry administration costs include trainer fees and program materials. Budget savings have occurred in staffing costs with a position budgeted for but not filled.

	YTD Actual	YTD Budget	YTD Variance
Grant Income	10,000	10,000	0
Administration	-21,484	-20,500	-984
Staff Costs	-18,783	-36,460	17,677
	<b>-30,267</b>	<b>-46,960</b>	<b>16,693</b>
<b>Professional Standards Total</b>	<b>-154,504</b>	<b>-191,619</b>	<b>37,115</b>

### Diocesan Leaders

Summary – favourable variance to budget of \$6,764

	YTD Actual	YTD Budget	YTD Variance
Investment Income	12,693	12,263	430
Grant Income	6,000	0	6,000
Other Income	1,684	0	1,684
Administration	-14,451	-12,300	-2,151
Staff Costs	-126,668	-126,786	118
External Grants	-13,737	-14,420	683
Internal Grants	-235,000	-235,000	0
Other Expenses	-2,000	-2,000	0
	<b>-371,479</b>	<b>-378,243</b>	<b>6,764</b>

## Variances by Cost Centre

### St Barnabas' College

Summary –favourable variance to budget of \$8,433

Additional income student fee income for the previous financial year was brought to account this year and is included in service related income.

The College relocated to the St Barnabas' building during the course of the year and as a result occupancy costs are higher than budgeted. Investment income is also less than budget following the sale of endowment fund units to enable the purchase of the building.

	YTD Actual	YTD Budget	YTD Variance
Voluntary Quotas	16,794	10,500	6,294
Service Related Income	152,239	85,500	66,739
Investment Income	93,280	126,637	-33,357
Donations	82	500	-418
Other Income	5,561	23,000	-17,439
Administration	-83,499	-89,750	6,251
Staff Costs	-312,600	-321,340	8,740
Occupancy	-91,314	-66,547	-24,767
Depreciation	-5,370	-2,500	-2,870
Other Expenses	-3,740	-3,000	-740
	<b>-228,567</b>	<b>-237,000</b>	<b>8,433</b>

### Synod Resources

Summary – favourable variance to budget of \$583,086

Assessment income is above budget but is consistent with what was invoiced in the previous year.

Grant income includes \$109k received from the St Barnabas College Building Fund to reimburse the Synod for costs associated with the fitout of the St Barnabas' building.

The administration budget saving was principally legal fees.

	YTD Actual	YTD Budget	YTD Variance
Assessment	1,497,994	1,200,000	297,994
Investment Income	335,070	334,902	168
Grant Income	199,892	80,150	119,742
Grant Income - External	847,000	836,000	11,000
Administration	-31,593	-102,500	70,907
External Grants	0	-6,500	6,500
Other Expenses	-117,034	-96,000	-21,034
Interest expense	-62,191	-160,000	97,809
	<b>2,669,138</b>	<b>2,086,052</b>	<b>583,086</b>

## **Balance Sheet & Cash Flow**

The commentary and numbers that follow reflect the balances of Synod Operations, Special Funds and The See. While no detail has been provided on the performance of Special Funds or The See they are an intrinsic part of the Synod and it is difficult to separate their assets and liabilities and cash flow from those of Synod Operations in any meaningful way, accordingly they are included.

### **BALANCE SHEET**

#### **Investments**

Investments are Endowment Fund units held with Anglican Funds South Australia. At 30 June 2015 the unit value was set at \$1.4635. This was an increase of 3.85 cents per unit on the 30 June 2014 value of \$1.42507 and resulted in a \$800k increase in the value of the Synod's investments

#### **Property Plant & Equipment**

Two properties were sold during the course of the year to Anglicare SA, both having been acquired by the Diocese in April 2013 following the closure of the Parish of Croydon & Woodville Gardens.

The properties sold were the Woodville Gardens rectory and church, and the church and hall in Bowden, previously known as the Church of the Good Shepherd.

At the beginning of 2015 the Synod purchased the St Barnabas building from Anglicare SA. The total purchase price of the building was \$2.9M and funding for the purchase was sourced from:

1. Sale of the Bowden property \$900k
2. Sale of \$1.5M endowment fund units (previously purchased with funds from the sale of the Brooklyn Park site)
3. \$500k cash

Since acquiring the St Barnabas building approximately \$110k has been spent in refitting it to suit the College's needs, this has been funded from the St Barnabas College Building Fund.

Consistent with previous years land and buildings, excluding Bishop's Court & the Assistant Bishop's house, are revalued to reflect Valuer-General valuations, this year there has been no movement in value. Bishop's Court is recorded as per the 2008 independent valuation and the Assistant Bishop's residence at cost.

#### **Borrowings**

The critical incidents loan was repaid during the 2014/15 year with a final repayment of \$310k made in May 2015.

Also repaid during the year was the \$536k loan held for the Assistant Bishops house.

A further \$50k was repaid of Green Shoots loans during the course of the year. The remaining balance of \$821k is due to be repaid by 2017/18 with \$680k due in 2016/17.

## CASH FLOW

Despite the operating cash surplus, the financial year saw a net cash decrease of \$112k which can be summarised as follows:

Opening Cash 1 July 2014		739,000
ADD CASH IN:		
Operating Cash Surplus		1,446,000
LESS CASH OUT:		
Purchase of St Barnabas building	-	500,000
Debt repayments		
Critical Incidents Loan	-	310,000
Assistant Bishops House Loan	-	536,000
Other	-	243,000
		<u>- 1,589,000</u>
ADD Net Other Transactions		31,000
Closing Cash 30 June 2015		<u><u>627,000</u></u>

In the 12 months to 30 June 2015 there has been a focus on using surplus funds to repay debt.

While the financial position of the Synod has improved substantially in recent years, cash balances still need to be increased to:

- reduce continuing dependence on the overdraft during the course of the year
- repay \$821k Green Shoots loans by 2017/18
- have funds available for critical incidents claims

The Synod continues to deal with the uncertainty of unknown future critical incident claims. While there have been limited settlements made in the last few years it is important that the Synod continues to improve its cash position so, should future claims arise, there are funds available if needed.

**SYNOD OPERATIONS, SPECIAL FUNDS & THE SEE**  
**STATEMENT OF NET ASSETS**  
**AS AT 30 JUNE 2015**

	2015	2014	movement
<b>CURRENT ASSETS</b>			
Cash & Cash Equivalents	333,477	467,407	-133,930
Trade and Other Receivables	1,313,482	1,311,402	2,080
Other	214,727	248,306	-33,579
<b>Total Current Assets</b>	<b>1,861,686</b>	<b>2,027,115</b>	<b>-165,429</b>
<b>NON-CURRENT ASSETS</b>			
Trade and Other Receivables	58,600	58,600	0
Investments	26,667,296	26,701,698	-34,402
Property, Plant and Equipment	17,447,364	15,580,257	1,867,107
<b>Total Non-Current Assets</b>	<b>44,173,260</b>	<b>42,340,556</b>	<b>1,832,704</b>
<b>Total Assets</b>	<b>46,034,946</b>	<b>44,367,670</b>	<b>1,667,276</b>
<b>CURRENT LIABILITIES</b>			
Trade and Other Payables	593,174	495,416	97,758
Borrowings	41,511	629,506	-587,995
Green Shoots	116,000	116,000	0
Provisions	758,940	624,725	134,215
<b>Total Current Liabilities</b>	<b>1,509,625</b>	<b>1,865,647</b>	<b>-356,022</b>
<b>NON-CURRENT LIABILITIES</b>			
Borrowings	0	540,790	-540,790
Green Shoots	705,000	755,000	-50,000
Provisions	108,815	86,505	22,310
<b>Total Non-Current Liabilities</b>	<b>813,815</b>	<b>1,382,295</b>	<b>-568,480</b>
<b>Total Liabilities</b>	<b>2,323,440</b>	<b>3,247,942</b>	<b>-924,502</b>
<b>Net Assets</b>	<b>43,711,506</b>	<b>41,119,728</b>	<b>2,591,778</b>

**Cash Flow Statement**  
**Synod Operations, Special Funds & The See**  
**for the year ended 30 June 2015**

	<b>2015</b>	<b>2014</b>
<b>Cash Flows from Operating Activities</b>		
assessment & levy	1,426,329	1,681,909
voluntary quotas	24,547	29,935
fees for service	873,546	901,875
investment income	1,380,150	1,343,731
grant income	1,459,345	1,167,115
property income	86,755	91,397
donations received	39,724	478,085
other income	148,853	147,774
payments to suppliers	- 1,080,098	- 1,163,258
payments to employees	- 2,184,557	- 2,057,028
grants paid	- 728,714	- 560,140
	<b>1,445,880</b>	<b>2,061,395</b>
<b>Cash Flows from Investing Activities</b>		
proceeds from sale of vehicles, plant & equip	43,511	180,121
proceeds from sale of land & buildings	1,995,013	373,182
purchase of land & buildings	- 3,001,435	-
purchase of property plant & equip	- 249,560	- 173,858
purchase of endowment fund units	- 640,000	- 256,692
sale of endowment fund units	1,500,000	-
	<b>- 352,471</b>	<b>122,753</b>
<b>Cash flows from Other Activities</b>		
funds from borrowings	-	33,594
interest paid	- 66,882	- 189,941
settlements	-	- 10,000
green shoots repayments	- 50,000	- 50,000
repayment of borrowings	- 1,088,700	- 580,000
	<b>- 1,205,582</b>	<b>- 796,347</b>
 Net increase/ (decrease) in cash held	 <b>- 112,173</b>	 <b>1,387,801</b>
 Cash at Beginning of Year	 738,926	 - 648,875
 Cash at End of Year	 <b><u>626,753</u></b>	 <b><u>738,926</u></b>

**Represented by:**

Cash	333,477	467,407
Line of Credit	<u>293,276</u>	<u>271,519</u>
	<u><b>626,753</b></u>	<u><b>738,926</b></u>

# Anglican Diocese of Adelaide

## Synod Operations – Revised Budget 2015/16

### Scope

The 2015/16 profit and loss budget has been prepared for Synod Operations with transactions relating to Anglican Funds SA, Special Purpose Funds and The See only being included to extent of income received and grants paid by Synod Operations.

The budget for St Barnabas College has been included in the Synod operations budget. The budget has been prepared by Diocesan Office in consultation with College management and is yet to be approved by its Council. Commentary regarding the College budget is provided as an attachment.

### Profit & Loss Summary

The budget allows for a Synod operating surplus of \$587k in comparison to the 2014/15 budgeted surplus of \$294k, an increase of \$293k.

	\$'000	2014/15 Budget	2015/16 Budget	variance to 14/15 Budget
<b>INCOME</b>				
Assessment		1,200	1,462	262
Voluntary Quotas		21	23	2
Fees for Services		503	552	49
Investment Income		585	530	-55
Grants		1,399	1,647	248
Property Income		179	179	0
Other		96	111	15
<b>TOTAL INCOME</b>		<b>3,983</b>	<b>4,504</b>	<b>521</b>
<b>EXPENDITURE</b>				
Administration		630	599	31
Staff Costs		2,116	2,337	-221
Occupancy/Property Costs		273	332	-59
Grants		327	416	-89
Finance Costs		160	0	160
Depreciation		44	48	-4
Other Expenses		139	185	-46
<b>TOTAL EXPENDITURE</b>		<b>3,689</b>	<b>3,917</b>	<b>-228</b>
<b>OPERATING SURPLUS/(DEFICIT)</b>		<b>294</b>	<b>587</b>	<b>293</b>
<b>Settlements</b>		<b>0</b>	<b>0</b>	
<b>NET SURPLUS/(DEFICIT)</b>		<b>294</b>	<b>587</b>	<b>293</b>



# Anglican Diocese of Adelaide

## Commentary

### Assessment

Assessment levy reduces from 16.75% to 16% as from 1 January 2016.

The decrease in the assessment levy to 16% will take effect from 1 January 2016, reducing assessment income by \$35k for the 6 months to 30 June 2016. A further decrease of the levy to 15% is proposed for the following year which will see a reduction in income \$156k over a full year of application.

Despite the proposed decrease, budgeted assessment income has increased when compared to the 2014/15 budget. A very conservative approach has been taken in previous years and the budget has now been increased to more correctly reflect income received.

### Investment Income

The distribution from the Endowment Fund is budgeted to increase from \$0.072 cents per unit in 2014/15 to \$0.074 cents per unit.

The purchase of the St Barnabas building from Anglicare-SA was partly funded by the sale of \$1.5m of units held in the endowment fund from the sale of the Brooklyn Park property. This has resulted in a decrease in investment income for St Barnabas' College of approximately \$70k.

### Grant Income

Income received from Anglican Funds SA is budgeted to increase by \$100k to \$400k following the improvement in the investment market.

The Leigh Trust grant is expected to increase by \$40k from \$536k to \$576k.

An additional \$50k has been budgeted for Anglicare-SA's contribution towards the cost of the new Bishop. Anglicare-SA has agreed to fund 50% of the cost of the Bishop.

### Staff Costs

Wages and stipend expenditure is budgeted to increase by 3.0%.

In addition to the annual CPI increase there has been an increase in lay staffing and the reallocation of expenses previously included as administration costs.

The overall increase can be summarised as follows:

2014/15 budget	\$2,116
3% wage & stipend increase	63
changes to Diocesan Office staffing	80
costs moved from administration	50
additional clergy costs	28
2015/16 budget	\$2,337

### Occupancy/Property Costs

## **Anglican Diocese of Adelaide**

Occupancy costs are budgeted to increase by \$59k following the acquisition of the St Barnabas building. These costs are estimates based on data from Anglicare-SA and industry norms as the true cost of operating the building will only be known after twelve months of occupation.

### **Grants**

An increase in grant expenditure includes \$26k to The See to cover changes to the allocation of operating costs, and an extra \$33k in parish projects from the Ministry & Evangelism Ministry Unit.

### **Finance Costs**

Finance costs are expected to be nil for the 2015/16 year following final repayment of the Critical Incidents loan, repayment of the Mawson Lakes property loan and the reduction of the overdraft during the 2014/15 financial year.

### **Other Expenses**

An additional \$40k has been allocated for a mission mentoring project funded by the Mission and Evangelism Ministry Unit.

### **St Barnabas' College**

The Synod provides an annual grant to the College of \$237k. Due to a reduction of investment income and an increase in occupancy costs associated with the purchase of the St Barnabas Building an operating deficit of \$88k is expected for the year which will need to be funded by the Synod. Expenditure will be reviewed over the year as the College adjusts to its new operating environment.

### **Cathedral Grant**

As in previous years, and in accordance with the Cathedral Ordinance, a grant is provided to the Cathedral through a net subsidy of the cathedral building insurance premium.

### **Settlements**

No allowance has been made for critical incident settlements to be paid in 2015/16.

## **Capital Expenditure**

A total of \$175k has been provided for capital expenditure, made up as follows:

Upgrade cemetery management software - \$20k  
Archive area in the St Barnabas building - \$40k  
Atrium upgrade in the St Barnabas building - \$50k  
General asset purchases, including IT - \$40k  
Solar panels St Barnabas building - \$25k

Any expenditure relating to the library fitout will be funded from existing and future donations.

The capital expenditure budget does not take into account any property development programs that may be undertaken by the Synod during the 2015/16 financial year.

## Anglican Diocese of Adelaide

### Cash Flow

The budgeted cash flow indicates that operating activities will generate a positive cash flow of \$635k. After the purchase and sale of plant & equipment and the repayment of borrowings there is an expected positive cash flow for the year of \$344k.

With a \$600k of Green Shoots loans falling due in 2016/17 this cash surplus will be required to meet the repayments.

In addition to the 2015/16 budgeted cash flow, estimates of future year cash flows are shown below assuming a stable income (other than the decrease in assessment income) and expenditure increasing at 3%.

	2015/16 \$'000 Budget	2016/17 Estimate	2017/18 Estimate	2018/19 Estimate
<b>Cash Flows from Operating Activities</b>				
income	4,503	4,503	4,503	4,503
less change in assessment levy	0	-33	-112	-156
expenditure	-3,916	-4,033	-4,154	-4,279
add depreciation	48	48	48	48
	<b>635</b>	<b>485</b>	<b>285</b>	<b>116</b>
<b>Cash Flows from Investing Activities</b>				
net capital expenditure	-175	-30	-30	-30
	<b>-175</b>	<b>-30</b>	<b>-30</b>	<b>-30</b>
<b>Cash flows from Other Activities</b>				
interest paid	0	0	0	0
repayment of Green Shoots loans	-116	-600	-75	0
	<b>-116</b>	<b>-600</b>	<b>-75</b>	<b>0</b>
Net increase/ (decrease) in cash held	<b>344</b>	<b>-145</b>	<b>180</b>	<b>86</b>
Cash at Beginning of Year	0	344	199	378
Cash at End of Year	<b>344</b>	<b>199</b>	<b>378</b>	<b>464</b>

## Anglican Diocese of Adelaide

	2014/15 budget	2015/16 budget	movement	comments
<b>CHURCH &amp; SOCIETY</b>				
<b>Communications</b>				
Guardian Advertising & Subs	17,000	17,000		
Guardian Production	-56,000	-67,000		increased production costs inline with 2014/15 actual costs
Administration	-14,200	-13,560		
Depreciation	-2,500	0		
	<b>-55,700</b>	<b>-63,560</b>	<b>-7,860</b>	
<b>Chaplaincy</b>				
Investment Income	14,253	14,648		
Grant Income	175,933	181,133		
Administration	-2,360	-2,360		
Staff Costs	-354,098	-373,923		Last year's staff budget was set prior to the \$3k increase in the housing allowance
Other Expenses	-2,000	-2,000		
	<b>-168,272</b>	<b>-182,502</b>	<b>-14,230</b>	
<b>Church &amp; Society</b>				
Grant Income	31,000	23,000		
Grants Paid	-18,000	-18,000		
Other Expenses	-13,000	-5,000		
	<b>0</b>	<b>0</b>	<b>0</b>	
<b>TOTAL</b>	<b>-223,972</b>	<b>-246,062</b>	<b>-22,090</b>	
<b>DIOCESAN LEADERS</b>				
Investment Income	12,263	12,604		
Grant Income	0	105,000		Received from Anglicare & O'Leary Bakewell toward Bishop costs
Other Income	1,200	2,500		
Administration	-13,500	-14,000		Staff costs include payment of Area Dean and Archdeacon allowances, Archbishop's Chaplain and 1.3FTE Bishops. \$261k is budgeted as a grant to The See to cover operating costs.
Staff Costs	-126,786	-247,284		
Grants Paid	-249,420	-273,000		
Other Expenses	-2,000	-2,000		
	<b>-378,243</b>	<b>-416,180</b>	<b>-37,937</b>	
<b>TOTAL</b>	<b>-378,243</b>	<b>-416,180</b>	<b>-37,937</b>	
<b>CULTURAL DIVERSITY</b>				
Investment Income	816	839		
Grant Income	39,700	48,500		Grant from the Mission & Ministry Fund to support the Sudanese and Chinese congregations.
Administration	0	-839		
Grants Paid	-40,500	-48,500		
	<b>16</b>	<b>0</b>	<b>-16</b>	
<b>TOTAL</b>	<b>16</b>	<b>0</b>	<b>-16</b>	
<b>EDUCATION &amp; FORMATION</b>				
<b>School Liaison</b>				
Grant Income	28,496	35,617		Costs of the School Liaison and 0.2FTE of the Senior Schools Chaplain are allocated to this cost centre. Income is received from the SA Provincial Education Trust to cover the costs of the School Chaplain and a contribution towards the School Liaison costs.
Other Income	40,400	40,400		
Administration	-9,450	-9,450		
Staff Costs	-75,305	-98,519		
Grants Paid	-6,120	-6,120		
Depreciation	-360	-550		
	<b>-22,339</b>	<b>-38,622</b>	<b>-16,283</b>	
<b>Diocesan Education</b>				
Service Related Income	0			
Grant Income	36,500	11,000		
Administration	-2,000	-10,000		
Staff Costs	-33,238			
Grants Paid	-1,000	-1,000		
Other Expenses	0			
	<b>262</b>	<b>0</b>	<b>-262</b>	
<b>TOTAL</b>	<b>-22,077</b>	<b>-38,622</b>	<b>-16,545</b>	

## Anglican Diocese of Adelaide

	2014/15 budget	2015/16 budget	movement	comments
<b>ST BARNABAS COLLEGE</b>				
Voluntary Quotas	10,500	15,000		
Service Related Income	85,500	115,500		
Investment Income	126,637	58,937		
Donations	500	2,000		
Other Income	23,000	31,000		
Administration	-89,750	-101,250		
Staff Costs	-321,340	-339,906		
Occupancy	-66,547	-95,000		
Depreciation	-2,500	-8,781		
Other Expenses	-3,000	-3,000		
	<b>-237,000</b>	<b>-325,500</b>	<b>-88,500</b>	
<b>TOTAL</b>	<b>-237,000</b>	<b>-325,500</b>	<b>-88,500</b>	
<i>Funded by:</i>				
Synod Grant	237,000	237,000		
deficit subsidy	0	88,500		
	<b>237,000</b>	<b>325,500</b>	<b>88,500</b>	
<b>MISSION &amp; EVANGELISM</b>				
Voluntary Quotas	10,000	8,000		
Grant Income	161,202	184,056		
Administration	-7,500	-8,000		
Staff Costs	-158,452	-66,671		
Grants paid	-5,000	-62,500		
Depreciation	-250	0		
Other Expenses	0	-40,000		
	<b>0</b>	<b>14,885</b>	<b>14,885</b>	
<b>TOTAL</b>	<b>0</b>	<b>14,885</b>	<b>14,885</b>	
<b>PROFESSIONAL STANDARDS</b>				
<b>Professional Standards</b>				
Other Income	30,350	35,350		Other income is the contribution made by the Diocese of The Murray and Willochra towards costs.
Administration	-36,900	-43,900		
Staff Costs	-109,609	-109,290		
Occupancy	-28,500	-28,500		
	<b>-144,659</b>	<b>-146,340</b>	<b>-1,681</b>	
<b>Safer Ministry</b>				
Grant Income	10,000	0		
Administration	-20,500	-21,700		
Staff Costs	-36,460	-38,539		
	<b>-46,960</b>	<b>-60,239</b>	<b>-13,279</b>	
<b>TOTAL</b>	<b>-191,619</b>	<b>-206,579</b>	<b>-14,960</b>	
<b>RESOURCES &amp; ADMIN</b>				
<b>Church Office</b>				
Service Related Income	190,600	183,100		
Property Income	151,200	151,200		
Administration	-276,100	-265,600		
Staff Costs	-616,004	-773,128		
Occupancy	-130,500	-169,000		
Depreciation	-29,000	-30,000		
Other Expenses	-22,500	-22,500		
	<b>-732,304</b>	<b>-925,928</b>	<b>-193,624</b>	
<b>Cemeteries</b>				
Service Related Income	265,455	303,172		
Investment Income	95,669	98,327		
Property Income	27,976	27,976		
Administration	-55,360	-55,700		
Staff Costs	-284,983	-289,373		
Occupancy	-47,000	-39,500		
Depreciation	-9,000	-9,000		
	<b>-7,243</b>	<b>35,902</b>	<b>43,145</b>	
<b>TOTAL</b>	<b>-739,547</b>	<b>-890,026</b>	<b>-150,479</b>	

## Anglican Diocese of Adelaide

	2014/15 budget	2015/16 budget	movement	comments
<b>SYNOD RESOURCES</b>				
<b>Synod Resources</b>				
Assessment	1,200,000	1,462,000		
Investment Income	334,902	344,205		
Grant Income	916,150	1,058,376		
Administration	-102,500	-52,500		
Grants Paid	-6,500	-6,500		
Other Expenses	-96,000	-110,000		General Synod contribution
Interest Expense	-160,000	0		
	<b>2,086,052</b>	<b>2,695,581</b>	<b>609,529</b>	
<b>TOTAL</b>	<b>2,086,052</b>	<b>2,695,581</b>	<b>609,529</b>	
<b>Operating Surplus / (Deficit)</b>	<b>293,610</b>	<b>587,497</b>	<b>293,887</b>	

## SUMMARY

<b>Income</b>			
Assessment	1,200,000	1,462,000	262,000
Voluntary Quotas	20,500	23,000	2,500
Fees for Services			0
Service Related Income	541,555	601,772	60,217
Guardian Advertising & Subs	17,000	17,000	0
Guardian Production	-56,000	-67,000	-11,000
			0
Investment Income	584,540	529,560	-54,980
Grant Income	1,398,981	1,646,682	247,701
Property Income	179,176	179,176	0
Other Income			0
Other Income	94,950	109,250	14,300
Donations	500	2,000	1,500
	<b>3,981,202</b>	<b>4,503,440</b>	<b>522,238</b>
<b>Expenditure</b>			
Administration	-630,120	-598,859	31,261
Staff Costs	-2,116,275	-2,336,633	-220,358
Occupancy	-272,547	-332,000	-59,453
Grants paid	-326,540	-415,620	-89,080
Finance costs	-160,000	0	160,000
Depreciation	-43,610	-48,331	-4,721
Other Expenses	-138,500	-184,500	-46,000
	<b>-3,687,592</b>	<b>-3,915,943</b>	<b>-228,351</b>
<b>Operating Surplus / (Deficit)</b>	<b>293,610</b>	<b>587,497</b>	<b>293,887</b>

**ESTIMATE OF DIOCESAN EXPENDITURE  
2016 ASSESSMENT YEAR**

Clause 9 of the Assessment Ordinance requires Synod to be provided with an estimate of Diocesan Expenses for the 2016 Assessment year. As the Synod Operational budgets are based on a financial year this separate estimate has been prepared using the 2015/16 budget and forecasts for the 2016/17 financial year.

**ESTIMATE OF DIOCESAN EXPENDITURE  
2016 ASSESSMENT YEAR**

	<b>2015</b>	<b>2016</b>
	<b>\$'000</b>	<b>\$'000</b>
<b>INCOME</b>		
Assessment	1,480	1,462
Voluntary Quotas	24	23
Fees for Services	575	560
Investment Income	541	538
Grants	1,537	1,672
Property Income	167	182
Other	131	111
	<u>4,455</u>	<u>4,548</u>
<b>EXPENDITURE</b>		
Administration	574	606
Staff Costs	2,162	2,366
Occupancy/Property Costs	304	336
Grants	368	421
Finance Costs	31	80
Depreciation	46	49
Other	166	185
	<u>3,651</u>	<u>4,044</u>
<b>OPERATING SURPLUS</b>	<u>804</u>	<u>504</u>

## **MEASURE FOR THE PROFESSIONAL STANDARDS ORDINANCE 2015**

### **EXPLANATORY MEMORANDUM**

#### **Introduction**

This Measure is the result of a thorough review of the operation of the Professional Standards Ordinance 2006 ("the 2006 Ordinance") in the light of experience of its operation since then. Most of the guiding principles behind the 2006 Ordinance, based on the Model Professional Standards Ordinance endorsed by the General Synod ("the Model Ordinance"), have not changed, but there are some significant procedural changes being suggested. The major changes are identified under the headings that follow. Some less significant changes and expressions are amended to be consistent with the Model Episcopal Standards Ordinance ("the ES Ordinance") relating to the diocesan Bishops.

#### **1. A complaint based system**

The 2006 Ordinance and the Model Ordinance are based not on the making of a complaint but on the receipt by the Professional Standards Committee of "information" as defined. The reality is that most investigations are instituted as a result of a complaint, and the present protocol recognises this. The Victorian Model and the ES Ordinance are both complaint based. However, there is still a residual need for the Professional Standards Committee to collect "information" which may or may not result in an investigation or which may be relevant to a complaint. Provision is made for that. The definition of "misconduct" discussed below now includes the requirement that the alleged misconduct must call into question the Church worker's fitness for office or the need for conditions or restrictions. That provides a desirable "filter" for complaints which do not warrant attention under this Ordinance but which might benefit from the use of a grievance procedure.

#### **2. Definition of Misconduct**

The definition of "misconduct" is a key to proceedings under any Ordinance relating to professional standards. The definition in the Model Ordinance is limited to child abuse and sexual abuse of adults. The ES Ordinance definition is very detailed and extensive. Some regard it as too detailed and thereby likely to omit some aspects which should be included and to require future fine tuning, based on experience. This Measure (section 2(3)) retains the existing 2006 Ordinance definition (excluding "process failure") which is extensive but in more general terms, together with some additional provisions considered desirable (paragraphs (f)-(i)). It provides an alternative process for anything that might be the subject of proceedings for an offence under the Clergy Discipline Ordinance in the (Constitution based) Diocesan Tribunal, other than in respect of matters of faith, ritual and ceremonial (as defined in the Constitution).

#### **3. Reporting criminal offences**

There is a requirement in section 23 (3) for the Professional Standards Director to refer to the police or other appropriate authority any alleged misconduct which would constitute an indictable offence. However, it is intended that a revised protocol will require the Director to explain to a complainant this obligation and the complainant's rights if a report is made before taking detailed instructions if the nature of the complaint relates to a possible indictable offence.



#### **4. Simplified procedure on conviction**

The Measure retains in Part 9 the provisions first enacted in Part 8A of the 2006 Ordinance enabling a simplified procedure for use in cases of conviction for serious offences which would normally justify, in themselves, removal of a licence. A decision under this Part is not a reviewable decision. Part 9 is a departure from the present Model Ordinance.

#### **5. Suspension Orders**

The provisions of Part 10 relating to suspension and prohibition pending hearing have been substantially rewritten. A suspension order may now include prohibition on certain activities, and in certain circumstances a suspension order will be mandatory (section 35). There is provision for a review of a suspension order upon an application being made to the Review Board for review of a Board decision. As under the 2006 Ordinance, recommendations for suspension are made to a Church authority by the Professional Standards Committee. Under the ES Ordinance suspension is by decision of the Board. In that case it is not unreasonable, given the implications of suspension from office of a diocesan Bishop. A similar imperative does not apply to most Church workers.

#### **6. Consent determinations**

A novel set of procedures appears in Part 11 of the Measure. It only applies where the Church Authority is the Bishop. In brief, before engaging the Professional Standards Board, the Professional Standards Committee, after consultation with the complainant and the respondent, must report in some detail to the Bishop with a recommendation as to the determination it would be seeking, the respondent's attitude to acting under Part 11 and whether the PSC considers it appropriate for action to be taken under section 43. The Bishop may, as a result of other information known only to the Bishop, have some information which may assist or cause a reconsideration by the Professional Standards Committee of its proposed course. The Bishop can only request the Committee to reconsider. The Bishop cannot force a change of course. That decision remains with the Professional Standards Committee. If the matter proceeds, the Professional Standards Committee's report is served on the respondent and the Bishop then determines whether it is an appropriate case for implementation of the Professional Standards Committee's recommendation by agreement with the respondent. If agreement occurs, that has the same effect as a determination of the Board, but without engaging the Board or requiring the complainant to give evidence. That process is unlikely to be involved if, on the Professional Standards Committee's report, there is likely to be a conflict of evidence on the facts. If the Bishop considers that proceeding by agreement is not appropriate or if there is no agreement, the matter will be referred to the Professional Standards Board in the usual manner.

#### **7. Board's powers**

The Board's powers in section 61(1) are extended by the addition of subparagraphs (j) and (k). Section 61(2) is a new provision which requires the Board to include one or more of certain recommendations where there is a finding that the respondent is unfit to hold office or unfit, temporarily or permanently, to exercise ministry and perform any duty or function of office. Experience suggests that in some cases there may be an advantage to all concerned if the Board is able to adjourn its hearing for up to 12 months to enable a course of counselling or medical treatment to be undertaken and assessed, as an alternative to a more draconian step perhaps made in ignorance of other relevant information. Provision for such a course is made in section 63.

### **8. Review of Board determinations**

The Model Ordinance and the 2006 Ordinance only make provision for a review by a barrister on grounds of process failure by the Board. The Adelaide experience of this process has been less than satisfactory for a variety of reasons, both in the way that Board proceedings have been conducted and in the review process itself. The Measure provides for a broader review on the merits by a Review Board which does not necessarily have to conduct a rehearing and which can, if appropriate, decide the question on the papers. It is a flexible process and is one adopted in the ES Ordinance and some other Professional Standards Ordinances. With the emphasis in various parts of the Ordinance on the need to proceed expeditiously, a merit review need not unduly delay the final resolution. This process has the support of the ES Ordinance and that of other dioceses which have a "merit" review process.

### **9. Proceedings of the Board and Review Board**

Part 16 of the Measure provides for a suite of measures to ensure the fair and expeditious disposal of proceedings before the Board and the Review Board which are also reflected in the ES Ordinance. These include the power to require a medical examination. Proceedings before the Board and the Review Board are prima facie open sittings, with power of the Board or Review Board to restrict attendance for the whole or any part of a hearing.

### **10. Enforcement of Determinations**

A Church authority has limited power to vary a recommendation of a Board or a Review Board: see section 103. It requires the agreement of the body making the recommendation that the substance of the recommendation is preserved. This differs from the provisions of section 100 of the Episcopal Standards Model Ordinance which requires only that the Council of Bishops be satisfied that the substance of the recommendation is preserved. Under the Model Ordinance and the 2006 Ordinance non-compliance with a determination is an offence for which, in the case of a licensed person, proceedings could be brought in the Diocesan Tribunal. Two civil cases<sup>1</sup> have confirmed the validity and effectiveness of the Board process standing alone, and so the Board itself has power to recommend removal from office where there has been non-compliance with undertakings to or directions or recommendations made by a Board or Review Board.

### **11. Commencement**

Section 114 provides for the Ordinance to take effect on a date determined by the Bishop after consultation with the Diocesan Council. This is in order to give time for the preparation of any regulations and a revised Protocol, and in order to allow for the appointment of appropriate panels from which the Professional Standards Board and the Review Board can be appointed.

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<sup>1</sup> *Sturt v Bishop of Newcastle* [2012] NSWSC 400; *Harrington v Coote* [2013] SASCFC 154.

## CLAUSE AND PART NOTES

**PART 1** provides for a number of preliminary issues:

**Clause 1** specifies the short title of the Ordinance.

**Clause 2** provides for a number of important definitions, including, in subclause (3), the definition of "misconduct".

**Clause 3** allows for the PSD, members of the PSC, the PSB and the Review Board to be members of equivalent bodies and authorises the Diocesan Council to enter into cooperative arrangements with another diocese in relation to professional standards matters.

**Clause 4** states the overriding purposes of the Ordinance.

**Clause 5** requires the director, the PSC, the Board and the Review Board to give effect to the overriding purposes.

**PART 2** relates to the Code of Conduct:

**Clauses 6 and 7** provide respectively for the approval and promotion of a Code of Conduct for observance by Church workers.

**PART 3** concerns protocols to accompany the Ordinance:

**Clause 8** provides for the making and content of protocols for the administration of the Ordinance to be approved by the Diocesan Council.

**PART 4** creates and regulates the Professional Standards Committee (PSC):

**Clauses 9 – 12** provide for the establishment, functions, membership and conduct of business of the Professional Standards Committee.

**Clause 13** ensures the validity of proceedings of the PSC in certain circumstances.

**Clause 14** provides for the delegation of certain functions of the PSC.

**PART 5** relates to the Professional Standards Director (PSD):

**Clauses 15 and 16** provide for the appointment and functions of the PSD.

**PART 6** concerns "information" as defined in clause 2:

**Clauses 17 and 18** provide for the disclosure and investigation of "information" where that is necessary.

**PART 7** regulates the making and handling of complaints:

**Clause 19** specifies who may make a complaint;

**Clause 20** specifies the form of complaint;

**Clause 21** provides for giving further details and verification of a complaint;

**Clause 22** provides for the circumstances in which the PSC may dismiss or take no further action in relation to a complaint.

**PART 8** provides for the investigation of a complaint:

**Clause 23** requires the PSC to investigate a complaint as expeditiously as possible and for the Director to report alleged misconduct constituting an indictable offence to the appropriate State authority;

**Clause 24** provides for investigation by an equivalent body in circumstances where an event may have happened or a complainant resides in another diocese;

**Clause 25** specifies the material that must be obtained for the purpose of an investigation;

**Clauses 26 and 27** provide for the obtaining of a response from the respondent and the duties of a respondent in that regard;

**Clause 28** enables the PSC to exercise certain other powers in relation to a complaint.

**PART 9** provides for a summary procedure where a Church worker's misconduct is the subject of a Certificate of Conviction of a serious criminal offence. The procedure may be invoked without a formal complaint:

**Clause 29** provides for delivery of the Certificate of Conviction to the Professional Standards Board and, subject to allowing the Church worker an opportunity to show cause, allows the Board to make any of the recommendations referred to in clause 51 (1);

**Clause 30** provides that there is no review of a decision under Part 9;

**Clause 31** provides that no action taken under Part 9 will prevent further investigation or inquiry in respect of the Church worker.

**PART 10** provides for suspension of a Church worker pending investigation and hearing and the prohibition of certain activities where appropriate:

**Clause 32** defines the term "suspension order" for the purposes of the Measure;

**Clause 33** enables the PSC to recommend the making and variation of a suspension order;

**Clause 34** specifies the matters to be taken into account before making or varying a recommendation;

**Clause 35** provides that in certain circumstances the PSC must recommend that a suspension order be made;

**Clause 36** authorises the relevant Church authority to give effect to a recommendation of the PSC;

**Clause 37** provides for the circumstances in which a suspension order may be terminated;

**Clause 38** provides for the effect of a suspension order.

**PART 11** provides for a report of its investigation by the PSC and recommendations to be provided to the Bishop, the possible review of that report, the provision of the report to the respondent and a process whereby the Bishop and the respondent may agree upon the recommendation which then has the effect of a determination of the Board but without a formal hearing. If the Bishop considers that it would not be appropriate to adopt the process or if there is no agreement, the matter will be referred to the Board for determination.

**Clause 39** defines certain terms for the purposes of Part 11 and limits its operation to where the Bishop is the Church authority;

**Clause 40** provides for the preparation and delivery of the report of the PSC and for its content;

**Clause 41** enables the Bishop to request reconsideration of the report;

**Clause 42** provides for the consequences of any reconsideration by the PSC;

**Clause 43**, whether or not there has been a reconsideration or amendment of the report, requires the Bishop to determine whether implementation by agreement of the PSC's recommendation would be appropriate;

**Clause 44** specifies the process by which an agreement may be reached and its consequences, and a "cooling off" period in serious cases;

**Clause 45** provides that if there is no agreement the PSC must refer the complaint to the Professional Standards Board;

**Clause 46** requires the Director to notify the complainant as soon as practicable of the result of any action taken pursuant to Part 11.

**PART 12** creates and regulates the Professional Standards Board (PSB):

**Clause 47** creates the PSB;

**Clause 48** specifies the functions and jurisdiction of the PSB;

**Clause 49** provides for the qualifications for appointment to a Panel from which membership of the PSB for a particular case will be selected;

**Clause 50** provides for the appointment of the Panel by the Diocesan Council;

**Clause 51** provides for the appointment of the PSB for the purpose of a particular reference;

**Clause 52** provides for the filling of a vacancy on a Board;

**Clause 53** provides for the Secretary to the Board;

**Clause 54** specifies the quorum for a meeting of the Board;

**Clause 55** provides for simultaneous sittings of the Board;

**Clause 56** ensures the validity of proceedings of the PSB in certain circumstances.

**PART 13** concerns the reference of a complaint to the PSB and how it is to be dealt with:

**Clause 57** provides for the circumstances in which the PSC must refer a complaint to the PSB;

**Clause 58** specifies how a matter is to be referred to the PSB;

**Clause 59** provides for the convening of the Board;

**Clause 60** requires the Board to act expeditiously;

**Clause 61** specifies the powers of the PSB;

**Clause 62** enables the PSB to dismiss a complaint or to take no further action in certain circumstances;

**Clause 63** confers a power on the Board to defer making a final recommendation for a period not exceeding in the aggregate 12 months upon the Church worker giving certain undertakings, and provides for the consequences of those undertakings not been given or not been complied with.

**PART 14** creates and regulates the Professional Standards Review Board (PSRB):

**Clause 64** creates the PSRB;

**Clause 65** specifies the function of the PSRB;

**Clause 66** provides for the qualifications for appointment to a Panel from which membership of the PSRB for a particular case will be selected;

**Clause 67** provides for the appointment of the Panel by the Diocesan Council;

**Clause 68** provides for the appointment of the PSRB for the purpose of a particular review;

**Clause 69** provides for the filling of a vacancy on a PSRB;

**Clause 70** provides for the Secretary to the PSRB;

**Clause 71** provides for simultaneous sittings of the PSRB;

**Clause 72** ensures the validity of proceedings of the PSRB in certain circumstances.

**PART 15** concerns the application for review to the PSRB and how it is to be dealt with:

**Clause 73** defines the expression "reviewable decision" for the purposes of Part 15;

**Clause 74** specifies time with an application to the PSRB must be made;

**Clause 75** specifies the documents and material that must be provided to the PSRB;

**Clause 76** provides for the convening of the PSRB;

**Clause 77** specifies the powers of the PSRB;

**Clause 78** requires that the PSRB must deal with the application expeditiously.

**PART 16** regulates the proceedings of the PSB and the PSRB:

**Clause 79** provides that the PSB and the PSRB must act with fairness and according to equity, good conscience, natural justice and the substantial merits of the case, and is not bound by the rules of evidence;

**Clause 80** provides that the PSB and the PSRB may act in the absence of a person affected by the determination;

**Clause 81** specifies the powers and duties of the PSB and the PSRB;

**Clause 82** provides for the manner in which a review is to be conducted by the PSRB;

**Clause 83** specifies the matters that are to be considered by the PSB and by the PSRB;

**Clause 84** provides for legal representation in proceedings;

**Clause 85** provides for the giving of procedural directions;

**Clause 86** enables the appointment of a person or persons to assist the PSB or the PSRB;

**Clause 87** enables the PSB and the PSRB to direct further enquiries or investigation by the PSC;

**Clause 88** enables the PSB and the PSRB to receive written evidence and to use electronic means to receive evidence and submissions;

**Clause 89** enables the PSB and the PSRB to act on decisions of courts or other tribunals concerning the conduct of the respondent;

**Clause 90** specifies the standard of proof applicable to proceedings;

**Clause 91** precludes a member of the PSB or the PSRB from meeting with the complainant or the respondent or anyone acting on their behalf while the matter is in progress;

**Clause 92** provides for disqualification of a member of the PSB or PSRB who has a personal interest in a matter before it;

**Clause 93** enables the PSC, the PSB and the PSRB to require a respondent to submit to a medical, psychiatric or psychological examination;

**Clause 94** specifies the duties of the respondent in proceedings before the PSB and the PSRB;

**Clause 95** limits the circumstances in which the PSB or the PSRB may recommend that a charge be promoted against the respondent and the Diocesan Tribunal;

**Clause 96** prevents the PSB and the PSRB from enquiring into a matter which is or has been the subject of proceedings or investigation in some other board or tribunal and prevents them from enquiring into and making findings of any alleged breach of faith, ritual or ceremonial;

**Clause 97** prevents the awarding of costs in proceedings and provides for possible legal assistance;

**Clause 98** enables the President of the PSB and the President of the PSRB to make rules for the conduct of proceedings;

**Clause 99** provides that, subject to the Ordinance and relevant rules, the practice and procedure of the PSB and the PSRB will be as directed by the presiding member;

**Clause 100** provides that any question of law or procedure will be determined by the presiding member and any other question by majority decision of the members, and that any question of law must be referred to the President or Deputy President for decision;

**Clause 101** provides that proceedings must be conducted as an open sitting unless for good reason the PSB or the PSRB determines otherwise;

**Clause 102** specifies to whom copies of a determination and recommendation must be provided.

**PART 17** concerns the role of the Church authority and compliance with directions and undertakings:  
**Clause 103** empowers and requires the Church authority to whom a recommendation is made to give effect to it or to a variation or modification consistent with any facts found by the body making the recommendation.

**Clause 104** requires compliance by a Church worker with an undertaking given, direction made or agreement reached under the Ordinance and provides for the consequences of non-compliance.

**PART 18** concerns deposition from Holy Orders:

**Clause 105** specifies the effect in this diocese of deposition from Holy Orders wherever that is ordered;

**Clause 106** specifies how deposition is effected and for the form of an Instrument of Deposition.

**PART 19** concerns confidentiality and release of information:

**Clause 107** imposes a duty of confidentiality on the PSD and members of the PSC, the PSB and the PSRB and on persons engaged or employed by them, subject to a number of specified exceptions but with power on the part of the PSC to release information as it may determine with respect to any information or complaint;

**Clause 108** requires the PSC to disclose to an equivalent body of another diocese any relevant information concerning the alleged misconduct of a Church worker in that diocese or concerning misconduct alleged to have occurred in the diocese, and enables the disclosure of such information to a person or body of another church or religious denomination exercising similar powers to those of the PSC;

**Clause 109** enables the relevant Church authority to release such material as the authority may determine with respect to any information, complaint or finding;

**Clause 110** requires the PSC to make certain reports to the Diocesan Council and to the Bishop.

**PART 20** provides for certain indemnities:

**Clause 111** requires the Diocesan Council, from funds under the control of the Synod to indemnify the various persons holding office under the Ordinance in respect of any act or omission carried out in good faith and in the exercise of any power, function or duty under the Ordinance in relation to a Church worker.

**PART 21** provides for the making of regulations:

**Clause 112** enables the Diocesan Council to make, amend and repeal regulations arising out of or incidental to the operation of the Ordinance and for carrying out its objects and purposes.

**PART 22** provides for repeal of the existing Ordinance, commencement of this Ordinance and for certain transitional matters:

**Clause 113** repeals the 2006 Ordinance;

**Clause 114** provides for the commencement of this Ordinance;

**Clause 115** provides for certain necessary transitional matters.

**THE SCHEDULE** specifies the form of Instrument of Deposition referred to in clause 106.



## PROFESSIONAL/EPISCOPAL STANDARDS ORDINANCES

### TABLE OF EQUIVALENT PROVISIONS

In this Table –

PSO means Professional Standards Ordinance.

PSO 2006 means Professional Standards Ordinance 2006 of the Diocese of Adelaide.

Model ESO means Model Episcopal Standards Ordinance.

NOTE: Not all listed equivalent clauses are in the same terms.

<b>Proposed PSO Clause</b>	<b>PSO 2006 Clause</b>	<b>Model PSO Clause</b>	<b>Model ESO Clause</b>
1. Title	1	1	1
2. Definitions, including "misconduct"	2	2	2
3. Membership of equivalent bodies	3	3	-
4. Overriding purpose	-	-	4
5. Duty to give effect to the purpose	-	-	5
6. Code of Conduct	4	4	6
7. Promotion of Code	5	5	7
8. Protocols and their promotion	6, 7	6, 7	11, 12
9. Professional Standards Committee	8	8	1
10(1). Functions of PSC (2). Jurisdiction	20(1) (2)	20(1) (2)	16 16
11. Membership of the PSC	9, 10, 11(1)	9, 10, 11(1)	13
12. Conduct of business	11(2)-(7)	11(2)-(6)	14
13. Validity of proceedings	12	12	15
14. Delegation	19	19	17
15. Director of Professional Standards	21	21	18
16. Functions	22	22	19
17. Disclosure of information	24	24	–
18. Director to report	–	–	–
19. Making a complaint	–	–	20
20. Form of complaint	–	–	21
21. Verification	–	–	22
22. Power to dismiss/take no action	27, 54A	27, 54A	23
<b>Proposed PSO Clause</b>	<b>PSO 2006 Clause</b>	<b>Model PSO Clause</b>	<b>Model ESO Clause</b>



23. Investigation and report	25	25	25
24. Investigation by equivalent bodies	26	26	–
25. Material to be obtained	28	28	22
26. Response of respondent	29(1)	29(1)	27
27. Duties of respondent	29(2)	29(2)	9
28. Powers of the PSC	20(1)(e)	20(1)(e)	28, 30(1) & (2)
29. Summary procedure on conviction	74A	–	–
30. Determination not reviewable	74B	–	–
31. Effect on other proceedings	74C	–	–
32 – 38. Suspension	30 – 34	30 – 34	40 – 51
39 – 46. Consent Determination	–	–	–
47. Professional Standards Board Constitution	35	35	31
48. PSB Functions and jurisdiction	37	37	32
49. PSB Panel	39	39	33
50. Appointment of Panel	40, 41	40, 41	34
51. Appointment of PSB	42	42	35
52. PSB vacancy	44	44	38
53. Secretary	48	48	37
54. Quorum	–	–	36
55. Simultaneous sittings	45	45	–
56. Validity of proceedings	46	46	39
57. Reference of a complaint	54, 55	54, 55	52
58. Procedure	54, 56, 57	54, 57	53, 55
59. Convening the PSB	55	55	–
60. Expedition	60	60	–
61. Powers of PSB	69	69	58
62. Dismiss or take no action	69A	69A	57
63. Power to defer final recommendation	–	–	–
64. Review Board established with	–	–	61
65. Review Board function	–	–	62
66. Review Board Panel	–	–	63
67. Appointment of Panel	–	–	64
68. Convening Review Board	–	–	65
69. Vacancies on Review Board	–	–	–
70. Secretary	–	–	66
71. Simultaneous sittings	–	–	67
72. Validity of proceedings	–	–	68
73. Reviewable decision	–	–	69
74. Application to Review Board	–	–	70
75. Documents	–	–	72
76. Membership of Review Board	–	–	73
77. Powers of Review Board	–	–	74
<b>Proposed PSO Clause</b>	<b>PSO 2006 Clause</b>	<b>Model PSO Clause</b>	<b>Model ESO Clause</b>

78. Expedition	–	–	75
79. Conduct of proceedings – PSB and Review Board	49(3)	49(3)	76
80. Absence of a person affected – PSB and Review Board	65	65	–
81. Powers and duties – PSB and Review Board	49(4) & (5), 51, 62, 63(c)	49(4) & (5), 51, 63(c)	77
82. Review Board proceedings	–	–	79
83. Matters to be considered:			
(1) PSB	68	68	92
(2) Review Board	–	–	92
84. Legal representation	63(a)	63(a)	80
85. Directions	55(2), 58	55(2), 58	81
86. Person to assist	50	50	82
87. Directions to PSC	59	59	83
88. Written evidence	49(4)	49(4)	84
89. Decisions of other bodies	49(5)	49(5)	85
90. Standard of proof	–	–	86
91. Members not to meet with parties	–	–	87
92. Disqualification for personal interest	–	–	88
93. Medical examinations	66	66	89
94. Duties of respondent	–	–	9
95. Charges in Diocesan Tribunal	–	–	90
96. Matters not to be enquired into	67	67	91
97. Costs	52	52	93
98. Rules	53, 43	53, 43	94, 95
99. Practice and procedure	61	61	96
100. Determination of questions	49(1) and (2)	49(1) and (2)	97
101. Open sittings	64	64	78
102. Publication of Determination and Recommendations	70, 74	70	99
103. Implementation of Recommendations	71	71	100
104. Compliance by Church worker	–	–	10
105. Effect of deposition	72	72	–
106. Instrument of deposition	73	73	–
107. Confidentiality	15, 16	15, 16	103
108, 109. Disclosure of information	17, 70	17, 70	103, 104
110. PSC Reports	18	18	105, 106
111. Indemnity	13, 47	13, 47	107
112. Regulations	75	75	108
113. Repeal	–	–	–
114. Commencement	–	–	–
115. Transitional	–	–	–

## A MEASURE FOR

### **An Ordinance relating to professional standards within the Church, and for other purposes**

#### **Contents**

##### Part 1 – Preliminary

1. Title
2. Definitions, including "misconduct"
3. Membership of equivalent bodies
4. Overriding purpose
5. Duty to give effect to the purpose

##### Part 2 – Code of Conduct

6. Approval of Code of Conduct
7. Promotion of Code of Conduct

##### Part 3 – Protocols

8. Making and content of protocols

##### Part 4 – Professional Standards Committee

9. Establishment of PSC
10. Functions of the PSC
11. Membership of the PSC
12. Conduct of business
13. Validity of proceedings
14. Delegation of functions

##### Part 5 – Director of Professional Standards

15. Appointment
16. Functions of the Director

##### Part 6 – Information

17. Disclosure of information
18. Director to report

##### Part 7 – Complaints

19. Who may make a complaint
20. Form of complaint
21. Further information and verification
22. Power to dismiss or take no further action

## Part 8 – Investigations

- 23. Investigation and report
- 24. Investigation by equivalent bodies
- 25. Material to be obtained
- 26. Response of respondent
- 27. Duties of respondent
- 28. Exercise of powers by the PSC

## Part 9 – Certificate of conviction

- 29. Summary hearing and recommendations
- 30. No review of determination
- 31. Effect on other proceedings

## Part 10 – Suspension and Prohibition

- 32. Interpretation
- 33. PSC may recommend
- 34. Matters to be taken into account
- 35. Mandatory orders
- 36. Church authority may give effect to a recommendation
- 37. Termination of suspension or prohibition
- 38. Effect of suspension order or prohibition order

## Part 11 – Consent determination

- 39. Application and interpretation
- 40. PSC to report to the Bishop
- 41. Bishop may request reconsideration
- 42. Reconsideration by the PSC
- 43. Bishop to determine
- 44. Implementation by agreement
- 45. Consequence of no agreement
- 46. Director to notify complainant

## Part 12 – Professional Standards Board

- 47. Constitution
- 48. Functions and jurisdiction
- 49. Panel
- 50. Appointment of the panel
- 51. Appointment of the Board
- 52. Vacancies on the Board
- 53. Secretary
- 54. Quorum
- 55. Simultaneous sittings
- 56. Validity of proceedings

## Part 13 – Reference of a complaint to the Board

- 57. Reference after investigation
- 58. Procedure for reference

- 59. Convening of the Board
- 60. Board to act expeditiously
- 61. Powers of the Board
- 62. Power to dismiss or take no further action
- 63. Power to defer final recommendation

#### Part 14 – Professional Standards Review Board

- 64. Establishment of Review Board
- 65. Function of the Review Board
- 66. Panel of Review Board members
- 67. Appointment of Panel
- 68. Convening a Review Board
- 69. Vacancies on the Review Board
- 70. Secretary
- 71. Simultaneous sittings
- 72. Validity of proceedings

#### Part 15 – Application for Review

- 73. Interpretation
- 74. Application to Review Board
- 75. Documents and material to be delivered following application
- 76. President to determine membership of Review Board
- 77. Review Board may exercise the powers of the Board
- 78. Review Board to deal with application expeditiously

#### Part 16 – Proceedings of the Board and the Review Board

- 79. Conduct of proceedings
- 80. Failure to appear
- 81. Powers and duties
- 82. Review Board proceedings
- 83. Matters to be considered
- 84. Legal representation
- 85. Directions
- 86. Appointment of a person to assist
- 87. Directions to PSC
- 88. Written evidence
- 89. Decisions of other bodies
- 90. Standard of proof
- 91. Members of board and Review Board not to meet with parties
- 92. Disqualification where personal interest
- 93. Medical examination
- 94. Duties of the respondent
- 95. Limitation on promotion of a charge in the Diocesan Tribunal
- 96. Certain matters not to be inquired into
- 97. Costs
- 98. Making of rules
- 99. Practice and procedure
- 100. Determination of questions
- 101. Open sittings
- 102. Provision of copies of determination and recommendation

Part 17 – Church Authority and compliance

- 103. Church authority to give effect
- 104. Compliance by Church worker

Part 18 – Deposition from Holy Orders

- 105. Effect of deposition
- 106. Instrument of deposition

Part 19 – Confidentiality and Publication

- 107. Duty of confidentiality
- 108. Release of information by PSC
- 109. Church authority may release information
- 110. PSC reports

Part 20 – Indemnity

- 111. Obligation to indemnify

Part 21 – Regulations

- 112. Regulation making power

Part 22 – Repeal, Commencement and Transitional

- 113. Repeal
- 114. Commencement
- 115. Transitional

The Schedule

**The Synod hereby determines:**

## PART 1 - PRELIMINARY

### *Title*

1. This Ordinance may be cited as the “Professional Standards Ordinance 2015”.

### *Interpretation*

2. (1) In this Ordinance, unless the context otherwise requires:

**"Board"** means the Professional Standards Board established under Part 12.

**"ceremonial"** has the same meaning as that expression has in the Constitution;

**"Certificate of Conviction"** means a certificate of conviction given under or in accordance with sections 42 or 43 of the *Evidence Act 1929* (SA) certifying as to the conviction of a Church worker of a criminal offence referred to in Part 3, Divisions 11, 11A or 12 of the *Criminal Law Consolidation Act 1935* (SA) or Parts 6 or 7 of the *Summary Offences Act 1953* (SA) or any equivalent provision in legislation which repeals or replaces those Acts, or any equivalent provision in any Commonwealth, State or Territory legislation;

**"child"** means a person under the age of 18;

**"Church"** means the Anglican Church of Australia;

**"Church authority"** means the Bishop or a person or body having administrative authority of or in a Church body to license, appoint, authorise, dismiss or suspend a Church worker;

**"Church body"** includes a parish, school and any body corporate, organisation or association that exercises ministry within, or on behalf of, the Church;

**"Church worker"** means a person who is or who at any relevant time was:

- (a) a member of the clergy; or
- (b) a person employed by a Church body; or
- (c) a person holding a position or performing a function with the actual or apparent authority of a Church authority or Church body;

but excludes a bishop subject to the jurisdiction of the Special Tribunal of the Church;

**"Code of Conduct"** means a code of conduct approved from time to time under Part 2;

**"complainant"** means a person who makes a complaint;

**"complaint"** means a complaint under section 19 of this Ordinance;

**"Constitution"** means the Constitution of the Anglican Church of Australia;

**"Director"** means the Director of Professional Standards appointed under Part 5;

**"equivalent body"** means a body of another diocese exercising powers, duties or functions equivalent to those of the Director, the PSC the Board or the Review Board as the case may be, or where there is no such body, the bishop of the diocese;

**"faith"** has the same meaning as that expression has in the Constitution;

**"information"** means information of whatever nature and from whatever source relating to alleged misconduct on the part of a Church worker;

**"member of the clergy"** means a person in Holy Orders;

**"misconduct"** has the meaning in subsection (3) of this section;

**"national register"** means any national register established pursuant to a Canon of General Synod or a resolution of the Standing Committee of General Synod for the purpose of recording determinations of the Board and other equivalent bodies;

**"Professional Standards Committee"** or **"PSC"** means the Professional Standards Committee established under Part 4;

**"prohibition order"** means an order prohibiting a Church worker from holding a specified position or office in or being employed by a Church body or Church authority or from carrying out any specified functions in relation to any office or position in the diocese or in relation to employment by a Church body, and includes a variation of a prohibition order;

**"protocol"** means a protocol approved from time to time by the Diocesan Council under Part 3;

**"respondent"** means a Church worker whose alleged conduct is the subject of a complaint;

**"Review Board"** means the Professional Standards Review Board established under Part 14;

**"ritual"** has the same meaning as that expression has in the Constitution;

**"suspension order"** has the meaning in section 32.

(2) For the purposes of this Ordinance –

- (a) a person employed by a Church body; or
- (b) a person holding a position or performing a function with the actual or apparent authority of a Church authority or Church body;



will be taken to be engaged by a Church authority.

- (3) The expression “**misconduct**” in relation to a Church worker means an activity or wilful or careless inactivity that –
- a) involves harassment, or causes harm to a person's physical, spiritual, emotional or financial well-being or, in the case of a child, to his or her development; or
  - b) is carried out by a person in a position of power or authority over another –
    - (i) for the inappropriate gratification of that person; or
    - (ii) for the exploitation of the other; or
  - c) involves the exploitation of an office or position within the Church or a Church body; or
  - d) brings an office within the Church or a Church body or, if relevant, brings the Church or a Church body more generally into disrepute; or
  - e) involves a breach of the standards of sexual conduct prescribed in the Code of Conduct;
 

and includes:

    - f) wilful or careless failure to comply with an undertaking given to or a direction imposed by a Church authority under section 104 of this Ordinance;
    - g) wilful or careless failure to comply with an undertaking given to the Board, the Review Board or the Church authority;
    - h) wilful or careless failure to comply with the provisions of section 17; and
    - i) a breach of the Offences Canon 1962 or any Canon amending or replacing that Canon which is in force in and is not excluded from this diocese;<sup>1</sup>

by the Church worker whenever occurring which, if established, would on its face call into question:

- (i) the fitness of the Church worker, whether temporarily or permanently, to hold a particular or any office, licence or position of responsibility in the Church or to be or remain in the employment of a Church body, or in Holy Orders; or
- (ii) whether, in the exercise of the Church worker's ministry or employment, or in the performance of any duty or function, the Church worker should be subject to any condition ;

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<sup>1</sup> . Section 1 of the *Offences Canon 1962* provides for the following offences in respect of a person licensed by the Bishop:

- 1. Unchastity.
- 2. Drunkenness.
- 3. Habitual and wilful neglect of ministerial duty after written admonition in respect thereof by the bishop of the diocese.
- 4. Wilful failure to pay just debts.
- 5. Conduct, wherever occurring,
  - (a) which would be disgraceful if committed by a member of the clergy, and
  - (b) which at the time the charge is preferred is productive, or if known publicly would be productive, of scandal or evil report.
- 6. Any other offence prescribed by an ordinance of the Synod of the diocese.

but excludes for the purposes of this Ordinance any breach of faith ritual or ceremonial.

*Membership of equivalent bodies*

3. 1) The Director, the members of the PSC, the Board and the Review Board may constitute or be members of an equivalent body either generally or for a particular case or matter.
- 2) The Diocesan Council may enter into such agreements or arrangements as it sees fit with the relevant authority of another diocese as to the terms on which the powers and functions of the equivalent bodies or persons of that diocese are to be exercised by the persons holding office in or as delegates of the PSC, or by the members or the secretary of the Board or of the Review Board.

*Overriding Purposes*

4. The overriding purposes of this Ordinance and of any protocol made under this Ordinance, in their application to any complaint under this Ordinance, are to facilitate the just, quick and inexpensive resolution of the real issues in the complaint and to regulate fitness for ministry for the protection of the community.

*Purposes to be given effect*

5. The Director, the PSC, the Board and the Review Board must each seek to give effect to the overriding purposes when exercising any power given by this Ordinance or by any protocol and when interpreting any provision of this Ordinance or of any such protocol.

## PART 2 – CODE OF CONDUCT

*Approval of Code of Conduct*

6. The Synod or the Diocesan Council shall from time to time by resolution approve a Code of Conduct for observance by Church workers in the diocese.

*Promotion of Code of Conduct*

7. The Diocesan Council through the PSC and by such other means as may be considered appropriate shall take such steps as may be necessary or desirable to promote the knowledge, understanding and observance in this Church of any code of conduct applicable in the diocese.

## PART 3 – PROTOCOLS

### *Making and content of protocols*

8. (1) The Diocesan Council must from time to time consider and approve a protocol or protocols not inconsistent with this Ordinance for implementation in relation to information and complaints.
- (2) The protocol or protocols must include:
  - (a) procedures for dealing with information and complaints;
  - (b) the appointment, role and function of contact persons;
  - (c) provision for informing complainants and victims of alleged misconduct, and respondents, of rights, remedies and relevant procedures available to them;
  - (d) provision for assisting or supporting, as appropriate, any person affected by alleged misconduct the subject of information;
  - (e) an explanation of the processes for investigating and dealing with information and complaints;
  - (f) provisions for dealing fairly with each party to a complaint;
  - (g) processes for mediation, conciliation and reconciliation, as appropriate;
  - (h) provisions for information, reports, advice and recommendations to the Bishop and any other relevant Church authority at each stage of the process of dealing with a complaint or information;
  - (i) procedures for working, where necessary, with law enforcement, prosecution and child protection authorities of the States and Territories of the Commonwealth of Australia.
- (3) The Diocesan Council, through the Director and the PSC and by such other means as they may consider appropriate, must take such steps as may be necessary or desirable to promote throughout the community a knowledge and understanding of any protocol.

## PART 4 – PROFESSIONAL STANDARDS COMMITTEE

### *Establishment of PSC*

9. There shall be a Professional Standards Committee for the diocese constituted in accordance with the provisions of this Part.

### *Functions of the PSC*

10. (1) The PSC has the following functions:
  - (a) to implement a protocol;
  - (b) to receive information;
  - (c) to act on information in accordance with the provisions of this Ordinance and any protocol;

- (d) to receive a complaint against a Church worker;
  - (e) to act on a complaint in accordance with the provisions of this Ordinance and any protocol and, where appropriate, to obtain independent legal advice for that purpose;
  - (f) to appoint suitable persons to fulfil the several roles required to implement the protocol in each particular case;
  - (g) where appropriate, to recommend conciliation or mediation;
  - (h) to investigate a complaint in a timely and appropriate manner;
  - (i) where appropriate, to recommend to the Diocesan Council any changes to a protocol and any other changes to Church processes, structures and education programmes that would reduce the risk of misconduct;
  - (j) subject to any limit imposed by the Diocesan Council to authorise such expenditure as may be necessary or appropriate to implement, in a particular case, a protocol and the provisions of this Ordinance;
  - (k) to advise any relevant Church body as to the financial, pastoral or other needs of a person affected by misconduct the subject of a complaint and in connection with any legal proceedings, anticipated or existing, against such Church body arising out of that alleged misconduct;
  - (l) to refer any information in its possession to a law enforcement, prosecution or child protection authority of a State or Territory or of the Commonwealth of Australia for which the information is or may be relevant;
  - (m) to maintain proper records of all information and complaints received and of action taken in relation to each of them; and
  - (n) to exercise such other powers and functions as are conferred on it by this or any other Ordinance or by a protocol.
- (2) The exercise of functions by the PSC under this Ordinance arises in respect of alleged misconduct of a Church worker:
- (a) resident or licensed in the diocese, or engaged by a Church authority;
  - (b) not resident or licensed in the diocese nor engaged by a Church authority but whose misconduct is alleged to have occurred in the diocese or when the Church worker was resident or licensed in the diocese or was engaged by a Church authority;
  - (c) wherever and whenever it is alleged to have been engaged in by a Church worker; and
  - (d) whether such misconduct is alleged to have occurred before or after the commencement of this Ordinance.

### *Membership of the PSC*

11. (1) The members of the PSC shall be appointed by the Diocesan Council.
- (2) The members of the PSC shall hold office on such terms and conditions as may be determined from time to time by the Diocesan Council.
- (3) The PSC must have at least three members including the chair, any of whom may reside outside the diocese.

- (4) The membership of the PSC must be constituted so far as reasonably possible so as collectively to provide experience and appropriate professional qualifications in –
  - (a) law;
  - (b) the ordained ministry; and
  - (c) human resources, pastoral ministry, investigations, social work, ethics or counselling.
- (5) The PSC must –
  - (a) include at least one person who is not a member of the Church;
  - (b) so far as is reasonably practicable have at least one man and one woman.
- (6) The chair of the PSC must be appointed by the Diocesan Council.
- (7) The members of the PSC may constitute or include the members of an equivalent body either generally or for a particular complaint or matter.
- (8) A member of the PSC must not act unless the member has agreed in writing to abide by this Ordinance.

#### *Conduct of business*

- 12. (1) The PSC may meet from time to time as determined by the chair or a majority of its members and may conduct its business by telephone or electronic communication.
- (2) The chair must convene a meeting of the PSC at the request of the Director.
- (3) The procedures of the PSC shall be as determined by the PSC.
- (4) A majority of the members shall constitute a quorum.
- (5) A decision taken other than at a meeting of the PSC, if supported by a majority of members of the PSC, constitutes a decision of the PSC.
- (7) The PSC must act in all things as expeditiously as possible.

#### *Validity of proceedings*

- 13. An act or proceeding of the PSC is not invalid by reason only of a vacancy in its membership and, notwithstanding the subsequent discovery of a defect in the nomination or appointment of a member, any such act or proceeding is as valid and effectual as if the member had been duly nominated or appointed.

#### *Delegation of functions*

- 14. (1) Subject to subsection (2), the PSC may delegate, upon such terms and conditions as the PSC may approve, any of its functions under this Ordinance to any person.
- (2) The PSC cannot delegate:
  - (a) its functions under subsection (1);
  - (b) its functions under paragraphs (g) and (j) of section 10(1);
  - (c) its functions under Part 10; or
  - (d) its functions under section 57.

- (3) A delegation under this section must be made by instrument in writing signed by a member of the PSC.

## PART 5 – DIRECTOR OF PROFESSIONAL STANDARDS

### *Appointment*

15. (1) There shall be a Director of Professional Standards.
- (2) The Director shall be appointed by the Diocesan Council.
- (3) The Director shall hold office on such terms and conditions as may be determined from time to time by the Diocesan Council.
- (4) The Director may act in a corresponding capacity or as Director of Episcopal Standards for another diocese either generally or for a particular case or matter.

### *Functions of the Director*

16. (1) The Director shall have the following functions:
- (a) to receive information and complaints on behalf of the PSC;
  - (b) in his or her discretion to make a complaint against a Church worker;
  - (c) to manage the implementation of any protocol in respect of any information and complaint;
  - (d) to be the executive officer of the PSC;
  - (e) to attend meetings of the PSC except for any part of a meeting which deals with the conditions of employment, remuneration or performance of the Director?
  - (f) to provide advice about the code of conduct, the protocol and procedures under this Ordinance;
  - (g) to provide or arrange care or treatment of the complainant and respondent;
  - (h) to provide input into education and vocational training programs for Church workers;
  - (i) to provide advice to complainants and the respondent about the operation of the protocol, with particular emphasis on helping the respondent to understand and discharge his responsibilities under the protocol;
  - (j) to keep proper records of complaints, decisions, meetings, employment screening details, police checks and people affected by any allegation of misconduct;
  - (k) to consult and co-operate with other persons and bodies in the Church with responsibility for professional standards;
  - (l) in cases of alleged illegal behaviour, to support the complainant in making a report to police or child protection authorities;
  - (m) to report to the PSC on any recommended changes to the protocol and any other changes to Church processes, structures and education programmes that would reduce the risk of misconduct; and

- (n) such specific functions and duties, consistent with this Ordinance, as may be determined from time to time by the PSC.
- (2) The Director must act in all things as expeditiously as possible.

## PART 6 – INFORMATION

### *Disclosure of information*

- 17. (1) A member of the Clergy and a Church authority in the diocese must as soon as possible refer any information in his her or its possession or knowledge to the Director unless there are reasonable grounds to believe that the information is already known to the Director or the PSC.
- (2) This section does not affect the operation of the Canon Concerning Confessions 1989 of the General Synod or any other Canon or legislative instrument relating to confessions in force in the diocese.

### *Director to Report*

- 18. Subject to this Ordinance, where the Director considers that the subject matter of information, if established, would constitute misconduct the Director must report the conduct to the PSC or, if appropriate, to an equivalent body.

## PART 7 – COMPLAINTS

### *Who may make a complaint*

- 19. Any person, including the Director, may make a complaint of misconduct to the PSC in relation to a Church worker.

### *Form of complaint*

- 20. (1) A complaint may be in any form, oral or in writing, whether by electronic means or otherwise.
- (2) Where a complaint is oral, the Director must make a written record of the complaint as soon as practicable after receiving it.
- (3) A complaint must include details of the misconduct complained about.
- (4) The Director must not make a complaint based only on information provided anonymously.
- (5) The PSC may not act on an anonymous complaint.
- (6) Non-compliance with a provision of this section shall not invalidate a complaint unless the Board determines otherwise.

*Further information and verification*

21. (1) The PSC may require a complainant to –
- (a) give further details of the complaint; and
  - (b) verify any details of the complaint by a statutory declaration.
- (2) A requirement under subsection (1) must be in writing and allow the complainant a reasonable time to comply.

*Power to dismiss or take no further action*

22. (1) The PSC may dismiss a complaint or take no further action in relation to a complaint if—
- (a) the PSC is of opinion that the complaint does not fall within the provisions of this Ordinance;
  - (b) the complainant has failed to provide further details to the PSC or to verify the allegations by statutory declaration when requested by the Director to do so;
  - (c) the complainant (other than the Director) has not given consent to the Director's giving notice of the complaint to the respondent and to the PSC's dealing with it under this Ordinance;
  - (d) the PSC is of opinion that the complaint is false, vexatious, misconceived, frivolous or lacking in substance; or
  - (e) the PSC is of opinion that there is insufficient reliable evidence to warrant an investigation or further investigation
- and may take no further action or delay further action in relation to a complaint if—
- (f) the behaviour the subject matter of the complaint has been or can properly be dealt with by other means; or
  - (g) the subject matter of a complaint is under investigation by some other competent person or body or is the subject of legal proceedings.
- (2) If a complaint is dealt with by the PSC under the preceding subsection, the PSC must give the complainant a written notice of the outcome including the reasons for the outcome.

## PART 8 – INVESTIGATIONS

*Investigation and report*

23. (1) Subject to this Ordinance, the PSC must investigate each complaint as expeditiously as possible.
- (2) The PSC may investigate the conduct of the Church worker if –
- (a) the PSC has reason to believe that the conduct may amount to misconduct



under this Ordinance; and

- (b) notwithstanding that a complaint about the conduct has been withdrawn.
- (3) If, in the opinion of the Director, the alleged misconduct constitutes an indictable offence the Director must refer any information concerning the alleged misconduct in the possession of the PSC to a member of a law enforcement, prosecution or child protection authority to which the information may be relevant.
- (4) In this section the expression "indictable offence" means an offence whether committed in or outside South Australia that is an indictable offence against a law of the Commonwealth or against a law of the State in which the offence is alleged to have been committed.

*Investigation by equivalent bodies*

24. (1) The Director may, if the Director thinks it appropriate to do so, refer the complaint, or the investigation of the complaint, to an equivalent body or bodies.
- (2) When the PSC and an equivalent body or equivalent bodies have the power and duty to investigate a complaint concerning the alleged misconduct of the same Church worker and the respective bodies cannot agree on:
- (a) which body shall carry out the investigation or any parts of such investigation; or
  - (b) whether the complaint should be referred to the Board or to an equivalent body which has jurisdiction;
- then the PSC must prefer the disagreement for decision by the Director and the persons acting in a corresponding capacity for every other diocese acting together.
- (3) The PSC shall act in accordance with the unanimous decision of the persons referred to in subsection (2) or, if such persons cannot agree within a reasonable time of the disagreement being referred, in accordance with the decision of the Primate or a member of the House of Bishops appointed by the Primate.
- (4) In all matters affecting the operation of this Ordinance the PSC and the Director shall cooperate with and assist an equivalent body.
- (5) In making a decision under subsection (2) the Director shall not be bound by the views or instruction of the PSC but shall take into account the most convenient course for all concerned and the proper and expeditious conduct of the investigation or referral as the case may be

*Material to be obtained*

25. For the purpose of an investigation the PSC or an investigator shall obtain such statutory declarations, written statements, recorded conversations, reports, documents and other material as the PSC or its delegate considers necessary or advisable for presentation to the Board.

*Response of respondent*

26. The PSC may by notice in writing to the respondent require the respondent –
- (a) to meet with an investigator to answer questions in relation to a complaint;
  - (b) to provide a detailed report to the PSC within a reasonable time specified in the notice in relation to any matter relevant to the investigation;
  - (c) to verify the report by statutory declaration or another specified manner.

*Duties of the respondent*

27. (1) The respondent must, subject to subsection (2) –
- (a) comply with a requirement of the PSC pursuant to paragraphs (a), (b) and (c) of the previous section; and
  - (b) truthfully answer any questions put by or on behalf of the PSC in the exercise of powers conferred by this Ordinance.
- (2) If the respondent declines to answer a question on the ground that the answer might tend to incriminate the person, a written record shall be made of the question and of the ground of refusal.
- (3) The respondent must –
- (a) not mislead the PSC or a member or delegate of the PSC;
  - (b) not unreasonably delay or obstruct the PSC or a delegate of the PSC in the exercise of powers conferred by this Ordinance; and
  - (c) attend a mediation, conciliation, neutral evaluation or other dispute resolution meeting arranged by the PSC in relation to a complaint.

*Exercise of powers by the PSC*

28. (1) At any time after the PSC receives a complaint, the PSC may:
- (a) recommend mediation, conciliation, neutral evaluation or other alternative resolution of the complaint; and
  - (b) exercise its powers under section 22 of this Ordinance to dismiss a complaint or to take no further action in relation to a complaint.
- (2) The fact that the subject matter of a complaint may be settled or resolved in whole or in part between the parties affected thereby does not prevent the PSC from taking any further action in accordance with the provisions of this Ordinance in respect of the complaint.
- (3) Any term of settlement or resolution referred to in subsection (2) which purports to prevent or to limit the taking of any such further action shall, for the purposes of this Ordinance, be of no effect.

## PART 9 – CERTIFICATE OF CONVICTION

### *Summary hearing and recommendations*

29. If, during the course of carrying out their duties under this Ordinance, the Director, the PSC or the Board receives a Certificate of Conviction of a Church worker, then:
- (a) If the person who receives the Certificate of Conviction is not the Director, the person must immediately hand the Certificate of Conviction to the Director;
  - (b) The Director must immediately provide a copy of the Certificate of Conviction to the secretary of the Board, stating that it is provided pursuant to this section;
  - (c) Upon receipt of the Certificate of Conviction by the secretary of the Board the President or Deputy President as the case may be must as soon as possible determine the membership of the Board for the purpose of making a recommendation under this Part;
  - (d) The Board may act pursuant to this section whether or not a complaint against the Church worker has been referred to the Board;
  - (e) Subject to giving the Church worker opportunity to show cause by such means as the Board may in its absolute discretion allow, the Board may make any of the recommendations referred to in section 51(1) in respect of the Church worker to whom the Certificate of Conviction relates.

### *No review of determination*

30. A determination under this Part is not a reviewable decision for the purposes of Part 14.

### *Effect on other proceedings*

31. No action taken under this Part shall, of itself, stay or preclude any act, proceeding, investigation or enquiry otherwise in progress or proposed under this Ordinance in respect of the Church worker to whom the Certificate of Conviction relates.

## PART 10 – SUSPENSION AND PROHIBITION

### *Interpretation*

32. (1) For the purposes of this Ordinance –
- "suspension order"** means an order suspending a respondent to a complaint from the duties of office or employment by a Church body and may include an order:
- (a) that from a specified date the respondent and his or her immediate family cease to reside in any accommodation provided by the Church body;
  - (b) restricting or prohibiting the use by the respondent of a motor vehicle and any other property provided by the Church body;
  - (c) prohibiting the attendance of the respondent at a particular church or place of worship or within a specified geographical area;
- and includes a variation of a suspension order.

- (2) If a suspension order includes an order under paragraph (a) of subsection (1) the suspension order must include, for the duration of any period involved, an order that the respondent and, if appropriate, his or her immediate family be provided with a reasonable accommodation allowance from funds under the control of the Synod at a rate specified in the order.

*PSC may recommend*

33. (1) Subject to section 34, at any time after the PSC has commenced or caused to be commenced an investigation of a complaint it may recommend to the relevant Church authority that a suspension order or a prohibition order or both be made against the respondent.
- (2) Subject to section 34, the PSC may at any time and from time to time recommend the variation of a suspension order or a prohibition order or both.
- (3) Before making or varying a recommendation under this Part the PSC must give the respondent an opportunity to be heard.

*Matters to be taken into account*

34. Before making or varying a recommendation under section 33 the PSC must take into account:
  - (a) the seriousness of the misconduct alleged in the complaint;
  - (b) the nature of the material to support or negate the allegations;
  - (c) whether any person is at risk of harm;
  - (d) after consultation with the relevant Church body or its representative, the effect on the respondent, a relevant Church body and on the Church in the diocese of acting and of not acting under section 33;
  - (e) any other allegations of misconduct previously made to the PSC or to an equivalent body within the previous 10 years; and
  - (f) any other relevant matter.

*Mandatory orders*

35. If the PSC forms the opinion that –
  - (a) the evidence of misconduct, if accepted, would establish misconduct on the part of the Church worker which would be likely to call into question the fitness of the Church worker, whether temporarily or permanently, to hold the office, licence or position then held or to be or remain in Holy Orders and that the evidence is sufficiently strong to justify such a finding; or
  - (b) there is an unacceptable risk of harm to any person; or
  - (c) as a result of the alleged misconduct there is, or there is an unacceptable risk that there will be, serious damage to the reputation of the Church or a Church body;
 the PSC must recommend to the relevant Church authority that a suspension order or a prohibition order or both, as the case may require, be made against the respondent.

*Church authority may give effect to a recommendation*

36. The relevant Church authority is authorised to give effect to a recommendation under sections 33 or 35.

*Termination of suspension or prohibition*

37. (1) Subject to subsection (2), a suspension order or prohibition order made by a Church authority pursuant to a recommendation under this Part must be terminated by the Church authority:
- (a) if the PSC terminates the investigation without referring the matter to the Board;
  - (b) upon any direction to that effect given by the Board;
  - (c) upon an agreement being made and in force in accordance with the provisions of Part 10; or
  - (d) upon the Church authority giving effect to a recommendation of the Board or the Review Board under section 103.
- (2) Upon an application being made to the Review Board in accordance with Part 15, the PSC must reconsider whether a suspension order or prohibition order should be made, continued, varied or revoked and may recommend accordingly to the Church authority.

*Effect of suspension order or prohibition order*

38. During the period of operation of a suspension order or prohibition order pursuant to the provisions of this Part or during a period when a person voluntarily stands down from a position while a complaint is dealt with under this Ordinance:
- (a) the respondent must comply with the terms of any suspension order or prohibition order;
  - (b) the respondent is ineligible for appointment to any position or function covered by any suspension order or prohibition order;
  - (c) the vacancy caused by the suspension order, prohibition order or standing down may be filled by another suitably qualified person; and
  - (d) subject to the terms of the suspension order or prohibition order the respondent is entitled to whatever stipend, salary, allowances and other benefits that he or she would otherwise have received and which are to be met or reimbursed from funds under the control of the Synod.

## PART 11 – CONSENT DETERMINATION

### *Application and interpretation*

39. (1) For the purposes of this Part:

"**a recommendation**" means any recommendation that the Board could make in respect of the respondent under section 61 if the alleged misconduct the subject of the complaint were established; and

"**the report**" means the report referred to in section 40 (1) and any amended report referred to in this Part and includes any documents and material referred to in or relevant to any part of the report.

(2) This Part only applies if the Church authority is the Bishop.

### *PSC to report to the Bishop*

40. (1) As soon as practicable after investigation of a complaint in accordance with Part 8, where the PSC has formed the opinion that the alleged misconduct the subject of the complaint, if established, would call into question whether–

- (a) the respondent is unfit –
  - (i) to hold office or to be or remain in Holy Orders; or
  - (ii) whether temporarily or permanently to exercise ministry and perform any duty or function of the office; or
- (b) in the exercise of ministry or in the performance of any duty or function the respondent should be subject to any condition or restriction;

the PSC must prepare a written report comprising a report of its investigation and opinion and a recommendation.

- (2) In preparing the report the PSC may consult with the complainant and with the respondent and must include in the report any expressed view of the respondent on the taking of action under this Part.
- (3) The report must-
  - (a) state the facts on which its opinion and recommendations are based;
  - (b) be accompanied by copies of any documents and material referred to in or relevant to any part of the report; and
  - (c) state whether the PSC considers it appropriate for action to be taken under section 43.
- (4) A copy of the report signed by a member of the PSC must be delivered to the Bishop.

*Bishop may request reconsideration*

41. (1) Within 10 days of receiving a recommendation from the PSC the Bishop may request the PSC to reconsider the report.
- (2) if the Bishop does not request a reconsideration in accordance with the provisions of subsection (1) the provisions of section 43 shall apply.

*Reconsideration by the PSC*

42. (1) If the Bishop does request a reconsideration in accordance with section 41 (1) the PSC must as soon as practicable reconsider the report in the light of any further information made available to it.
- (2) If upon the reconsideration referred to in subsection (1) the PSC decides that the complaint should be dealt with under section 22 it shall inform the Bishop as if it were a direction made by the Bishop to give effect to a recommendation under section 103.
- (3) If upon the reconsideration referred to in subsection (1) the PSC decides not to alter the report it must inform the Bishop accordingly and cause a copy of the report to be delivered to the respondent, and the provisions of section 43 shall apply.
- (4) If upon the reconsideration referred to in subsection (1) the PSC decides to amend the report it shall deliver an amended copy of the report to the Bishop and to the respondent, and the provisions of section 43 shall apply.

*Bishop to determine*

43. Within 14 days of an event occurring which gives rise to the operation of this section the Bishop must determine either –
- (a) that implementation by agreement of the recommendation contained in the report would be appropriate; or
- (b) that implementation of the recommendation by agreement would not be appropriate.

*Implementation by agreement*

44. (1) If the Bishop makes a determination under paragraph (a) of section 43 the Bishop must invite the respondent to indicate whether or not he or she would agree to the implementation of the recommendation.
- (2) If the respondent agrees to the implementation of the recommendation the Bishop must cause the determination to be reduced to writing and be signed by the Bishop and the respondent and, subject to subsection (3), the determination shall take effect as if it were a direction made by the Bishop to give effect to a recommendation under section 103.
- (3) Where it is agreed that the determination should include a provision that –
- (a) the Church worker's licence or authority be permanently revoked;
- (b) the Church worker cease permanently to hold any office then or previously held; or
- (c) the Church worker be deposed from Holy Orders;



the respondent may, within the period of seven days following the date of the signed agreement, withdraw from the agreement by written notice to the Bishop, whereupon the agreement will be ineffective and the determination will not be implemented in accordance with this section.

- (4) If no agreement is reached or if an agreement becomes ineffective under subsection (3), the Bishop must inform the PSC accordingly.
- (5) If agreement is reached under this section and is not rendered ineffective, the Bishop must inform the PSC accordingly and the facts referred to in section 40(3)(a) shall constitute a finding that the conduct referred to therein occurred for the purpose of –
  - (a) any requirement by law to notify a person or authority that a finding has been made that the respondent engaged in conduct the subject of any such requirement to notify; and
  - (b) entering on the National register the details of information required by the provisions of the National Register Canon 2007.

#### *Consequence of no agreement*

45. If the Bishop informs the PSC either –

- (a) that implementation by agreement of any recommendation would not be appropriate; or
- (b) that an agreement in accordance with this Part has not been reached or has become ineffective;

the PSC must refer the complaint to the Board in accordance with the provisions of this Ordinance.

#### *Director to notify complainant*

46. The Director must notify the complainant as soon as practicable of the result of any action taken pursuant to this Part.

## PART 12 – PROFESSIONAL STANDARDS BOARD

#### *Constitution*

47. There shall be a Professional Standards Board comprising three persons constituted and appointed in accordance with the provisions of this Part.

#### *Functions of the Board*

48. (1) Subject to the provisions of this Ordinance, the functions of the Board are –
- (a) to enquire into and determine a complaint referred to it under section 57; and
  - (b) to make a determination and, where appropriate, make a recommendation under section 61.



- (2) The Board has jurisdiction to exercise its functions in respect of a Church worker:
  - (a) resident or licensed in the diocese, or engaged by a Church authority; and
  - (b) not resident or licensed in the diocese or engaged by a Church authority but whose conduct giving rise to the reference is alleged to have occurred in the diocese or whose omission giving rise to the reference is alleged to have occurred when the Church worker was resident or licensed in the diocese or was engaged by a Church authority.

#### *Panel*

49. (1) The members of the Board in a particular case shall be appointed from a panel comprising:
  - (a) a President and a Deputy President, both of whom shall be or shall have been either a judicial officer or a practising barrister or solicitor of at least 10 years' standing of the Supreme Court of a State or Territory and who are members of the Church;
  - (b) three members of the clergy of at least seven years' standing; and
  - (c) three laypersons who may or may not be members of the Church and at least two of whom are persons who are considered by the Diocesan Council as having professional experience, training or skills in a field that is relevant to addressing the needs of persons who are subjected to misconduct.
- (2) As far as reasonably practicable the members of the panel should comprise an equal number of men and women.

#### *Appointment of the panel*

50. (1) The members of the panel shall be appointed by the Diocesan Council and shall hold office on such terms and conditions as may be determined from time to time by the Diocesan Council.
- (2) Any vacancy in the membership of the panel shall be filled by the Diocesan Council.

#### *Appointment of the Board*

51. (1) The members of the panel to be convened for a complaint referred to the Board shall be determined by the President or, if there is a vacancy in the office of President or if the President is unable to act, by the Deputy President.
- (2) For the purpose of any reference to the Board, the Board shall consist of the President or Deputy President, who shall be the presiding member, and one clerical and one lay member of the panel.
- (3) The Board must, so far as reasonably practicable, have at least one man and at least one woman.
- (4) A member of the Board may reside outside the diocese.
- (5) A member of the Board must not act in a matter unless the member has agreed in writing to abide by this Ordinance.
- (6) The members of the Board may constitute or include the members of an equivalent body either generally or for a particular complaint or matter.

*Vacancies on the Board*

52. (1) If a member of the Board, other than the presiding member, dies or is for any other reason unable to continue with any matter referred to the Board –
- (a) the Board constituted of the presiding member and the other member may, if the presiding member so determines, continue and complete the reference; or
  - (b) if the presiding member so determines, a substitute member may be appointed to fill the vacancy.

*Secretary*

53. (1) There shall be a secretary to the Board who shall be appointed by or in accordance with a resolution of the Diocesan Council, and whose duties shall be defined by the President.
- (2) The secretary to the Board may act in a corresponding capacity for another diocese either generally or for a particular case or matter.

*Quorum*

54. The quorum for a meeting of the Board shall be all the members of the Board except where the Board by its presiding member makes directions under section 84 of this Ordinance.

*Simultaneous sittings*

55. The Board, separately constituted in accordance with this Part, may sit simultaneously for the purpose of matters referred to it or for conducting separate business of the Board.

*Validity of proceedings*

56. An act or proceeding of the Board is not invalid by reason only of a vacancy in its membership or of the membership of the panel and, notwithstanding the subsequent discovery of a defect in the nomination or appointment of members of the panel or the Board, any such act or proceeding is as valid and effectual as if the member had been duly nominated or appointed.

## PART 13 – REFERENCE OF A COMPLAINT TO THE BOARD

*Reference after investigation*

57. As soon as practicable after investigation of a complaint in accordance with Part 8, and subject to the provisions of Part 11, where the PSC has formed the opinion that the alleged misconduct the subject of the complaint, if established, would call in question whether:
- (a) the respondent is unfit –
    - (i) to hold office or to be or remain in Holy Orders; or

- (ii) whether temporarily or permanently to exercise ministry and perform any duty or function of the office; or
  - (b) in the exercise of ministry or in the performance of any duty or function the respondent should be subject to any condition or restriction;
- the PSC must refer the complaint to the Board.

*Procedure for reference*

58. (1) The PSC must refer the complaint to the Board by delivering to the secretary of the Board a written report of its investigation and opinion signed by a member of the PSC.
- (2) Within 14 days of the date of the reference of the complaint to the Board or within 14 days of the date of the document or material coming into existence, whichever is the later, the PSC must cause to be delivered to the secretary of the Board any documents and material relevant to the reference.
- (3) The PSC, as soon as practicable after delivering the report referred to in subsection (1) to the secretary of the Board, shall, if they have not already been delivered to the respondent, cause to be delivered to the respondent a copy of the report and opinion and notice that the respondent may advance any submissions to the Board if he or she wishes to do so.
- (4) The report referred to in subsection (1) may be the report referred to in Part 11 without any reference to any action taken or not taken under Part 11.

*Convening of the Board*

59. (1) Upon a complaint being referred to the Board, the President or Deputy President as the case may be shall as soon as possible determine the membership of the Board for the purpose of the reference.
- (2) The President or Deputy President as the case may require must thereupon cause to be convened a sitting for the purpose of giving directions.

*Board to act expeditiously*

60. (1) The board must deal with a complaint as expeditiously as possible.
- (2) The Board may, if it sees fit, proceed with the determination of a reference notwithstanding that there may be mediation or conciliation proceedings relating to the subject matter of the reference being conducted by or at the direction of the PSC and notwithstanding that there may be criminal or other proceedings being taken against the respondent or some other person.

*Powers of the Board*

61. (1) If the Board is satisfied<sup>2</sup> that the Church worker did commit any misconduct and that:

- (a) the Church worker is unfit-
  - (i) to hold a particular or any office, licence or position of responsibility in the Church or to be or remain in the employment of a Church body or in Holy Orders; or
  - (ii) whether temporarily or permanently to exercise ministry or employment or perform any duty or function of the office, licence or position;

or

- (b) in the exercise of the Church worker's ministry or employment or in the performance of any duty or function, the Church worker should be subject to any condition;

the Board may determine in writing accordingly and may recommend to the relevant Church authority any one or more of the following:

- (c) that the Church worker be counselled;
- (d) that the Church worker be suspended from office or employment or from performing the function as the case may be for such period determined by the Board;
- (e) that the licence or authority of the Church worker be revoked;
- (f) that the Church worker's contract of employment (if any) be terminated;
- (g) that the Church worker cease to hold any office then held;
- (h) that a prohibition order be made in terms specified by the Board;
- (i) that the Church worker's holding of office or employment or performance of the function, as the case may be, shall be subject to such conditions or restrictions as the Board may specify;
- (j) that the Church worker be directed to do or to refrain from doing a specified act;
- (k) that a charge be promoted against the respondent before the Diocesan Tribunal;
- (l) that the operation of a determination shall be suspended for such period and upon such conditions as the Board shall specify;
- (m) that the Church worker should be deposed from Holy Orders;
- (n) otherwise as the Board sees fit.<sup>3</sup>

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<sup>2</sup> See section 90.

<sup>3</sup> Recommendations which might be made under paragraph (n) include participation in conciliation or mediation; an apology; an admonition; retraining of a specified nature; reparation of a specified nature.

- (2) If the Board is satisfied<sup>4</sup> that the Church worker is unfit –
- (a) to hold a particular or any office, licence or position of responsibility in the Church or to be or remain in Holy Orders or in the employment of a Church body; or
  - (b) whether temporarily or permanently to exercise Ministry and perform any duty or function of office;
- its recommendation must include any one or more of those specified in paragraphs (d), (e), (f), (g), (h) or (m) of subsection (1).

*Power to dismiss or take no further action*

62. (1) If the Board is not satisfied that the Church worker committed any misconduct or that the complaint is false, vexatious or misconceived, the Board may determine accordingly and must dismiss the complaint.
- (2) If the Board is satisfied that the Church worker did commit misconduct but is not satisfied as to any of the matters in paragraphs (a) and (b) of subsection (1) of section 61, the Board may determine accordingly and must take no further action in relation to the complaint.

*Power to defer final recommendation*

63. (1) The Board may defer making any final recommendation on a complaint and may for that purpose adjourn any hearing from time to time for a period or periods not exceeding in the aggregate 12 months, on terms that the Church worker undertake for a specified period and in a form approved by the Board to do one or more of the following acts or omissions –
- (a) stand down from the office or employment or from performing specified duties of office or employment;
  - (b) undertake counselling from a person approved by the Board;
  - (c) submit to periodic medical examination by a person approved by the Board;
  - (d) undertake a specified program of medical treatment or rehabilitation whether as an outpatient or inpatient;
  - (e) provide medical or other evidence requested by the Board to assist it in deciding on any final recommendation; and
  - (f) perform or refrain from performing some other specified act.
- (2) If at the time of deferring a final recommendation in accordance with this section the Board is satisfied that the Church worker is at that time either unfit to hold office or to exercise ministry or to perform any duty or function of the office or employment, any undertaking given by the Church worker must include an undertaking under paragraph (a) of subsection (1) in such form as the circumstances may require and as the Board may approve.

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<sup>4</sup> See section 90.

- (3) If within a period specified by the Board the Church worker declines to give an undertaking in accordance with subsection (1), the Board must proceed to make a determination and recommendation.
- (4) The Board may take into account the failure of the Church worker to comply with his or her undertaking under subsection (1) in deciding on any final recommendation on a complaint.

## PART 14 – PROFESSIONAL STANDARDS REVIEW BOARD

### *Establishment of Review Board*

64. There shall be a Professional Standards Review Board comprising 3 persons and constituted and appointed in accordance with the provisions of this Part.

### *Function of the Review Board*

65. Subject to the provisions of this Ordinance the function of the Review Board is to determine any application authorised by this Ordinance for review of a decision of the Board.

### *Panel of Review Board members*

66. The members of the Review Board in a particular case shall be appointed from a panel of 8 persons comprising:
  - (a) a President and a Deputy President, both of whom shall be or shall have been either a judicial officer or a practising barrister or solicitor of at least 10 years' standing of the Supreme Court of a State or Territory; and
  - (b) six other persons of whom –
    - (i) three shall be members of the clergy; and
    - (ii) three shall be laypersons.

### *Appointment of Panel*

67. (1) The members of the panel shall be appointed by the Diocesan Council.
- (2) The members of the panel shall hold office on such terms and conditions as may be determined from time to time by the Diocesan Council.
- (3) The members of the panel may constitute or include the members of an equivalent body either generally or for a particular complaint or matter.

- (4) Any vacancy on the membership of the panel shall be filled by the Diocesan Council.

*Convening a Review Board*

68. (1) The members of the Review Board to be convened for any review of a decision of the Board shall be determined by the President or, if there is a vacancy in the office of President, by the Deputy President.
- (2) For the purpose of any application to the Review Board, the Review Board shall consist of the President or Deputy President, who shall be the presiding member, one member of the clergy and one lay person.
- (3) So far as it is reasonably practicable, the Review Board shall include at least one man and least one woman.
- (4) The quorum for a meeting of the Review Board shall be all the members of the Review Board except where the Review Board by its presiding member makes directions under section 84 of this Ordinance .
- (5) A member of the Review Board shall not act as a member unless the member has agreed in writing to abide by this Ordinance.

*Vacancies on the Review Board*

69. (1) If a member of the Review Board, other than the presiding member, dies or is for any other reason unable to continue with any matter referred to the Review Board –
- (a) the Review Board constituted of the presiding member and the other member may, if the presiding member so determines, continue and complete the review; or
- (b) if the presiding member so determines, a substitute member may be appointed to fill the vacancy.
- (2) Any vacancy in the membership of the Review Board, if required to be filled, shall be filled by the President or, if the President is not available, the Deputy President.

*Secretary*

70. There shall be a secretary to the Review Board who shall be appointed on such terms and conditions as may be determined from time to time by the Diocesan Council.

*Simultaneous sittings*

71. The Review Board, separately constituted in accordance with this Part, may act simultaneously for the purpose of applications made to it.

*Validity of proceedings*

72. An act or proceeding of the Review board is not invalid by reason only of a vacancy in its membership or in the membership of the panel and, notwithstanding the subsequent discovery of a defect in the nomination or appointment of a member of the panel or the Review Board, any such act or proceeding is as valid and effectual as if the member had been duly nominated or appointed.

## PART 15 – APPLICATION FOR REVIEW

*Interpretation*

73. In this Part, "**reviewable decision**" means any finding of fact, determination or recommendation by the Board under sections 61 or 62 of this Ordinance.

*Application to Review Board*

74. Where the Board has made any reviewable decision, the respondent or the PSC may within 14 days from the date of the decision or such further period as the Review Board may allow, apply to the Review Board for review of the decision.

*Documents and material to be delivered following application*

75. Within 14 days of the date of the application to the Review Board or within 14 days of the date of the document or material coming to existence, whichever is the later, the PSC shall cause to be delivered to the secretary of the Review Board any documents and material relevant to the application for review including the reasons of the Board for its determination and any recommendations.

*President to determine membership of Review Board*

76. Upon delivery to the secretary of the Review Board the documents and material relevant to the application for review, the President or Deputy President of the Review Board as the case may be shall as soon as possible determine the membership of the Review Board for the purpose of the application for review.



*Review Board may exercise the powers of the Board*

77. The Review Board may exercise all the powers of the Board under this Ordinance and may—
- (a) affirm the decision under review;
  - (b) vary the decision under review;
  - (c) set aside the decision under review and make another decision in substitution for it; or
  - (d) set aside the decision under review and remit the matter for reconsideration by the Board in accordance with any directions or recommendations of the Review Board.

*Review Board to deal with application expeditiously*

78. The Review Board must deal with the application as expeditiously as possible and must consider any further submissions from the respondent or the PSC.

## PART 16 – PROCEEDINGS OF THE BOARD AND THE REVIEW BOARD

*Conduct of proceedings*

79. Subject to the provisions of this Ordinance each of the Board and the Review Board—
- (a) must act with fairness and according to equity, good conscience, natural justice and the substantial merits of the case without regard to technicalities or legal forms; and
  - (b) is not bound by the rules of evidence but may inform itself on any matter in such manner as it thinks fit.

*Failure to appear*

80. (1) The Board may make a determination in any proceedings in the absence of a person affected by the determination if satisfied that reasonable efforts were made to give that person an opportunity to appear.
- (2) The Review Board may make a determination in the proceedings in the absence of any submissions from or on behalf of a person affected by the determination if satisfied that reasonable opportunity was given to that person to make submissions.

*Powers and duties*

81. (1) Subject to this Ordinance, each of the Board and the Review Board –
- (a) may regulate the proceedings of its meetings as it sees fit;
  - (b) may inform itself from the record of or transcript of proceedings in any court or tribunal and may adopt any findings in, and accept as its own, the

record of or transcript of proceedings in of any court or tribunal;

- (c) may conduct its business and any proceedings by video link, conference telephone or by any electronic means of communication; and
  - (d) must give written reasons for any determination and recommendation, other than by way of directions in the course of an application, unless the determination is made by consent of the respondent and the PSC.
- (2) The Board must give the PSC and the respondent a reasonable opportunity to adduce evidence, to examine and cross-examine witnesses and to make submissions to the Board.
- (3) The Board may give any other person to whom notice of the proceedings was given or who satisfies the Board that he or she has a proper interest in the matter a reasonable opportunity to make submissions to the Board.

### *Review Board proceedings*

82. (1) Subject to this Ordinance a review by the Review Board will be conducted upon a review of the material referred to in subsection (2) of section 83.
- (2) *Subject to this Ordinance, the Review Board is not obliged –*
- (a) to hold a hearing at which -
    - (i) evidence is adduced, whether by oral examination or signed statement or statutory declaration; or
    - (ii) submissions are heard orally; or
  - (b) to admit evidence that was not adduced before the Board in relation to the facts relevant to the complaint unless –
    - (i) the evidence could not have been obtained with reasonable diligence for use at the hearing before the Board; and
    - (ii) that there is a high probability that the result would have been different had it been received at that hearing.

### *Matters to be considered*

83. (1) Where a matter is referred to the Board the Board must consider the complaint and may make any finding on any relevant question of fact, taking into account –
- (a) the final report (if any) of the investigator including any attachments;
  - (b) such report of the PSC as may be submitted;
  - (c) any further material received from the complainant and the Church worker relevant to its consideration;
  - (d) any other relevant evidentiary material;
  - (e) whenever the conduct may have occurred, any standards prescribed by the code of conduct approved under this Ordinance;
  - (f) the conduct of the Church worker as it finds it to have been; and

- (g) any failure of the Church worker to comply with a provision of this Ordinance.
- (2) Where an application for review is made to the Review Board, the Review Board may make any finding on any relevant question of fact, and in making its determination must take into account –
- (a) the determination and reasons of the Board;
  - (b) the evidentiary and any other material that was before the Board;
  - (c) any submissions made to the Review Board in relation to the review;
  - (d) any evidence admitted by the Review Board under section 82;
  - (e) whenever the conduct may have occurred, any standards prescribed by the code of conduct approved under this Ordinance;
  - (f) the conduct of the Church worker as it finds it to have been; and
  - (g) any failure of the Church worker to comply with a provision of this Ordinance.

#### *Legal representation*

84. The PSC may and the respondent at the respondent's own expense may appoint a legal representative to assist in the process.

#### *Directions*

85. Each of the Board and the Review Board may at any time and from time to time give directions:
- (a) as to the inspection by and supply of copies to the respondent or any other person of the documents or material relevant to the reference; and
  - (b) as to the conduct of its inquiry into the reference or review;
- and for that purpose the Board or the Review Board may be constituted by the presiding member or by a member appointed for the purpose by the presiding member.

#### *Appointment of a person to assist*

86. Each of the Board and the Review Board may, for the purpose of any particular reference, appoint such person or persons to assist it in inquiring into (but not determining) a reference as the Board or the Review Board thinks fit.

*Directions to PSC*

87. Each of the Board and the Review Board may at any time and from time to time give directions to the PSC as to any further inquiries or investigation it requires to be carried out for the purposes of the reference and the PSC must to the best of its ability cause such directions to be carried out.

*Written evidence*

88. Without limiting the meaning and effect of section 82, each of the Board and the Review Board may receive a statutory declaration or a signed statement without the need for the personal attendance of the maker of the statutory declaration or statement and may also in its discretion use electronic means such as video link or conference telephone to receive evidence and submissions.

*Decisions of other bodies*

89. (1) In any proceedings before it, where the Board or the Review Board is satisfied that the respondent—
- (a) has been convicted by a court within Australia of an offence involving misconduct;
  - (b) has been found guilty (without conviction) by a court within Australia of an offence involving misconduct;
  - (c) has admitted in proceedings before a court or tribunal within Australia having engaged in conduct involving misconduct;
  - (d) has been found by a court or tribunal within Australia to have engaged in conduct involving misconduct; or
  - (e) has been disqualified by a court or tribunal within Australia from professional practice on account of conduct involving misconduct;
- then—
- (f) a certificate, reasons for judgment or other record from the court or tribunal (as the case may be) shall be conclusive evidence that the respondent engaged in the conduct concerned; and
  - (g) neither the respondent nor any other party shall be at liberty to call or give evidence or make submissions for the purpose of calling into question the conviction or finding of guilt of the respondent or denying that the respondent engaged in the conduct concerned.
- (2) Nothing in this section affects the operation of Part 9 of this Ordinance.

*Standard of proof*

90. (1) The standard of proof to establish an allegation is that of a reasonable satisfaction on the balance of probabilities.
- (2) Each of the Board and the Review Board must scrutinize evidence with greater care if there is a serious allegation to be established, or an inherent unlikelihood of an occurrence of a given description or if there are grave consequences that would flow from a particular finding.

*Members of Board and Review Board not to meet with parties*

91. No member of the Board or the Review Board shall individually meet with either the complainant or the respondent or anyone acting on their behalf while the matter is in progress.

*Disqualification where personal interest*

92. (1) Where a member of the Board or the Review Board has a personal interest in a matter before it the member shall be disqualified from participating in the matter.
- (2) The opinion of the presiding member of the Board or the Review Board, as the case may be, as to whether any other member of the Board or the Review Board has a personal interest in a matter shall be conclusive.

*Medical examination*

93. (1) The PSC or the Board or the Review Board may require the respondent to submit within a specified time to a medical, psychiatric or psychological examination by a person approved by the PSC or the Board or the Review Board (as the case may be) the cost of which shall be met from church funds under the control of the Synod.
- (2) A copy of the report of an examination under subsection (1) shall be provided to the respondent, the Director, the PSC, the Board and, if applicable, the Review Board.

*Duties of the respondent*

94. (1) The respondent must, subject to subsection (2), truthfully answer any question put by on behalf of the Board or the Review Board in the exercise of powers conferred by this Ordinance.
- (2) If the respondent declines to answer a question on the ground that the answer might tend to incriminate the respondent, a written record shall be made of the question and of the ground of refusal.
- (3) The respondent must –
- (a) not mislead the Board or the Review board or a member of either of them;
  - (b) not unreasonably delay or obstruct the Board or the Review Board or a member of either of them in the exercise of powers conferred by this Ordinance.

*Limitation on promotion of a charge in the Diocesan Tribunal*

95. If the Board or the Review Board is satisfied that there is no reasonable likelihood that the Diocesan Tribunal would find the respondent guilty of any offence, the Board or the Review Board shall not recommend that a charge be promoted against the respondent in the Diocesan Tribunal.

*Certain matters not to be inquired into*

96. (1) Neither the Board nor the Review Board shall, in the course of considering a complaint or reconsidering a decision respectively:
- (a) inquire into any matter which is the subject of a completed inquiry by a Board under the Professional Standards Ordinance 2006 or this Ordinance; or
  - (b) inquire into any matter which is or has been the subject of any completed formal investigation or inquiry and determination conducted pursuant to any provision of the Constitution, the Clergy Discipline Ordinance 1983 or an ordinance of a diocesan synod in any case relating to the discipline or professional standards of Church workers by a board of inquiry, tribunal or other body;
- save to the extent of any fresh evidence that was not reasonably available during the previous formal investigation or enquiry, but may take into account the finding of any such formal investigation or enquiry.
- (2) Neither the Board nor the Review Board shall inquire into, make any findings in relation to or take into account any alleged breach of faith, ritual or ceremonial.

*Costs*

97. (1) Neither the Board nor the Review Board has the power to award costs of any complaint or matter before it.
- (2) A Church worker who is a respondent to a complaint to the Board or a party to proceedings before the Review Board may apply to the Diocesan Council for the provision of legal assistance.
- (3) The Diocesan Council may grant legal assistance to a Church worker on such terms and subject to such conditions as it shall determine.

*Making of rules*

98. (1) The President of the Board may make rules of the Board reasonably required in relation to the practice and procedure of the Board.
- (2) The President of the Review Board may make rules of the Review Board reasonably required in relation to the practice and procedure of the Review Board.
- (3) The rules of the Board or the Review Board made under this section may provide that, in relation to the exercise of specified functions, or in relation to matters of a specified class, other than the determination of an application including the making of a recommendation, the Board or the Review Board, as the case may be, may, at the direction of the presiding member, be constituted by a single member sitting alone.

- (4) The PSC, the respondent and any other party joined to a complaint or matter by leave of the Board or the Review Board must comply with the rules of the Board or the Review Board, as the case may be, and with any directions given by either the Board or the Review Board.

*Practice and procedure*

99. Subject to this Ordinance and the relevant rules-
- (a) the practice and procedure of the Board will be as directed by the presiding member of the Board; and
  - (b) the practice and procedure of the Review Board will be as directed by the presiding member of the Review Board.

*Determination of questions*

100. (1) In any proceedings of the Board or the Review Board:
- (a) any question of law or procedure shall be determined by the presiding member; and
  - (b) any other question will be determined by majority decision of the members, and in the case of an equality of votes the opinion of the presiding member shall prevail.
- (2) Where the Board or the Review Board is constituted by a member sitting alone who is not the President or the Deputy President, any question of law that arises must be referred to the President or Deputy President for decision and any decision made on such a reference is a decision of the Board or the Review Board, as the case may be.

*Open sittings*

101. (1) Subject to subsections (2) and (3), any hearing of the Board or the Review Board must be held in public.
- (2) Each of the Board and the Review Board may direct –
- (a) that the whole or part of a proceeding be held in private; or
  - (b) that only persons or classes of persons specified by it may be present during the whole or any part of a proceeding.
- (3) Each of the Board and the Review Board may only make a direction under the preceding subsection if satisfied that the direction is necessary on or more of the following grounds -
- (a) to comply with applicable legislation of the State or a Territory or the Commonwealth;
  - (b) prevent a real and substantial risk to the proper administration of justice that cannot be prevented by other reasonably available means;
  - (c) to protect the safety of any person;
  - (d) to avoid causing undue distress or embarrassment to a complainant (other than the Director) or witness (other than the respondent) in a

proceeding that relates in whole or part to a complaint of a sexual offence as defined in section 4 of the *Evidence Act 1929* (SA);

- (e) to avoid the disclosure of confidential information; and
- (f) for any other reason in the interests of justice.

*Provision of copies of determination and recommendation*

- 102 (1) The Board and the Review board must cause a copy of the determination and recommendations, together with reasons, to be provided to –
- (a) the relevant Church authority;
  - (b) the complainant;
  - (c) the respondent; and
  - (d) the Director and the PSC.
- (2) The Director must cause to be entered in the national register all details of information required by the provisions of the National Register Canon 2007.

## PART 17 – CHURCH AUTHORITY AND COMPLIANCE

*Church authority to give effect*

103. The Church authority to whom a recommendation under this Ordinance is made must and is empowered to do any acts to give effect to –
- (a) a recommendation of the PSC, the Board, an equivalent body or, if applicable, the Review Board; or
  - (b) any variation or modification of the recommendation consistent with any facts found by the body making the recommendation provided that the body making the recommendation agrees that the substance of the recommendation is preserved.

*Compliance by Church worker*

104. (1) A Church worker must –
- (a) comply with any undertaking given to the Board, the Review Board or the Church authority;
  - (b) comply with a direction made by the Church authority to give effect to a recommendation of the PSC, the Board or the Review Board, as the case may be, or any permitted variation or modification that recommendation; and
  - (c) comply with an agreement made under section 44 which is not rendered ineffective.
- (2) Failure of a Church worker who is a member of the clergy to comply with an undertaking, direction or agreement referred to in sub-section (1) is an offence.



- (3) Subject to section 95, the PSC may institute proceedings forthwith in the Diocesan Tribunal in respect of an offence against this section or, if the Church worker is no longer a Church worker, shall refer the matter, together with such relevant information concerning the alleged offence as may be in its possession, to the bishop of the diocese in which the former Church worker is then resident.

## PART 18 – DEPOSITION FROM HOLY ORDERS

### *Effect of deposition*

105. A person who has been deposed from Holy Orders in accordance with this Ordinance or in accordance with the provisions of any ordinance, act, canon, constitution, statute, legislative measure or provision of the General Synod or the diocesan synod of another diocese of this Church –
- (a) is incapable of:
    - (i) officiating or acting in any manner as a bishop, priest or deacon of this Church;
    - (ii) accepting or holding an office in this Church capable of being held only by a person in Holy Orders;
  - (b) ceases to have any right privilege or advantage attached to the office of bishop priest or deacon;
  - (c) shall not hold himself or herself out to be a member of the clergy; and
  - (d) is not capable of holding an office in the Church which may be held by a lay person without the prior consent of the Bishop.

### *Instrument of deposition*

106. (1) The deposition of a person from Holy Orders by the Bishop pursuant to the recommendation of the Board or an equivalent body shall be effected by the execution by the Bishop of an Instrument of Deposition in or to the effect of the form in the Schedule.
- (2) The Bishop must forthwith:
- (a) register the Instrument in the Registry of the Diocese;
  - (b) deliver a copy of the Instrument to the Bishop of the Diocese in which the person who is the subject of the Instrument was ordained;
  - (c) deliver a copy of the Instrument to the Registrar of the Primate;
  - (d) cause relevant details to be forwarded to the Director for entry into the national register.

## PART 19 – CONFIDENTIALITY AND PUBLICATION

*Duty of confidentiality*

107. (1) Subject to the provisions of this Ordinance, the Director, a member of the PSC, a member of the Board or the Review Board and a person employed or engaged on work related to the affairs of the PSC, the Board or the Review Board must not divulge information that comes to his or her knowledge by virtue of that office or position except:
- (a) in the course of carrying out the duties of that office or position;
  - (b) as may be authorised by or under this Ordinance or any protocol;
  - (c) as may be authorised or required by or under the National Register Canon 2007 or any canon prescribed by General Synod in substitution for that canon;
  - (d) in any proceedings before a diocesan tribunal, a provincial tribunal, the Special Tribunal or the Appellate Tribunal;
  - (e) as may be required by law; or
  - (f) to any insurer or insurance broker of a Church body where the information may give rise to or be relevant to a claim for indemnity by the Church body is against the insurer or is relevant to obtaining or continuing insurance cover.
- (2) The PSC may release to any person, including a Church authority, such material as it may determine with respect to any information or complaint.

*Release of information by PSC*

108. (1) The PSC must disclose to an equivalent body information in its possession concerning the alleged misconduct of a Church worker:
- (a) which is information relevant to, or arising during the course of, an investigation being undertaken by the PSC where the PSC knows that the Church worker is residing in the diocese of the equivalent body; or
  - (b) which is information concerning misconduct alleged to have occurred in the diocese of the equivalent body;
- and must co-operate with any equivalent body.
- (2) The PSC may disclose to a person or body of another church or Christian denomination exercising powers, duties or functions similar to those of the PSC, details of information in its possession concerning the alleged misconduct of a Church worker and the PSC must co-operate with such person or body to whom the information is disclosed.

*Church authority may release information*

109. The relevant Church authority may release to any person such material as the Church authority may determine with respect to any information, complaint or finding.

*PSC reports*

110. (1) Without disclosing the identity of any complainant or the details of any complaint, the PSC must report annually to the Diocesan Council on its activities for that calendar year.
- (2) Notwithstanding subsection (1), the report of the PSC pursuant to that subsection may identify a Church worker who has been exonerated from an allegation the subject of the complaint or who has been the subject of a determination or recommendation by the Board or the Review Board favourable to the Church worker.
- (3) The PSC must, in respect of every complaint with which it is dealing under this Ordinance, report either orally or in writing to the Bishop with such frequency and as fully as the Bishop may reasonably require.

## PART 20 – INDEMNITY

*Obligation to indemnify*

111. The Diocesan Council must and is hereby authorised out of church funds under the control of the Synod to indemnify –

- (a) the Director and any delegate of the Director;
- (b) any carer appointed under this Ordinance or any protocol;
- (c) the members of the PSC and each of them;
- (d) any delegate of the PSC;
- (e) the members of the Board and each of them;
- (f) the secretary of the Board;
- (g) any person appointed by the Board pursuant to this Ordinance;
- (h) the members of the Review Board and each of them;
- (i) the secretary of the Review Board;
- (j) any person appointed by the Review Board pursuant to this Ordinance; and
- (k) the Bishop;

in respect of any act or omission respectively by them in good faith and in the exercise or purported exercise of powers or functions, or in the discharge or purported discharge of duties, under this Ordinance in relation to a Church worker.

## PART 21 – REGULATIONS

### *Regulation making power*

112. The Diocesan Council may from time to time make, amend or repeal regulations not inconsistent with the provisions of this Ordinance providing for records arising out of or incidental to the operation of this Ordinance and for all or any of the purposes, whether general or to meet particular cases, which may be convenient for the administration of this Ordinance or which may be necessary or expedient to carry out the objects and purposes of this Ordinance.

## PART 22 – REPEAL, COMMENCEMENT AND TRANSITIONAL

### *Repeal*

113. The Professional Standards Ordinance 2006 (hereinafter referred to as "the repealed Ordinance") is repealed.

### *Commencement*

114. This Ordinance shall take effect on a date ("the commencement date") to be determined by the Bishop after consultation with the Diocesan Council.

### *Transitional*

115. (1) The Code of Conduct approved under the repealed Ordinance as at the commencement date shall continue as a Code of Conduct approved under this Ordinance.
- (2) The members of the Professional Standards Committee and the Director of Professional Standards holding office under the repealed Ordinance at the commencement date shall continue in their respective offices under this Ordinance.
- (3) Any delegation of a function made by the Professional Standards Committee under the repealed Ordinance, other than a delegation not permitted under section 14 of this Ordinance, shall remain in force under this Ordinance.
- (4) Any step taken to refer any information, as defined in the repealed Ordinance, to a member of the Professional Standards Committee or the Director of Professional Standards under the repealed Ordinance shall continue to have effect under this Ordinance, unless the matter has been resolved or determined before the commencement date, and any action taken under Parts 4, 5 or 6 of the repealed Ordinance by the Professional Standards Committee, the Director of Professional Standards or any delegate in relation to such information shall continue to have effect as if it were action taken under this Ordinance and, in the case of a matter before the Professional Standards Committee, as if it were the subject of a complaint under this Ordinance, subject nevertheless to any decision of the Professional Standards Committee, director or delegate made after the commencement date.

- (5) Any suspension or prohibition order made under Part 6 of the repealed Ordinance having effect on the commencement date shall continue to have effect as if it were a suspension order or a prohibition order as the case may be under this Ordinance.
- (6) A Professional Standards Board constituted under the repealed Ordinance and holding office at the commencement date shall continue in office for the duration of the matter before it and shall have and may exercise any of the powers of a Board under this Ordinance in relation to that matter as if the matter were a complaint referred to the Board under this Ordinance.
- (7) If any question arises as to the powers of a Professional Standards Board acting under subsection (6) the matter shall be resolved by the President of that Board having regard to the matters referred to in section 79 of this Ordinance.
- (8) Any determination, recommendation or finding of fact of a Professional Standards Board acting under subsection (6) shall take effect as if it were a determination, recommendation or finding of fact made under this Ordinance.
- (9) Nothing in this Ordinance shall affect the validity or operation of any determination or recommendation made or given effect under the repealed Ordinance.

## THE SCHEDULE

TO

I,  
ARCHBISHOP OF ADELAIDE do by these presents hereby depose you from  
Holy Orders (particulars of which are set out below) in accordance with the  
recommendation of the Professional Standards Board of the Diocese of Adelaide.

PARTICULARS OF HOLY ORDERS:

FULL NAME AND ADDRESS:

		ORDAINING BISHOP	PLACE	DATE
ORDINATION DEACON:	AS	_____	_____	_____
ORDINATION PRIEST:	AS	_____	_____	_____
CONSECRATION BISHOP:	AS	_____	_____	_____

DATED:

SEALED:

**MOTION:** That this Synod agrees in principle to a Measure for an Ordinance relating to professional standards within the Church, and for other purposes.

**A MEASURE FOR**

**AN ORDINANCE** relating to professional standards within the Church, and for other purposes.

**THE SYNOD HEREBY DETERMINES:**

**Title**

1. This Ordinance may be cited as the *“Professional Standards Ordinance 2015”*.

CERTIFIED as a copy of the Measure as passed on the .....day of  
.....2015

.....  
Chair of Committee

.....  
Date

CERTIFIED as a copy of the Measure as passed on the .....day of  
.....2015

.....  
Secretary of Synod

.....  
Date

**A MEASURE FOR THE EPISCOPAL STANDARDS ORDINANCE 2015**

**EXPLANATORY MEMORANDUM**

In November 2010, the General Synod Standing Committee established an Episcopal Ministry Task Force with terms of reference to review the principles behind the operation of:

- (a) the system of ecclesiastical charges provided for in the Constitution;
- (b) mental and physical incapacity of a Bishop;
- (c) determining a Bishop's fitness to hold office with a view to promoting national uniformity; and
- (d) the means of determining the existence of and process for resolving relational conflict and breakdown involving the Bishop of a Diocese.

The Task Force consulted the Bishops' Meeting and the Standing Committee extensively along the path to preparing a Model Episcopal Standards Ordinance for adoption by dioceses to be considered at the 2014 session of the General Synod. A draft model ordinance was considered at the Annual Bishops' Conference in April 2014 in Ballarat. The Standing Committee considered the draft model ordinance for the first time when it met on 16 and 17 May 2014.

At the General Synod held in July 2014, General Synod passed the following resolution:

**Model Episcopal Standards Ordinance**

Archbishop Philip Freier moved, Archbishop Glenn Davies seconded,

That this Synod

- a) commends for enactment by every diocese the proposed Model Episcopal standards Ordinance attached to the Supplementary Report of the Standing Committee concerning a Model Episcopal Standards Ordinance;
- b) requests that where a diocesan synod enacts or proposes to enact an Ordinance which departs in any matter of substance from the Model Ordinance, the Standing Committee be notified of the proposal or enactment; and
- c) requests the Standing Committee to appoint a group to review such notifications, to discuss, where appropriate, the proposal or enactment and, where appropriate, to make recommendations for amendment of the Model Ordinance.

2 July 2014

Following the General Synod resolution, the General Secretary circulated a Model Episcopal Standards Ordinance, a Protocol "Power and Trust in the Church" and Model Episcopal Standards Regulations. These documents were considered by the General Synod Standing Committee when it met in November 2014 who commended the documents for adoption by the dioceses.



At its meeting on 10 June 2015, Diocesan Council passed the following motion:

DC15/051

(b) Episcopal Standards Ordinance

**That Diocesan Council requests that the Legal Committee prepare an Ordinance based on the model Episcopal Standards Ordinance prepared by General Synod and for the legislation to be brought to Synod.**

At the present time, existing Professional Standards provisions do not include Diocesan Bishops.

This Ordinance proposes to bring Diocesan Bishops within a similar Professional Standards provision to that which currently applies to Church Workers (including Priests, Deacons and Assistant Bishops and licenses lay church workers). Minor modifications have been made to the Model Ordinance to suit the needs of the Diocese of Adelaide.

As envisaged by the motion passed at General Synod in July 2015, it is the expectation of General Synod that all dioceses around the country will enact this legislation.

The adoption of this Ordinance does not override the Episcopal Standards Canon 2007 which was adopted in the Diocese of Adelaide in 2008 but provides an alternative method of addressing episcopal standards which is more consistent with the Professional Standards Ordinance.

A MEASURE FOR

**An Ordinance relating to professional standards of the Bishop and for other purposes.**

**Now the Synod hereby determines**

PART 1 – PRELIMINARY

*Short title*

1. This Ordinance may be cited as the *Episcopal Standards Ordinance 2015*.

*Commencement*

2. This Ordinance or provisions of this Ordinance come into operation on a day or days to be appointed by the Bishop so that the Bishop may appoint -
  - (a) a day for the Ordinance or provisions of the Ordinance to come into operation; or
  - (b) different days for different provisions of the Ordinance to come into operation.

*Interpretation*

3. (1) In this Ordinance, unless the context otherwise requires:

**“abuse”** means bullying, emotional abuse, harassment, physical abuse, neglect of a child, sexual abuse or spiritual abuse;

**“Administrator”** means the person who would, in the absence or incapacity of a bishop, be the administrator of a Diocese;

**“Board”** means the Episcopal Standards Board established under Part 11;

**“bullying”** means repeated behaviour directed to a person or persons -

  - (a) which a reasonable person, having regard to all the circumstances, would expect to victimise, humiliate, undermine or threaten the person or persons; and
  - (b) which creates a real risk to the health and safety of the person or persons,

but does not include excluded conduct as defined in this Ordinance;

**"ceremonial"** has the same meaning as that expression has in the Constitution;

**“child”** means a person under 18 years of age;

**“Church”** means the Anglican Church of Australia within the Diocese;

**“Church body”** includes a parish, an incumbent, a parish council, a vestry, a school, and any body corporate, organization or association that exercises ministry within, or on behalf of, the Church;

**“code of conduct”** means a code of conduct approved from time to time under Part 2;

**“complainant”** means a person who makes a complaint;

**“complaint”** means a complaint under section 16 of this Ordinance;

**“Constitution”** means the Constitution of the Anglican Church of Australia;

**“Council of Bishops”** in relation to a complaint has the meaning in subsections (3), (4) and (5) of this section;

**“Diocese”** means a diocese of the Anglican Church of Australia and in relation to the Bishop means the Diocese of Adelaide of the Anglican Church of Australia;

**“Diocesan bishop”** means the Archbishop of Adelaide and former Diocesan bishop has a corresponding meaning and **“diocesan bishop”** in relation to another diocese or a body constituted under this Ordinance, means the Bishop of another Diocese holding office as a diocesan bishop under the Constitution;

**“Director”** means the Director of Episcopal Standards appointed under Part 7;

**“emotional abuse”** means:

- (a) subjecting a person to excessive and repeated personal criticism;
- (b) ridiculing a person, including the use of insulting or derogatory terms to refer to that person;
- (c) threatening or intimidating a person;
- (d) ignoring a person openly and pointedly;
- (e) behaving in a hostile manner or in any way that could reasonably result in another person feeling isolated or rejected; or
- (f) any other act or omission in relation to a person,

which has caused, or is likely to cause physical or mental harm including self-harm but does not include excluded conduct;

**“Episcopal Standards Committee”** or **“ESC”** means the Episcopal Standards Committee established under Part 6;

**“equivalent body”** means a body of another Diocese exercising powers, duties or functions under legislation with respect to professional standards or discipline of a church worker, similar to those of the ESC or the Board as the case may be, or where there is no such body, the bishop of the Diocese;

**“excluded conduct”** has the meaning in subsection (6) of this section;

**"faith"** has the same meaning as that expression has in the Constitution;

**“harassment”** means unwelcome conduct, whether intended or not, in relation to a person where the person reasonably feels in all circumstances offended, belittled or threatened which has caused, or is likely to cause physical or mental harm including self-harm but does not include excluded conduct;

**“incapable”** in relation to the Diocesan bishop has the meaning in section 2 of the *Bishop (Incapacity) Canon 1995*<sup>1</sup>;

**“medical”** includes psychiatric, psychological and other areas of health practice;

**“misconduct”** has the meaning in subsection (7) of this section;

**“ministry”** means ordained ministry in Bishop’s orders;

**“national register”** means the national register established pursuant to the *National Register Canon 2007* or any canon prescribed by General Synod in substitution for that canon;

**“neglect of a child”** means the neglect of a child where the child has suffered, or is likely to suffer, significant harm to his or her wellbeing or development;

**“physical abuse”** means any intentional or reckless act, use of force or threat to use force causing injury to, or involving unwelcome physical contact with, another person but does not include lawful discipline by a parent or guardian;

**“prescribed person”** means –

- (a) the complainant other than the Director; or
- (b) any witness other than either the respondent or a witness as to character; or
- (c) any person against whom a prescribed sexual offence is alleged to have been committed;

**“prescribed sexual offence”** means-

- (a) a sexual offence; or

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<sup>1</sup> Section 2 provides-

*“Incapable”, in relation to a person who is the bishop of a diocese, means-*

- (a) *incapable, continuously or intermittently, of managing the person’s affairs; or*
- (b) *by reason of a physical or mental disability of any kind, unable, continuously or intermittently, to make reasonable judgments in respect of matters relating to all or any part of the carrying out of the person’s affairs or the affairs of the person’s office as the bishop of the diocese;*

- (b) such other offence as may be prescribed under legislation of the State for the purposes of prohibiting the publication of details of the identity of a victim of crime;

**“protocol”** means the protocol approved from time to time by the Diocesan Council under Part 5;

**“Provincial Tribunal”** means the Provincial Tribunal of a province established under Chapter IX of the Constitution;

**“Registrar”** in relation to the Diocesan bishop, means the Registrar of the Diocesan bishop;

**“respondent”** means the Diocesan bishop in respect of whom a complaint is made;

**“relevant Metropolitan”** in relation to a Diocesan bishop means:

- (a) unless paragraph (c) or (d) applies, the Metropolitan of the Province in which the diocese of the Diocesan bishop is situated; or
- (b) if the Diocesan bishop is the Metropolitan but not the Primate, the Primate;
- (c) if the Diocese is an extra-provincial Diocese, the Primate;
- (d) if the Diocesan bishop is the Primate, the person who, at the relevant time, is the next most senior Metropolitan who is available, seniority being determined by the date of consecration<sup>2</sup>;

**“Review Board”** means the Episcopal Standards Review Board established under Part 14;

**“ritual”** has the same meaning as that expression has in the Constitution;

**“sexual abuse”** means sexual assault, sexual exploitation or sexual harassment and in relation to a child includes the use of a child for a person’s own sexual stimulation or gratification or for that of others;

**“sexual assault”** means any intentional or reckless act, use of force or threat to use force involving some form of sexual activity against an adult without consent or against a child;

**“sexual exploitation”** means any form of sexual contact or invitation to sexual contact with another person, with whom there is a pastoral or supervisory relationship, whether or not there is consent and regardless of who initiated the contact, but does not include such contact or invitation within a marriage;

**“sexual harassment”** means unwelcome conduct of a sexual nature, whether intended or not, in relation to a person where the person reasonably feels in all circumstances offended, belittled or threatened;

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<sup>2</sup> See s2 of the *Bishop (Incapacity) Canon 1985*.

**“sexual offence”** means-

- (a) a sexual offence as defined by section 4 of the *Evidence Act 1929* of South Australia; or
- (b) an attempt to commit an offence referred to in paragraph (a); or
- (c) an assault with intent to commit an offence referred to in paragraph (a);

**“spiritual abuse”** means the mistreatment of a person by actions or threats directed specifically to that person and justified by appeal to God, faith or religion, which mistreatment has caused, or is likely to cause physical or mental harm including self-harm but does not include excluded conduct;

**“Special Tribunal”** means the Special Tribunal established under the Constitution.

- (2) In this Ordinance, a reference to conduct shall be read as a reference to—
  - (a) doing or refusing to do any act; or
  - (b) refraining (otherwise than inadvertently) from doing an act; or
  - (c) making it known that an act will not be done.

*Council of Bishops*

- (3) **“Council of Bishops”** in relation to a complaint, means a council of Bishops comprising-
  - (a) the Primate; and
  - (b) the two most senior Diocesan bishops in office as at the date of the complaint (seniority being determined by date of consecration), one of whom shall be a Metropolitan, if willing and able -

each of whom shall have consented in writing to act as a member of the Council of Bishops in relation to the complaint and to abide by the provisions of Part 18 (Confidentiality and Publication).

- (4) If an office holder referred to in subsection (3) -
  - (a) is a respondent to the complaint; or
  - (b) is a respondent to any other complaint that, as at the date of the first mentioned complaint, has been—
    - (i) either referred to the Board under Part 12 or Part 13 of this Ordinance and has not yet been dealt with by the Board or Review Board; or
    - (ii) if it has been dealt with, has resulted in a recommendation to the Council of Bishops pursuant to section 40, 45 or 58 of this Ordinance; or
  - (c) is unable to act because of illness or absence from his or her Diocese; or

- (d) otherwise ceases to hold office; or
- (e) declines for whatever reason to consent in writing as set out in subsection (3)

—  
that office holder shall (as the case may be) be ineligible, or shall cease, to be a member of the Council of Bishops and the place of that office holder –

- (f) if the Primate, shall be taken by the Primate's successor in office or, if the office is vacant or the Primate is incapable, by the Metropolitan or bishop who would exercise the authorities powers rights and duties of the Primate during such vacancy or incapacity;
  - (g) if a Metropolitan (other than the Primate), shall be taken by the Metropolitan next senior to that bishop (if any); and
  - (h) in any other case, shall be taken by the next most senior diocesan bishop.
- (5) If the Metropolitan or bishop who would exercise the authorities powers rights and duties of the Primate, when the office was then vacant, takes the place of the Primate and is already or would otherwise be a member of the Council of Bishops as Senior Metropolitan, the place shall be taken by the Metropolitan next senior to that bishop not already or otherwise a member of the Council of Bishops.

#### *Excluded conduct*

- (6) The expression “excluded conduct” in relation to the Diocesan bishop means–
- (a) any act or omission or refusal of the Diocesan bishop to ordain, appoint, correct, discipline, counsel, admonish, transfer, demote, suspend, retrench or dismiss a person; or
  - (b) any other act or omission or refusal of the Diocesan bishop in the course of episcopal ministry; or
  - (c) any decision of the Diocesan bishop relating to the same,
- if the Diocesan bishop has acted or omitted or refused to act or decided –
- (d) in good faith;
  - (e) reasonably; and
  - (f) in the lawful discharge of the duties and functions of the Diocesan bishop.

Nothing in this definition shall be read as imposing any duty or function on the Diocesan bishop.

#### *Misconduct*

- (7) The expression “misconduct” in relation to the Diocesan bishop means –
- (a) bullying;
  - (b) emotional abuse;

- (c) harassment;
- (d) physical abuse;
- (e) neglect of a child;
- (f) sexual abuse;
- (g) spiritual abuse;
- (h) any offence under an ordinance of the Diocese;
- (i) any of the following offences under the *Offences Canon 1962*<sup>3</sup> or any canon in substitution or amendment of that canon-
  - (i) unchastity;
  - (ii) drunkenness;
  - (iii) wilful failure to pay just debts;
  - (iv) wilful violation of the Constitution or of the canons made thereunder or of the Ordinances of Synod; and
  - (v) any conduct involving wilful and habitual disregard of the consecration vows of the Diocesan bishop;
- (j) wilful or reckless failure to comply with a condition imposed by the Council of Bishops under section 100 of this Ordinance;

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<sup>3</sup> Section 2 of the *Offences Canon 1962 – 1998* provides-

- (1) *The Special Tribunal in addition to its powers under section 56(2) of the Constitution may hear and determine charges against any member of the House of Bishops made in respect of the following offences:*
1. *Unchastity.*
  2. *Drunkenness.*
  3. *Wilful failure to pay just debts.*
  4. *Conduct, whenever occurring,*
    - (a) *which would be disgraceful if committed by a member of the clergy, and*
    - (b) *which at the time the charge is preferred is productive, or if known publicly would be productive, of scandal or evil report.*
  5. *Wilful violation of the Constitution or of the canons made thereunder or of the ordinances of provincial synod or of his diocesan synod.*
  6. *Any conduct involving wilful and habitual disregard of his consecration vows.*



- (k) wilful or reckless failure to comply with an undertaking given to the Board, the Review Board or the Council of Bishops;
- (l) an act or omission, or series of acts or omissions, made inappropriately or unreasonably in response to a complaint about the conduct of a person who is subject to a canon of General Synod or an ordinance of a diocesan synod relating to discipline or professional or episcopal standards;
- (m) any breach of the duty to report a matter referred to below in section 8;
- (n) any other conduct (other than excluded conduct) that is unbecoming or inappropriate to the office and duties and functions of a diocesan bishop,

by the Diocesan bishop whenever occurring (whether before or after the commencement of this Ordinance) which, if established, would on its face call into question:

- (i) the fitness of the Diocesan bishop to hold office, or to be or remain in Holy Orders; or
- (ii) the fitness of the Diocesan bishop, whether temporarily or permanently, to exercise ministry and perform any duty or function of the office; or
- (iii) whether, in the exercise of ministry or in the performance of any duty or function, the Diocesan bishop should be subject to any condition,

but excludes for the purposes of this Ordinance any breach of faith ritual or ceremonial.

#### *Overriding purposes of Ordinance*

- 4. The overriding purposes of this Ordinance and of any protocol made under this Ordinance, in their application to any complaint under this Ordinance, are to facilitate the just, quick and inexpensive resolution of the real issues in the complaint and to regulate fitness for ministry for the protection of the community.
- 5. The Director, the ESC, the Board and the Review Board must each seek to give effect to the overriding purposes when exercising any power given by this Ordinance or by any protocol and when interpreting any provision of this Ordinance or of any such protocol.

## PART 2 – CODE OF CONDUCT

#### *Approval of code of conduct*

- 6. The Synod or the Diocesan Council may from time to time by resolution approve a code of conduct for observance by the Diocesan bishop, which does not make provision for any matter concerning faith, ritual or ceremonial.

*Promotion of code of conduct*

7. The Diocesan Council through the ESC and by such other means as may be considered appropriate must take such steps as may be necessary or desirable to promote the knowledge, understanding and observance in the Church of the code of conduct.

PART 3 – DUTY TO REPORT

8. (1) If the Diocesan bishop –
- (a) believes on reasonable grounds that a person has suffered harm or is at risk of harm as a result of abuse by a person who is subject to a canon of General Synod or an ordinance of a Diocese relating to discipline or professional or episcopal standards; and
  - (b) has no reason to believe that the Director of Professional Standards or the Director of Episcopal Standards (as the case may be) appointed under that canon or ordinance or any member of the Professional Standards Committee or Episcopal Standards Committee appointed under that canon or ordinance is aware of those facts,
- the Diocesan bishop must as soon as possible report the matter to that Director or to a member of that Professional Standards Committee or that Episcopal Standards Committee as the case may be.
- (2) This section does not affect the operation of the *Canon Concerning Confessions 1989* of General Synod or any other canon or legislative instrument relating to confessions in force in the Diocese.

PART 4 – OTHER DUTIES OF THE RESPONDENT

*Duties concerning the process*

9. (1) The Diocesan bishop must subject to subsection (2)–
- (a) comply with a requirement of the ESC pursuant to section 27(a) of this Ordinance to meet with an investigator to answer questions in relation to a complaint;
  - (b) comply with a requirement of the ESC pursuant to section 27(b) and (c) of this Ordinance to provide a verified detailed report to the ESC within a reasonable time; and
  - (c) truthfully answer any question put by or on behalf of the ESC or the Board or the Review Board in the exercise of powers conferred by this Ordinance.
- (2) If the respondent declines to answer a question on the ground that the answer might tend to incriminate the person, a written record shall be made of the question and of the ground of refusal.

- (3) The Diocesan bishop must–
  - (a) not mislead the ESC or the Board or the Review Board or a member of any of them or a delegate of the ESC;
  - (b) not unreasonably delay or obstruct the ESC, the Board or the Review Board or a member of any of them or a delegate of the ESC in the exercise of powers conferred by this Ordinance; and
  - (c) attend a mediation, conciliation, neutral evaluation or other dispute resolution meeting arranged by the ESC in relation to a complaint.

*Duty to comply with an undertaking or direction*

10. (1) The Diocesan bishop must -
  - (a) comply with any undertaking given to the Board, the Review Board or the Council of Bishops; and
  - (b) comply with a direction made by the Council of Bishops to give effect to a recommendation of the ESC, the Board or the Review Board (as the case may be) or any permitted variation or modification of that recommendation.
- (2) Failure of the Diocesan bishop to comply with an undertaking or direction is an offence.
- (3) The ESC may institute proceedings forthwith in the Special Tribunal in respect of an offence against this section or, if the bishop is no longer a Diocesan bishop, shall refer the matter, together with such relevant information concerning the alleged offence as may be in its possession, to the diocesan bishop of the Diocese in which the former Diocesan bishop is then resident.

## PART 5 – PROTOCOL

*Making and content of protocols*

11. (1) The Diocesan Council must from time to time consider and approve a protocol or protocols not inconsistent with this Ordinance for implementation in relation to complaints.
- (2) The protocol or protocols must include:
  - (a) procedures for receiving a complaint;
  - (b) the appointment, role and function of support persons and carers;
  - (c) provision for informing a complainant and victim of alleged misconduct, and the respondent, of rights, remedies and relevant procedures available to them;
  - (d) provision for assisting or supporting, as appropriate, any person affected by alleged conduct the subject of a complaint or the respondent;

- (e) an explanation of the processes for investigating and dealing with a complaint;
- (f) provisions for dealing fairly with each party to a complaint;
- (g) processes for mediation, conciliation and reconciliation, as appropriate, of a complaint or grievance;
- (h) provisions for information, reports, advice and recommendations to the Primate and the relevant Metropolitan or the relevant Administrator at each stage of the process of dealing with a complaint;
- (i) procedures for working, where necessary, with law enforcement, prosecution or child protection authorities of the States and Territories and of the Commonwealth of Australia.

*Promoting knowledge and understanding of any protocol*

12. The Diocesan Council through the Director and the ESC and by such other means as they may consider appropriate must take such steps as may be necessary or desirable to promote throughout the community knowledge and understanding of any protocol.

## PART 6 – EPISCOPAL STANDARDS COMMITTEE

*Establishment of ESC*

13. (1) There shall be an Episcopal Standards Committee constituted in accordance with the provisions of this Part.
- (2) The members of the ESC including its chair shall be appointed by the Diocesan Council, meeting when the Diocesan bishop is not present.
- (3) The members of the ESC shall hold office on such terms and conditions as may be determined from time to time by the Diocesan Council, meeting when the Diocesan bishop is not present.
- (4) The ESC shall have at least 3 members including the chair, any of whom may reside outside the Diocese.
- (5) The membership of the ESC shall be constituted, so far as reasonably possible, so as collectively to provide experience and appropriate professional qualifications in:
  - (a) law;
  - (b) episcopal ministry; and
  - (c) human resources, pastoral ministry, investigations, social work, ethics or counselling.
- (6) The ESC shall –

- (a) include at least one person who is not a member of the Anglican Church of Australia;
  - (b) so far as it is reasonably practicable have at least one man and at least one woman; and
  - (c) not include a person who is a Diocesan bishop or a clergy person holding a licence or other authority from the Diocesan bishop.
- (7) The members of the ESC may constitute or include the members of an equivalent body either generally or for a particular complaint or matter.
- (8) A member of the ESC must not act in a matter unless the member has agreed in writing to abide by this Ordinance.

#### *Conduct of business*

14. (1) The ESC may meet from time to time as determined by the chair or a majority of its members and may conduct its business by telephone or electronic communication.
- (2) The chair must convene a meeting of the ESC at the request of the Director.
- (3) The procedures of the ESC shall be as determined by the ESC.
- (4) A majority of the members shall constitute a quorum.
- (5) A decision taken other than at a meeting of the ESC, if supported by a majority of members of the ESC, constitutes a decision of the ESC.
- (6) The ESC must act in all things as expeditiously as possible.

#### *Validity of proceedings*

15. An act or proceeding of the ESC is not invalid by reason only of a vacancy in its membership and, notwithstanding the subsequent discovery of a defect in the nomination or appointment of a member, any such act or proceeding is as valid and effectual as if the member had been duly nominated or appointed.

#### *Functions of ESC*

16. The ESC has the following functions:
- (a) to implement a protocol;
  - (b) to receive a complaint against the Diocesan bishop;
  - (c) to act on a complaint in accordance with the provisions of this Ordinance and any protocol and to obtain independent legal advice for that purpose;
  - (d) to appoint suitable persons to fulfil the several roles required to implement a protocol in each particular case;
  - (e) where appropriate, to recommend the conciliation or mediation of any complaint;

- (f) to investigate or cause to be investigated a complaint in a timely and appropriate manner;
- (g) where appropriate, to recommend to the Diocesan Council any changes to a protocol and any other changes to Church processes, structures and education programmes that would reduce the risk of misconduct;
- (h) subject to any limit imposed by the Diocesan Council to authorise such expenditure as may be necessary or appropriate to implement, in a particular case, a protocol and the provisions of this Ordinance;
- (i) to advise any relevant Church body as to the financial, pastoral or other needs of a person affected by conduct the subject of a complaint and in connection with any legal proceedings, anticipated or existing, against such Church body arising out of that alleged conduct;
- (j) to refer any information in its possession to a law enforcement, prosecution or child protection authority of a State or Territory or of the Commonwealth of Australia for which the information is or may be relevant;
- (k) to maintain proper records of all complaints received and of action taken in relation to each of them; and
- (l) to exercise such other powers and functions as are conferred on it by this or any other Ordinance or by a protocol.

*Power of ESC to delegate*

17. (1) Subject to subsection (2), the ESC may delegate, upon such terms and conditions as the ESC may approve, any of its functions under this Ordinance to any person.
- (2) The ESC cannot delegate:
  - (a) its functions under subsection (1);
  - (b) its functions under paragraphs (e) and (g) of subsection 16;
  - (c) its functions under Part 12 (suspension); or
  - (d) its functions under sections 28 and 29.
- (3) A delegation under this section must be made by instrument in writing signed by a member of the ESC.

## PART 7 – DIRECTOR OF EPISCOPAL STANDARDS

### *Appointment of Director*

18. (1) There shall be a Director of Episcopal Standards.
- (2) The Director shall be appointed by the Diocesan Council meeting when the Diocesan bishop is not present.
- (3) The Director shall hold office on such terms and conditions as may be determined from time to time by the Diocesan Council meeting when the Diocesan bishop is not present.
- (4) The Director may act in a corresponding capacity as a Director of Episcopal Standards for another diocese either generally or for a particular case or matter.

### *Functions of Director*

19. (1) The Director shall have the following functions under this Ordinance:
- (a) to receive any complaint on behalf of the ESC;
  - (b) in his or her discretion to make a complaint against the Diocesan bishop;
  - (c) to manage the implementation of the protocol in respect of any complaint or grievance;
  - (d) to be the executive officer of the ESC;
  - (e) to attend meetings of the ESC except for any part of a meeting which deals with conditions of employment, remuneration or performance of the Director;
  - (f) to provide advice about the code of conduct, the protocol and procedures under this Ordinance;
  - (g) to provide or arrange care or treatment of the complainant and respondent;
  - (h) to provide input into education and vocational training programs for the Diocesan bishop;
  - (i) to provide information to complainants and the respondent about the operation of the protocol, with particular emphasis on helping the respondent to understand and discharge his or her responsibilities under the protocol;
  - (j) to keep proper records of complaints, decisions, meetings, employment screening details, police checks and people affected by any allegation of misconduct;
  - (k) to consult and co-operate with other persons and bodies in the Church with responsibility for professional standards;

- (l) in cases of alleged illegal behaviour, to support the complainant in making a report to police or child protection authorities;
  - (m) to report to the ESC on any recommended changes to the protocol and any other changes to Church processes, structures and education programmes that would reduce the risk of misconduct; and
  - (n) such specific functions and duties, consistent with this Ordinance, as may be determined from time to time by the ESC.
- (2) The Director must act in all things as expeditiously as possible.

## PART 8 – COMPLAINTS

### *Making a complaint of misconduct*

20. (1) Any person including the Director may make a complaint of misconduct to the ESC in relation to the Diocesan bishop.
- (2) If the Director receives or makes a complaint against the Diocesan bishop, the Director must request the Registrar to, and the Registrar must, constitute the Council of Bishops in accordance with subsections (3), (4) and (5) of section 3 of this Ordinance.

### *Form of a complaint*

21. (1) A complaint may be in any form, oral or in writing, whether by electronic means or otherwise.
- (2) Where a complaint is oral, the Director must make a written record of the complaint as soon as practicable after receiving it.
- (3) A complaint must include details of the misconduct complained about.
- (4) The Director must not make a complaint based only on information provided anonymously.
- (5) The ESC must not act on an anonymous complaint.
- (6) Non compliance with subsection (2) and (3) of this section does not invalidate a complaint.

### *ESC may require more information and verification*

22. (1) The ESC may require a complainant to—
- (a) give further details of the complaint; and
  - (b) verify any details of the complaint by statutory declaration.
- (2) A requirement under subsection (1) must be in writing and allow the complainant a reasonable time to comply.



*ESC may dismiss a complaint or take no further action*

23. The ESC may dismiss a complaint or take no further action in relation to a complaint if—
- (a) the ESC is of the opinion that the complaint does not fall within the provisions of this Ordinance; or
  - (b) the complainant has failed to provide further details to the ESC or to verify the allegations by statutory declaration when requested by the Director to do so; or
  - (c) the ESC is of the opinion that the complaint is false, vexatious, misconceived, frivolous or lacking in substance; or
  - (d) the ESC is of the opinion that there is insufficient reliable evidence to warrant an investigation or further investigation,
- and may take no further action or may delay further action in relation to a complaint if—
- (e) the behaviour, the subject matter of the complaint, can properly be dealt with by other means; or
  - (f) the subject matter of the complaint is under investigation by some other competent person or body or is the subject of legal proceedings.

*ESC must give complainant notice of outcome of complaint and reasons*

24. If a complaint is dealt with by the ESC under the preceding section, the ESC must give the complainant a written notice of the outcome including the reasons for the outcome.

## PART 9 – INVESTIGATIONS

*When ESC is to investigate*

25. (1) Subject to this Ordinance, the ESC must investigate each complaint as expeditiously as possible<sup>4</sup>.
- (2) The ESC may investigate the conduct of the Diocesan bishop if –
- (a) the ESC has reason to believe that the conduct may amount to misconduct under this Ordinance; and
  - (b) a complaint about the conduct has been withdrawn.
- (3) The Director must prior to any investigation seek from the complainant his or her written consent to –
- (a) the giving by the Director of notice of the complaint to the respondent;
  - (b) the investigation of the complaint by the ESC or its delegate;

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<sup>4</sup> The ESC may delegate its investigation of a complaint: see clause 14.

- (c) the ESC otherwise dealing with it under this Ordinance;
  - (d) the hearing and determination of the complaint by the Board and on any review, the Review Board, either by hearing or otherwise in accordance with this Ordinance; and
  - (e) the making of recommendations to the Council of Bishops in accordance with this Ordinance.
- (4) If the complainant (other than the Director) has not given the written consent referred to in the preceding subsection—
- (a) the ESC shall not be required to investigate the complaint and otherwise to refer it to the Board; and
  - (b) the ESC may dismiss the complaint or take no further action in relation to the complaint.

*ESC to obtain material*

26. For the purpose of an investigation the ESC or its delegate shall obtain such statutory declarations, written statements, recorded conversations, reports, documents and other material as the ESC or its delegate considers necessary or advisable for presentation to the ESC.

*Respondent to respond to ESC*

27. The ESC may by notice in writing to the respondent require the respondent—
- (a) to meet with an investigator to answer questions in relation to a complaint;
  - (b) to provide a detailed report to the ESC within a reasonable time specified in the notice in relation to any matter relevant to the investigation; and
  - (c) to verify the report by statutory declaration or another specified manner.

## PART 10 – OUTCOMES OF ESC

*How ESC may or must respond after receipt of complaint*

28. At any time after the ESC receives a complaint, the ESC may:
- (a) recommend mediation, conciliation, neutral evaluation or other alternative resolution of the complaint;
  - (b) if it considers on reasonable grounds that the Diocesan bishop may be incapable, report the matter in writing to the relevant Metropolitan;
  - (c) if the Diocesan bishop whose conduct is under investigation ceases to be the Diocesan bishop prior to any reference of the complaint to the Board, refer the complaint, together with such information as it shall have received, to the equivalent body having jurisdiction in the Diocese by whose Bishop the former Diocesan bishop

is licensed or, where the former Diocesan bishop is not licensed, in which the former Diocesan bishop resides; and

- (d) exercise its powers under section 23 of this Ordinance to dismiss a complaint or to take no further action in relation to a complaint.

29. At any time after investigation of a complaint in accordance with Part 9, the ESC:

- (a) must, if required under section 52 of this Ordinance to do so, refer the complaint to the Board; and
- (b) may institute, amend or withdraw proceedings by way of charge against the Diocesan bishop before the Special Tribunal.

*If a complaint is settled or resolved*

30. (1) The fact that the subject matter of a complaint may be settled or resolved in whole or in part between the parties affected thereby does not prevent the ESC from taking any of the steps referred to in sections 28(b), (c) and (d) and 29 in respect of the subject matter of the complaint.
- (2) Any term of settlement or resolution referred to in subsection (1) which purports to prevent or to limit the institution of action under either of sections 28(b), (c) and (d) and 29 shall be of no effect.
- (3) The ESC may agree with the Diocesan bishop for the submission to the Board or the Review Board of either or both a statement of the facts relevant to the complaint and any recommendation proposed to be made by the Board or the Review Board to the Council of Bishops.
- (4) The Board or the Review Board may in its discretion proceed on the basis of the statement of agreed facts and determine any recommendation to be made to the Council of Bishops, having regard to but not bound by any proposed recommendation agreed between the ESC and the Diocesan bishop.

## PART 11 – EPISCOPAL STANDARDS BOARD

*Establishment of Board*

31. There shall be an Episcopal Standards Board comprising 3 persons and constituted and appointed in accordance with the provisions of this Part.

*Functions of Board*

32. Subject to the provisions of this Ordinance, the functions of the Board are –
- (a) to make a determination and where appropriate make a recommendation under section 45 of this Ordinance;
  - (b) to enquire into and determine a complaint referred to it under section 55; and

- (c) to make a determination and where appropriate make a recommendation under section 58.

*Board appointed from a panel*

- 33. (1) The members of the Board in a particular case shall be appointed from a panel of at least 6 persons comprising:
  - (a) a President and a Deputy President, both of whom shall be or shall have been either a judicial officer or a practising barrister or solicitor of at least 10 years' standing of the Supreme Court of a State or Territory and who are members of the Anglican Church of Australia; and
  - (b) at least four other persons of whom at least—
    - (i) two shall be clergy who are or have been a diocesan bishop; and
    - (ii) two shall be lay persons who are members of the Anglican Church of Australia.
- (2) As far as reasonably practicable the lay members of the panel should comprise an equal number of men and women.

*Appointment of members of panel*

- 34. (1) The members of the panel shall be appointed by the Diocesan Council, meeting when the Diocesan bishop is not present.
- (2) The members of the panel shall hold office on such terms and conditions as may be determined from time to time by the Diocesan Council, meeting when the Diocesan bishop is not present.
- (3) Any vacancy in the membership of the panel shall be filled by the Diocesan Council, meeting when the Diocesan bishop is not present.

*Appointment of members of Board*

- 35. (1) The members of the Board to be convened for a complaint referred to the Board shall be determined by the President or, if there is a vacancy in the office of President, by the Deputy President.
- (2) For the purpose of any reference to the Board, the Board shall consist of—
  - (a) the President or Deputy President, who shall be the presiding member;
  - (b) one person who is or has been a diocesan bishop; and
  - (c) one lay person.
- (3) The Board must so far as reasonably practicable have at least one man and at least one woman.
- (4) A member of the Board may reside outside the Diocese.

- (5) A member of the Board must not act in a matter unless the member has agreed in writing to abide by this Ordinance.
- (6) The members of the Board may constitute or include the members of an equivalent body either generally or for a particular complaint or matter.

#### *Quorum of Board*

- 36. The quorum for a meeting of the Board shall be all the members of the Board except where the Board by its presiding member makes directions under section 81 of this Ordinance.

#### *Secretary to the Board*

- 37. There shall be a Secretary to the Board who shall be appointed by the President of the Board on such terms and conditions as may be determined from time to time by the President of the Board.

#### *Filling vacancies on the Board*

- 38. (1) Any vacancy in the membership of the Board shall be filled by the President of the Board, or if the President is not available, the Deputy President of the Board.
- (2) Where a member of the Board is unable to enquire into and determine a complaint, a substitute member may be appointed by the President of the Board, or if the President is not available, the Deputy President of the Board.

#### *Validity of proceedings*

- 39. An act or proceeding of the Board is not invalid by reason only of the subsequent discovery of a defect in the nomination or appointment of a member of the Board or the Panel, and any such act or proceeding is as valid and effectual as if the member had been duly nominated or appointed.

## PART 12 – SUSPENSION

#### *ESC may refer to Board or recommend suspension*

- 40. Where after receipt of a complaint and at any time during the progress of a complaint under this Ordinance, the ESC is satisfied that if the Diocesan bishop remains in office pending the outcome of the complaint–
  - (a) there is an unacceptable risk of harm to any person; or
  - (b) there will be serious damage to the reputation of the Church,
 the ESC must refer the matter to the Board or, as the urgency of the matter requires, make a recommendation to the Council of Bishops that pending that outcome–
  - (c) the Diocesan bishop be suspended from the duties of office or certain of those duties; and

- (d) such other action be taken as may be thought fit.

*Respondent to be given notice*

41. Before making a recommendation pursuant to section 40 or referring the matter to the Board, the ESC must give the Diocesan bishop notice that grounds exist for the ESC to be satisfied as stated in section 40 (specifying the same) and notice of any proposed recommendation and request the Diocesan bishop to show cause in writing within 7 days why the recommendation should not be made.

*No notice where immediate unacceptable risk*

42. The provisions of the preceding section shall not apply if the ESC is satisfied that there is an immediate unacceptable risk of harm to any person if the Diocesan bishop remains in office.

*Referral to the Board*

43. Where the ESC is satisfied that there is an immediate unacceptable risk of harm to any person if the Diocesan bishop remains in office and makes a recommendation to the Council of Bishops pursuant to section 40-

- (a) the ESC must forthwith refer the matter to the Board; and
- (b) the Director must as soon as practicable give the Diocesan bishop notice that—
  - (i) the recommendation has been made without notice and the grounds relied on;
  - (ii) the ESC will report the recommendation to the Board at its next meeting and that the Board will consider whether the recommendation should stand; and
  - (iii) the Diocesan bishop may advance submissions to the Board if he or she wishes to do so.

*ESC or Board to consider respondent's response*

44. (1) The ESC or the Board (as the case may be) must consider the response if any from the Diocesan bishop received within the time specified above or any further period allowed, before making a decision on the recommendation to be made.
- (2) The provisions of subsection (1) shall not apply in relation to any recommendation of the ESC to the Council of Bishops under section 40 where the ESC is satisfied that there is an immediate unacceptable risk of harm to any person if the Diocesan bishop remains in office and for that reason the provisions of section 41 do not apply.

*Powers of Board if satisfied as to unacceptable risk or serious damage to reputation*

45. If the Board is satisfied –
- (a) that if the Diocesan bishop remains in office pending the outcome of the complaint—
    - (i) there is an unacceptable risk of harm to any person; or
    - (ii) there will be serious damage to the reputation of the Church,

the Board may after considering the response if any from the Diocesan bishop—

- (b) determine accordingly and make a recommendation to the Council of Bishops that pending that outcome action be taken as referred to above in section 40;

or where the ESC has already made a recommendation under section 40—

- (c) affirm or vary that recommendation; or
- (d) set aside that recommendation and make another in substitution for it.

*Matters to be considered by ESC or Board before recommending*

46. Before making a recommendation under this Part, the ESC or the Board (as the case may be) must take into account:

- (a) the seriousness of any alleged misconduct;
- (b) the nature of the material to support or negate the allegations;
- (c) the extent to which any person is at risk of harm;
- (d) any breach of a duty imposed on the Diocesan bishop under this ordinance;
- (e) after consultation with the Diocesan Council, the effect on the Diocesan bishop, and on the Church and its reputation of acting and of not acting under this Part; and
- (f) any other allegation of similar conduct previously made to the ESC or to an equivalent body,

and may take into account any other relevant matter.

*Suspension by the Council of Bishops*

47. (1) The Council of Bishops to whom a recommendation is made under this Part must, and is hereby empowered to give effect to –
- (a) that recommendation of the ESC or the Board; or
  - (b) any variation or modification of that recommendation, consistent with any facts found by the body making the recommendation provided that the substance of that recommendation is preserved, as the Council of Bishops sees fit.
- (2) Subject to subsection (3), the Council of Bishops must release to the public as soon as practicable a written statement disclosing their decision on the recommendation received and the steps to be taken or that have been taken pursuant to this section to give effect to it.
- (3) The Council of Bishops must ensure that any statement so released is anonymised and redacted so as not to contain any particulars that identify or are likely to lead to the identification of a prescribed person.

*Decision of the Council of Bishops to be decided by a majority of the votes*

48. A question before the Council of Bishops under this Part may be decided by a majority of the votes of the members of the Council of Bishops.

*Criminal charges – Notice of suspension by the relevant Metropolitan*

49. (1) If the Diocesan bishop has been charged in any jurisdiction in Australia with a sexual offence or an offence relating to child pornography whether committed within or outside the Diocese, the Diocesan bishop must forthwith stand down from the duties of office pending the determination of the charge.
- (2) If the Diocesan bishop fails to do so, the relevant Metropolitan may serve on the Diocesan bishop a notice of suspension signed by the relevant Metropolitan.
- (3) Upon service of that notice, the Diocesan bishop shall be deemed to have been suspended pending the outcome of the hearing of the charge.

*Effect and consequences of suspension*

50. A suspension of the Diocesan bishop made by the Council of Bishops following a recommendation under this Ordinance or a suspension deemed under the preceding section:
- (a) has effect as an absence of the Diocesan bishop from the see; and
- (b) continues until it ceases to have effect by reason of:
- (i) the ESC terminating the investigation of the complaint without referring the matter to the Board; or
- (ii) a determination to that effect by the Council of Bishops; or
- (iii) the Council of Bishops giving effect to a recommendation of the Board or such a recommendation as varied or modified by the Council of Bishops under section 100; or
- (iv) the see becoming vacant (whether or not under this Ordinance),
- whichever first occurs.

*Continuation of stipend, allowances and other benefits*

51. During any such suspension or any voluntary standing down from the duties of office pending the outcome of a complaint, the Diocesan bishop is entitled to receive whatever stipend, allowances and other benefits as would otherwise have accrued and they are to be met or reimbursed by the body normally responsible for their payment.



## PART 13 – REFERENCE OF A COMPLAINT TO THE BOARD

### *ESC to refer certain matters to the Board*

52. After investigation of a complaint in accordance with Part 9, where the ESC has formed the opinion that the conduct the subject of the complaint if established would call into question whether—
- (a) the Diocesan bishop is unfit –
    - (i) to hold office or to be or remain in Holy Orders; or
    - (ii) whether temporarily or permanently, to exercise ministry and perform any duty or function of the office; or
  - (b) in the exercise of ministry or in the performance of any duty or function, the Diocesan bishop should be subject to any condition,
- the ESC must refer the complaint to the Board.

### *How ESC to refer matters*

53. The ESC must refer the complaint to the Board by delivering to the Secretary of the Board a written report of its investigation and opinion signed by a member of the ESC.

### *If Diocesan bishop resigns from office*

54. If after a complaint is referred to the Board, the Diocesan bishop resigns from office, the Board may continue to enquire into and determine the complaint, notwithstanding such resignation.

### *Documents and materials to be delivered to the Board*

55. (1) Within 14 days of the date of the reference of a complaint to the Board or within 14 days of the date of the document or material coming into existence, whichever is the later, the ESC must cause to be delivered to the Secretary of the Board any documents and material relevant to the reference.
- (2) The ESC, as soon as practicable after delivering the report referred to in section 53 to the Secretary of the Board, shall cause to be delivered to the Diocesan bishop as the respondent a copy of the report and opinion and notice that the respondent may advance any submissions to the Board if he or she wishes to do so.
56. The Board must deal with a complaint as expeditiously as possible.

### *Powers of Board*

57. (1) If the Board is not satisfied that the Diocesan bishop committed any misconduct or that the complaint is false, vexatious or misconceived, the Board may determine accordingly and must dismiss the complaint.
- (2) If the Board is satisfied that the Diocesan bishop did commit misconduct but is not satisfied as to any of the matters in paragraphs (a) and (b) of section 58, the Board

may determine accordingly and must take no further action in relation to the complaint.

58. (1) If the Board is satisfied<sup>5</sup> that the Diocesan bishop did commit any misconduct and that—
- (a) the Diocesan bishop is unfit –
    - (i) to hold office or to be or remain in Holy Orders; or
    - (ii) whether temporarily or permanently, to exercise ministry and perform any duty or function of the office; or
  - (b) in the exercise of ministry or in the performance of any duty or function, the Diocesan bishop should be subject to any condition,

the Board may determine in writing accordingly and may recommend to the Council of Bishops any one or more of the following:

- (c) that the Diocesan bishop be counselled;
- (d) that for a specified period the Diocesan bishop's holding of office or performance of a function as the case may be, shall be subject to such conditions or restrictions as the Board may specify;
- (e) that the Diocesan bishop be suspended from office or from performing a function as the case may be for such period recommended by the Board;
- (f) that the Diocesan bishop be directed to do or to refrain from doing a specified act;
- (g) that the Diocesan bishop be removed from office and the See be declared vacant;
- (h) that the implementation of a determination shall be suspended for such period and upon such conditions as the Board shall specify;
- (i) that a charge be promoted against the Diocesan bishop before the Special Tribunal;
- (j) that the Diocesan bishop be prohibited from functioning as a bishop;
- (k) that the Diocesan bishop be deposed from Holy Orders;
- (l) otherwise as the Board sees fit.

59. If the Board is satisfied that the Diocesan bishop is unfit-

- (a) to hold office or to be or remain in Holy Orders; or
- (b) whether temporarily or permanently, to exercise ministry and perform any duty or function of the office,

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<sup>5</sup> See section 77.

its recommendation must include any one or more of those specified above in paragraphs (e), (g), (j) and (k).

*Board may adjourn on terms*

60. (1) The Board may defer making any recommendation under section 58 on a complaint and may for that purpose adjourn any hearing from time to time for a period or periods not exceeding in the aggregate 12 months, on terms that the Diocesan bishop undertake for a specified period and in a form approved by the Board to do one or more of the following acts or omissions –
- (a) stand down from the duties of office or from performing specified episcopal duties;
  - (b) undertake counselling from a person approved by the Board;
  - (c) submit to periodic medical examination by a person approved by the Board;
  - (d) undertake a specified program of medical treatment or rehabilitation whether as an outpatient or inpatient;
  - (e) provide medical or other evidence requested by the Board to assist it in deciding on any final recommendation; and
  - (f) perform or refrain from performing some other specified act.
- (2) If, within a period specified by the Board, the Diocesan bishop declines to give an undertaking in accordance with subsection (1), the Board must proceed to make a determination and recommendation.
- (3) The Board may take into account the failure of the Diocesan bishop to comply with his or her undertaking under subsection (1) in deciding on any recommendation on a complaint.

## PART 14 – EPISCOPAL STANDARDS REVIEW BOARD

*Establishment of the Review Board*

61. There shall be an Episcopal Standards Review Board comprising 5 persons and constituted and appointed in accordance with the provisions of this Part.

*Function of the Review Board*

62. Subject to the provisions of this Ordinance, the function of the Review Board is to determine any application authorised by this Ordinance for review of a decision of the Board.

*Panel of Review Board members*

63. The members of the Review Board in a particular case shall be appointed from a panel of 10 persons comprising:

- (a) a President and a Deputy President, both of whom shall be or shall have been either a judicial officer or a practising barrister or solicitor of at least 10 years' standing of the Supreme Court of a State or Territory; and
- (b) eight other persons of whom—
  - (i) two shall be clergy who are or have been a Diocesan bishop;
  - (ii) two shall be clergy not in bishop's orders; and
  - (iii) four shall be lay persons.

*Appointment of members of Review Board Panel*

- 64. (1) The members of the panel shall be appointed by the Diocesan Council, meeting when the Diocesan bishop is not present.
- (2) The members of the panel shall hold office on such terms and conditions as may be determined from time to time by the Diocesan Council, meeting when the Diocesan bishop is not present.
- (3) The members of the panel may constitute or include the members of an equivalent body either generally or for a particular complaint or matter.
- (4) Any vacancy in the membership of the panel shall be filled by the Diocesan Council, meeting when the Diocesan bishop is not present.

*Convening a Review Board*

- 65. (1) The members of the Review Board to be convened for any review of a decision of the Board shall be determined by the President or, if there is a vacancy in the office of President, by the Deputy President.
- (2) For the purpose of any application to the Review Board, the Review Board shall consist of the President or Deputy President, who shall be the presiding member, one clergy person in bishop's orders, one clergy person not in bishop's orders and two lay persons.
- (3) So far as it is reasonably practicable, the Review Board shall include at least one man and at least one woman.
- (4) The quorum for a meeting of the Review Board shall be all the members of the Review Board except where the Review Board by its President or Deputy President makes directions under section 81 of this Ordinance.
- (5) A member of the Review Board shall not act as such a member unless the member has agreed in writing to abide by this Ordinance.

*Secretary to Review Board*

- 66. There shall be a Secretary to the Review Board who shall be appointed on such terms and conditions as may be determined from time to time by the President of the Review Board.

*Separately constituted Review Boards may sit simultaneously*

67. The Review Board, separately constituted in accordance with this Part, may act simultaneously for the purpose of applications made to it.

*Review Board's proceedings valid despite vacancies etc*

68. An act or proceeding of the Review Board is not invalid by reason only of a vacancy in its membership or in the membership of the panel and, notwithstanding the subsequent discovery of a defect in the nomination or appointment of a member of the panel or the Review Board, any such act or proceeding is as valid and effectual as if the member had been duly nominated or appointed.

## PART 15 – APPLICATION FOR REVIEW

### *Interpretation*

69. In this Part, “reviewable decision” means any finding of fact, determination or recommendation by the Board under section 58 of this Ordinance.

### *Application to Review Board*

70. Where the Board has made any reviewable decision, the respondent or the ESC may within 30 days from the date of the decision or such further period as the Review Board may allow, apply to the Review Board for review of the decision.

### *Stay*

71. Except in so far as the Board or the Review Board may direct otherwise, the application for review shall not operate as a stay of the action on any recommendation by the Council of Bishops required under this Ordinance.

### *Documents and material to be delivered following application*

72. Within 14 days of the date of the application to the Review Board or within 14 days of the date of the document or material coming to existence, whichever is the later, the ESC shall cause to be delivered to the Secretary of the Review Board any documents and material relevant to the application for review including the reasons of the Board for its determination and any recommendations.

### *President to determine membership of Review Board*

73. Upon delivery to the Secretary of the Review Board the documents and material relevant to the application for review, the President or Deputy President of the Review Board as the case may be shall as soon as possible determine the membership of the Review Board for the purpose of the application for review.

### *Review Board may exercise the powers of the Board*

74. The Review Board may exercise all the powers of the Board under this Ordinance and may—
- (a) affirm the decision under review;
  - (b) vary the decision under review;
  - (c) set aside the decision under review and make another decision in substitution for it; or
  - (d) set aside the decision under review and remit the matter for reconsideration by the Board in accordance with any directions or recommendations of the Review Board.

### *Review Board to deal with application expeditiously*

75. The Review Board must deal with the application as expeditiously as possible and must consider any further submissions from the respondent or the ESC.

## PART 16 - PROCEEDINGS OF THE BOARD AND THE REVIEW BOARD

### *Conduct of proceedings*

76. Each of the Board and the Review Board—

- (a) must act with fairness and according to equity, good conscience, natural justice and the substantial merits of the case without regard to technicalities or legal forms; and
- (b) is not bound by the rules of evidence but may inform itself on any matter in such manner as it thinks fit.

### *Powers and duties of the Board and Review Board*

77. (1) Subject to this Ordinance, each of the Board and the Review Board—

- (a) may regulate the proceedings of its meetings as it sees fit;
- (b) may conduct its business and any proceedings by video link, conference telephone or by any electronic means of communication;
- (c) may inform itself from the transcript or other record of proceedings in any court or tribunal and may adopt any findings, and accept as its own, the record of any court or tribunal;
- (d) may give any other person to whom notice of the proceedings was given or who satisfies them that he or she has a proper interest in the matter a reasonable opportunity to make submissions to them; and
- (e) must give written reasons for any determination and recommendation, other than by way of directions in the course of an application, unless the determination is made by consent of the respondent and the ESC.

(2) The Board must give the ESC and the respondent a reasonable opportunity to adduce evidence, to examine or cross-examine witnesses and to make submissions to the Board.

78. (1) Subject to subsections (2) and (3), any hearing of the Board or the Review Board must be held in public.

(2) Each of the Board and the Review Board may direct –

- (a) that the whole or part of a proceeding be held in private; or
- (b) that only persons or classes of persons specified by it may be present during the whole or any part of a proceeding.

(3) Each of the Board and the Review Board may only make a direction under the preceding subsection if satisfied that the direction is necessary on or more of the following grounds-

- (a) to comply with applicable legislation of the State or a Territory or the Commonwealth;
- (b) prevent a real and substantial risk to the proper administration of justice that cannot be prevented by other reasonably available means;
- (c) to protect the safety of any person;
- (d) to avoid causing undue distress or embarrassment to a complainant (other than the Director) or witness (other than the respondent) in a proceeding that relates in whole or part to a complaint of a prescribed sexual offence;
- (e) to avoid the disclosure of confidential information; and
- (f) for any other reason in the interests of justice.

*Review Board not obliged to hold hearing or admit certain evidence*

79. Subject to this Ordinance, the Review Board is not obliged –

- (a) to hold a hearing at which-
  - (i) evidence is adduced, whether by oral examination or signed statement or statutory declaration; or
  - (ii) submissions are heard orally; or
- (b) to admit evidence that was not adduced before the Board in relation to the facts relevant to the complaint unless –
  - (i) the evidence could not have been obtained with reasonable diligence for use at the hearing before the Board; and
  - (ii) that there is a high probability that the result would have been different had it been received at that hearing.

*Legal representation*

80. The ESC may and the respondent at the respondent's own expense may appoint a legal representative to assist in the process.

*Directions*

81. Each of the Board and the Review Board may at any time and from time to time give directions:

- (a) as to the inspection by and supply of copies to the respondent or any other person of the documents or material relevant to the reference; and
- (b) as to the conduct of its inquiry into the reference,

and for that purpose the Board or the Review Board may be constituted by the President or Deputy President alone.



*Board and Review Board may appoint a person to assist*

82. Each of the Board and the Review Board may, for the purpose of any particular reference, appoint such person or persons, to assist it in inquiring into (but not determining) a reference as the Board or the Review Board thinks fit.

*Directions to ESC*

83. Each of the Board and the Review Board may at any time and from time to time give directions to the ESC as to any further inquiries or investigation it requires to be carried out for the purposes of the reference and the ESC must to the best of its ability cause such directions to be carried out.

*Board and Review Board may receive written evidence*

84. Without limiting the meaning and effect of sections 76 and 77, each of the Board and the Review Board may receive a statutory declaration or a signed statement without the need for the personal attendance of the maker of the statutory declaration or statement and may also in its discretion use electronic means such as video link or conference telephone to receive evidence and submissions.

*Board and Review Board may rely on decisions of other bodies*

85. In any proceedings before it, where the Board or the Review Board is satisfied that the respondent—
- (a) has been convicted by a court within Australia of an offence involving conduct as described in any of paragraphs (a) to (i) and (l) of subsection 3(7) of this Ordinance (“specified conduct”);
  - (b) has been found guilty (without conviction) by a court within Australia of an offence involving specified conduct;
  - (c) has admitted in proceedings before a court or tribunal within Australia having engaged in specified conduct;
  - (d) has been found by a court or tribunal within Australia to have engaged in specified conduct; or
  - (e) has been disqualified by a court or tribunal within Australia from professional practice on account of specified conduct,
- then—
- (f) a certificate, reasons for judgment or other record from the court or tribunal (as the case may be) shall be conclusive evidence that the respondent engaged in the specified conduct; and
  - (g) neither the respondent nor any other party shall be at liberty to call or give evidence or make submissions for the purpose of calling into question the conviction or finding of guilt of the respondent or denying that the respondent engaged in the specified conduct.

*Standard of proof applying to Board and Review Board*

86. (1) The standard of proof to establish an allegation is that of a reasonable satisfaction on the balance of probabilities.
- (2) Each of the Board and the Review Board must scrutinize evidence with greater care if there is a serious allegation to be established, or an inherent unlikelihood of an occurrence of a given description or if there are grave consequences that would flow from a particular finding.

*Individual members of Board and Review Board not to meet with parties*

87. No member of the Board or the Review Board shall individually meet with either the complainant or the respondent or anyone acting on their behalf while the matter is in progress.

*Disqualification where personal interest*

88. (1) Where a member of the Board or the Review Board has a personal interest in a matter before it the member shall be disqualified from participating in the matter.
- (2) The opinion of the presiding member of the Board or the Review Board (as the case may be) as to whether any other member of the Board or the Review Board has a personal interest in a matter shall be conclusive.

*Medical examination*

89. (1) The ESC or the Board or the Review Board may request the respondent to submit within a specified time to a medical examination by a person approved by the ESC or the Board or the Review Board (as the case may be) the cost of which shall be met from church funds under the control of the Diocesan Council.
- (2) A copy of the report of an examination under subsection (1) shall be provided to the respondent, the Director, the ESC, the Board and, if applicable, the Review Board.

*No further action where Special Tribunal unlikely to find respondent guilty*

90. If the Board or the Review Board is satisfied that there is no reasonable likelihood that the Special Tribunal would find the respondent guilty of any offence, the Board or the Review Board shall not recommend that a charge be promoted against the respondent in the Special Tribunal.

*Certain matters not to be inquired into*

91. Neither the Board nor the Review Board shall, in the course of considering a complaint or reconsidering a decision respectively:
- (a) inquire into any matter which is the subject of any completed formal investigation or enquiry and determination conducted—
- (i) pursuant to any provision of the Constitution; or
- (ii) pursuant to this Ordinance or the *Episcopal Standards Canon 2007*, a canon or an ordinance of a diocesan Synod in any case relating to the discipline or

professional standards of Church workers by a board of enquiry, tribunal or other body,

save to the extent of any fresh evidence that was not reasonably available during the previous formal investigation or enquiry, but may take into account the finding of any such formal investigation or enquiry; or

- (b) inquire into, make any findings in relation to or take into account any alleged breach of faith ritual or ceremonial.

*Matters Board and Review Board to consider*

92. Where a matter is referred to the Board or application for review is made to the Review Board, the Board or Review Board (as the case may be) shall consider the complaint or decision and may make any finding on any relevant question of fact, taking into account—

- (a) the final report (if any) of the investigator including any attachments;
- (b) such report of the ESC as may be submitted;
- (c) any further material received from the complainant and the Diocesan bishop relevant to its consideration;
- (d) any other relevant evidentiary material;
- (e) any standards prescribed by the code of conduct approved under this Ordinance, whenever the conduct may have occurred;
- (f) the conduct of the Diocesan bishop as it finds it to have been;
- (g) any failure of the Diocesan bishop to comply with a provision of this Ordinance; and
- (h) in the case of the Review Board, the determination and reasons of the Board.

*No costs to be awarded*

93. Neither the Board nor the Review Board has the power to award costs of any complaint or matter before it.

*Making of rules*

94. (1) The President of the Board may make rules of the Board reasonably required in relation to the practice and procedure of the Board.
- (2) The President of the Review Board may make rules of the Review Board reasonably required in relation to the practice and procedure of the Review Board.
- (3) The ESC, the respondent and any other party joined to a complaint or matter by leave of the Board or the Review Board shall comply with the rules of the Board or the Review Board (as the case may be) and with any directions given by either the Board or the Review Board.

95. The rules of the Board or the Review Board made under this Part may provide that, in relation to the exercise of specified functions, or in relation to matters of a specified class, other than

the determination of an application including the making of a recommendation, the Board or the Review Board (as the case may be) may, at the direction of the presiding member, be constituted by a single member sitting alone.

*Practice and procedure*

96. Subject to this Ordinance and the relevant rules-
- (a) the practice and procedure of the Board will be as directed by the presiding member of the Board; and
  - (b) the practice and procedure of the Review Board will be as directed by the presiding member of the Review Board.
97. (1) In any proceedings of the Board or the Review Board:
- (a) any question of law or procedure shall be determined by the presiding member; and
  - (b) any other question will be determined by majority decision of the members, and in the case of an equality of votes the opinion of the presiding member shall prevail.
- (2) Where the Board or the Review Board is constituted by a member sitting alone who is not the President or the Deputy President, any question of law that arises must be referred to the President or Deputy President for decision and any decision made on such a reference is a decision of the Board or the Review Board (as the case may be).
98. If a member of the Board or the Review Board, other than the presiding member, dies or is for any other reason unable to continue with any complaint referred to the Board or any matter before the Review Board, the Board or the Review Board constituted by the presiding member and the other member or members may, if the presiding member so determines, continue and complete the matter.

*To whom a copy of the determination and recommendation to be provided.*

99. (1) Subject to this section, each of the Board and the Review Board must cause a copy of the determination and recommendations together with reasons (whether under section 45, 58 or 74) to be provided to—
- (a) the Council of Bishops;
  - (b) the complainant;
  - (c) the respondent;
  - (d) the Director and the ESC;
  - (e) the Diocesan Council; and
  - (f) the Professional Standards Commission of the Anglican Church of Australia,

and must cause any required relevant details to be forwarded for entry onto the national register.

- (2) Each of the Board and the Review Board must ensure that the determination and recommendations together with reasons are anonymised and redacted so as not to contain any particulars that identify or are likely to lead to the identification of a prescribed person.
- (3) Each of the Board and the Review Board must release to the public as soon as practicable –
  - (a) its determination and reasons for decision ; and
  - (b) the recommendations made to the Council of Bishops,anonymised and redacted as referred to above.
- (4) If to be effective, a recommendation must identify a prescribed person, the Board or the Review Board may communicate confidentially the name of that person to the Council of Bishops.

## PART 17 - THE COUNCIL OF BISHOPS

### *Council of Bishops must give effect*

100. Subject to section 71 of this Ordinance, the Council of Bishops to whom a recommendation under section 58 or 74 of this Ordinance must, and is hereby empowered to give effect to–
- (a) the recommendation of the Board or if applicable, the Review Board; or
  - (b) any variation or modification of that recommendation, consistent with any facts found by the body making the recommendation provided that the substance of that recommendation is preserved, as the Council of Bishops sees fit.

### *Decision by majority of votes*

101. A question before the Council of Bishops may be decided by a majority of the votes of the members of the Council of Bishops.

### *Publication of decision of the Council of Bishops*

102. (1) Subject to subsection (2), the Council of Bishops –
- (a) must release to the public as soon as practicable a written statement disclosing its decision on any recommendation received and the steps to be taken or that have been taken pursuant to section 100 to give effect to it; and
  - (b) may release to the public such further material as it may determine with respect to the exoneration of the Diocesan bishop or any action taken against the Diocesan bishop.

- (2) The Council of Bishops must ensure that any statement or further material so released is anonymised and redacted so as not to contain any particulars that identify or are likely to lead to the identification of a prescribed person.
- (3) The Council of Bishops must cause any required relevant details of a variation or modification to a recommendation made to it to be forwarded for entry onto the national register.

## PART 18 – CONFIDENTIALITY AND REPORTING

### *Duty of confidentiality*

103. Subject to the provisions of this Ordinance, the Director, a member of the ESC, a member of the Board or the Review Board or of a Council of Bishops or a person employed or engaged on work related to the affairs of the ESC, the Board or the Review Board must not divulge information that comes to his or her knowledge by virtue of that office or position except:
- (a) in the course of carrying out the duties of that office or position;
  - (b) as may be authorised by or under this Ordinance or any protocol;
  - (c) as may be authorised or required by or under the National Register Canon 2007 or any canon prescribed by General Synod in substitution for that canon;
  - (d) in any proceedings before a Diocesan Tribunal, a provincial tribunal, the Special Tribunal or the Appellate Tribunal;
  - (e) as may be required by law; or
  - (f) to any insurer or insurance broker of a Church body or Council of Bishops where the information may give rise to or be relevant to a claim for indemnity by the Church body or Council of Bishops against the insurer or is relevant to obtaining or continuing insurance cover.

### *Duty of disclosure to other church bodies*

104. (1) The ESC must disclose to an equivalent body information in its possession concerning alleged misconduct of a former Diocesan bishop:
- (a) which is information relevant to, or coming to notice during the course of an investigation undertaken by the equivalent body of the Diocese by whose Bishop the former Diocesan bishop is licensed or in which the former Diocesan bishop is residing; or
  - (b) which is information concerning misconduct alleged to have occurred in the diocese of the equivalent body,
- and must co-operate with the equivalent body.
- (2) The ESC may disclose to a person or body of another church or Christian denomination exercising powers, duties or functions similar to those of the ESC, in relation to clergy, details of information in its possession concerning the alleged

misconduct of a former Diocesan bishop and the ESC must co-operate with such person or body to whom the information is disclosed.

*ESC to report annually to Diocesan Council*

105. (1) The ESC must report annually to the Diocesan Council on its activities for that calendar year.
- (2) The report of the ESC pursuant to the preceding subsection may identify the Diocesan bishop as the respondent who has been exonerated from an allegation the subject of a complaint or who has been the subject of a determination or recommendation by the Board or the Review Board, favourable to the Diocesan bishop.

*ESC to report to Primate or senior Metropolitan*

106. (1) Subject to subsection (2), the ESC must, in respect of every complaint with which it is dealing under this Ordinance, report either orally or in writing to the Primate with such frequency and as fully as the Primate may reasonably require.
- (2) If the matter relates to the conduct of the Diocesan bishop who is the Primate, such reports must be made to and at the direction of the senior Metropolitan at the time in Australia who is not the Primate.

## PART 19 – INDEMNITY

*Indemnification of those with functions under the Act*

107. The Diocesan Council must and is hereby authorised, out of church funds under the control of the Diocesan Council, to indemnify –
- (a) the Director and any delegate of the Director;
  - (b) any carer appointed under this Ordinance or any protocol;
  - (c) the members of the ESC and each of them;
  - (d) any delegate of the ESC;
  - (e) the members of the Board and each of them;
  - (f) the Secretary to the Board;
  - (g) any person appointed by the Board pursuant to this Ordinance;
  - (h) the members of the Review Board and each of them;
  - (i) the Secretary to the Review Board;
  - (j) any person appointed by the Review Board pursuant to this Ordinance; and
  - (k) the members of the Council of Bishops and each of them,

for any act or omission respectively by them in good faith and in the exercise or purported exercise of powers or functions, or in the discharge or purported discharge of duties under this Ordinance in relation to the Diocesan bishop.

## PART 20 – REGULATIONS

### *Making amending or repealing regulations*

108. The Diocesan Council may from time to time make amend or repeal regulations, not inconsistent with the provisions of this Ordinance, providing for records arising out of or incidental to the operation of this Ordinance, and for all or any of the purposes whether general or to meet particular cases, which may be convenient for the administration of this Ordinance or which may be necessary or expedient to carry out the objects and purposes of this Ordinance.
-



**MOTION:** That this Synod agrees in principle to a Measure for an Ordinance relating to professional standards of the Bishop and for other purposes.

**A MEASURE FOR**

**AN ORDINANCE** relating to professional standards of the Bishop and for other purposes.

**THE SYNOD HEREBY DETERMINES:**

**Title**

1. This Ordinance may be cited as the “*Episcopal Standards Ordinance 2015*”.

CERTIFIED as a copy of the Measure as passed on the .....day of  
.....2015

.....  
Chair of Committee

.....  
Date

CERTIFIED as a copy of the Measure as passed on the .....day of  
.....2015

.....  
Secretary of Synod

.....  
Date



## EXPLANATORY MEMORANDUM

### Measure for the Trusts of the See Amendment Ordinance 2015

The purpose of this Measure is to amend the Trusts of the See to provide for greater flexibility in the division and disposal of land forming part of Bishop's Court, while preserving the authority of the Synod with the consent of the Bishop to authorise the sale of the Bishop's residence, and to authorise the division into allotments of the surrounding land.

An application for division into allotments constitutes "development" for the purposes of the *Development Act 1993* (SA). It can take some time and may result in approval in a manner which varies from that applied for, and may be granted subject to conditions.

If approval is given there may be questions as to how the resulting allotments can best be disposed of or developed and retained by the See to provide the greatest economic benefits to the See Fund. This is not always a decision which can best be made at the time of lodging an application for division into allotments.

The effect of the Measure is to authorise the Synod, with the approval of the Bishop, to apply for the division of the land into allotments. If approval is given, the vacant allotment or allotments would then cease to be part of Bishop's Court, even though the See may at that time be vacant, and could then be developed or disposed of with the authority of the Diocesan Council, while still requiring the consent of the Synod and the Bishop to the sale of the residence itself and the allotment of land on which it then stands.

The Measure also clarifies the meaning of the term "sell" in the Trusts as meaning entering into a contract for the sale of.

### Clause Notes

**Part 1** deals with necessary preliminary matters.

Clause 1 provides for the short title of the Ordinance.

Clause 2 defines "the Trusts" for the purpose of the Ordinance.

Clause 3 provides for the amendment of the Trusts in the manner set out in Part 2 of the Ordinance.

**Part 2** contains the amendments proposed to the Trusts.

Clause 4 of the Measure provides for the substitution of clause 3 of the Trusts with a new clause relating to Bishop's Court. The several subclauses provide:

- (1) For the right of the Bishop to use and occupy Bishop's Court;
- (2) For the ability, subject to the necessary consents, to lodge a development application affecting Bishop's Court at any time other than a development application for the division of the land or for the demolition of the residence, and to lease the residence in the same manner and subject to the same restrictions as presently apply;
- (3) For the Synod, with the consent of the Bishop, to lodge a development application for division of the Bishop's Court land;
- (4) For the resulting allotments, upon approval of the application, to cease to be part of Bishop's Court and therefore to be able to be dealt with under other parts of the Trusts without the consent of the Bishop or if the See is vacant;
- (5) For the process of sale of Bishop's Court in the manner presently provided – with the consent of the Bishop;
- (6) For the separate identification of the fund resulting from the sale of Bishop's Court (but not the sale of any other allotments) to ensure that the purposes referred to in subclause (5) are applied;
- (7) For prevention of the sale (see below) of Bishop's Court and lodgement of an application for division of the land into allotments during a vacancy of the See.

Clause 5 of the Measure provides for the substitution of clause 4 of the Trusts with a new clause relating to the exercise of powers by the Synod. As provided in the existing clause, subclause (1) confers general powers on the Trusts of the See Committee other than the sale of Bishop's Court and the lodgement of an application for division of the land into allotments. Subclause (2) provides that the development and sale of any of the allotments no longer forming part of Bishop's Court must be authorised by the Diocesan Council.

Clause 6 of the Measure provides for some additional definitions to be inserted, namely definitions of "development" and "development application" by reference to the *Development Act 1993* (SA) as amended, and a definition of "sell" to remove any ambiguity as to what that term may mean in the Trusts. It would enable, for example, a contract of sale of Bishop's Court to be entered into and approved by the Bishop even though settlement on the contract might occur during a vacancy of the See. The definition of "the Bishop's Court Buildings" is deleted as it is no longer necessary.

## A MEASURE FOR

AN ORDINANCE to amend the *Trusts of the See of Adelaide* adopted by the Synod on the 10th day of April 1980 as amended on the 23rd day of December 2008 and the 8<sup>th</sup> day of August 2012.

### THE SYNOD HEREBY DETERMINES:

#### **Part 1 – Preliminary**

##### **1 – Short Title**

This Ordinance may be cited as the *Trusts of the See Amendment Ordinance 2015*.

##### **2 – Definition**

In this Ordinance "the Trusts" means the Deed of Trust of the property of the See of Adelaide adopted by the Synod on the 10th day of April 1980 as amended on the 23rd day of December 2008.

##### **3 – Amendment of the Trusts**

The Trusts are amended in the manner set out in Part 2.

#### **Part 2 – Amendment of the Trusts**

##### **4 – Substitution of clause 3 – Bishop's Court**

Clause 3 – delete the clause and substitute:

3. (1) The Synod shall at all times permit the Bishop to use and occupy Bishop's Court during the Bishop's lawful tenure of the See of Adelaide.
- (2) The Synod may, with the consent in writing of the Bishop, or during any vacancy of the See of Adelaide with the consent in writing of the Diocesan Council:
  - (a) lodge a development application for a proposed development affecting Bishop's Court other than for –

- (i) the division of the allotment of land on which the Bishop's residence is erected; and
- (ii) the demolition of the Bishop's residence; and
- (b) lease the whole or any part of Bishop's Court for any term of years or for any period less than a year and subject to such covenants and conditions as the Synod may with the consent in writing of the Bishop or the Diocesan Council as the case may be determine provided however that during a vacancy of the See any such lease shall be terminable at or before the end of such vacancy.
- (3) The Synod may with the consent in writing of the Bishop lodge or cause to be lodged a development application for the division of the allotment of land on which the Bishop's residence is erected.
- (4) If as a result of an application mentioned in subclause (3) approval is given for the division of the said allotment any allotment or allotments the subject of the approval, other than the allotment on which the Bishop's residence is erected, shall thereupon cease to form part of Bishop's Court notwithstanding that at the date of such approval the See may be vacant, but such allotment or allotments shall remain subject to the provisions of this Deed.
- (5) The Synod may with the consent in writing of the Bishop sell Bishop's court and the proceeds of such sale shall be applied solely towards a purpose or purposes specified in subclauses (a) or (b) of clause 1 and not in or towards any other purposes or objects specified in this deed and for such purpose such proceeds may be applied in and towards the purchase or erection of a new episcopal house for the See of Adelaide.
- (6) Any proceeds of sale referred to in subclause (5) shall be identified as a separate fund in the accounts of the Trusts.
- (7) Bishop's Court shall not be sold and a development application referred to in subclause (3) shall not be lodged during any vacancy of the See of Adelaide.

## **5 –Substitution of clause 4 – Exercise of Powers of the Synod**

Clause 4 – delete the clause and substitute:

- 4. (1) Subject to subclause (2) any right power or authority of the Synod pursuant to this deed other than the sale of Bishop's Court and the lodgement of a development application referred to in clause 3(3) may be exercised on behalf of the Synod by the Committee,

provided however that the Committee shall not, without the consent of the Diocesan Council, invest funds other than in a common fund in which funds under the control of the Synod are invested from time to time.

- (2) The power to carry out development on, to sell, lease, mortgage, dispose of, turn to account or otherwise deal with any allotment which ceases to form part of Bishop's Court pursuant to clause 3(4) shall only be exercised or be caused to be exercised on behalf of the Synod by the Diocesan Council.

## **6 – Amendment of clause 8 – Interpretation**

- (1) Clause 8, definitions of "development" and "development application" – after the definition of "Bishop's Court" insert:

"development" has the same meaning as defined in section 4 of the *Development Act 1993* (SA) as amended from time to time;

"development application" has the same meaning as defined in section 4 of the *Development Act 1993* (SA) as amended from time to time;

- (2) Clause 8, definition of "sell" – after the definition of "remuneration" insert:

"sell" means enter into a contract for the sale of and "sold" has a corresponding meaning;

- (3) Clause 8, Definition of “the Bishop’s Court Buildings” – delete the definition.

**MOTION:** That this Synod agrees in principle to a Measure for an Ordinance to amend the *Trusts of the See of Adelaide* adopted by the Synod on the 10th day of April 1980 as amended on the 23rd day of December 2008 and the 8th day of August 2012.

**A MEASURE FOR**

**AN ORDINANCE** to amend the *Trusts of the See of Adelaide* adopted by the Synod on the 10th day of April 1980 as amended on the 23rd day of December 2008 and the 8th day of August 2012.

**THE SYNOD HEREBY DETERMINES:**

**Title**

1. This Ordinance may be cited as the "*Trusts of the See Amendment Ordinance 2015*".

CERTIFIED as a copy of the Measure as passed on the .....day of

.....2015

.....  
Chair of Committee

.....  
Date

CERTIFIED as a copy of the Measure as passed on the .....day of

.....2015

.....  
Secretary of Synod

.....  
Date



## THE FUTURE OF BISHOP'S COURT

### Motion:

That this Synod, without qualifying the power of sale referred to in the motion the subject of minute 22c. of the 2nd Session of the 42nd Triennial Synod held in October 2014, subject to the consent in writing of the Archbishop and pursuant to clause 3(3) of the Trusts of the See, authorises the lodging and processing of a development application for the division of the whole of the allotment of land on which the Bishop's residence is erected in such manner and subject to such conditions as the Diocesan Council may determine or agree.

## EXPLANATORY MEMORANDUM

### Background:

At the 2014 Annual Session of Synod the following resolution was passed:

#### **MOTION 22c:**

That Synod, Pursuant to Paragraph 3 (3) of the Trusts of the See, and subject to the consent of the Archbishop, gives in principle support to sell or lease the entirety of Bishop's Court excluding approximately 1,070 m<sup>2</sup> of the north east corner of the site, upon such terms and conditions as the Diocesan Council may approve.

**Moved by Mr Keith Stephens, Secretary of Synod**

**Seconded by The Rev'd David Covington-Groth**

Following the 2014 Annual Session of Synod investigations soon commenced to ascertain the best approach to fulfil Synod's intentions with the above resolution, as well as maximising the return to the Trusts of the See and Synod. To ensure the best interests of the Synod and The See, we are not in a position to disclose information that might have an impact on any possible future commercial negotiation. Diocesan Council has a principle role in considering the detail of any proposal and overseeing the process, on behalf of the Synod.

Early in 2015, the investigations for a sale or lease of Bishop's Court quickly identified a number of key conclusions. A central one being, that to retain a portion of the land in the north east corner would significantly restrict options to maximise the value of the site, for reasons discussed below. Therefore, discussions and advice received include both the scenarios of retaining or not retaining the portion of land.

### Leasing:

**Private Lease** - While it would not be difficult to secure a lease for the property as a residence, the rental return would be insufficient for a long term investment. Equally, properties of this nature tend to be leased by corporations for short term accommodation for visiting senior executives. As said, they tend to be short term (twelve months or so) and very much market driven dependent on the overall state of the State's economy. As a long term investment, this would not be competitive with other options.

**Commercial Lease** – Given Bishop's Court is primarily a residence, to alter it for commercial purposes would be difficult and costly. These barriers will deter possible

businesses such as boutique hotels, aged care facilities owing to the considerable expense on retro fitting the property to a commercial standard. Possible periods of rent relief and or substantial discounts to the rent would be necessary to attract any investor to consider establishing a business from the property. Equally, these costs will likely deter a purchaser of the property using it for anything other than a private residence.

**Sale:**

Selling Bishop's Court and its grounds (be it with or without the portion of land in the North East corner) is the simplest method of obtaining a sizable corpus of funds to provide for an investment to support The See with little or no subsidy being required from the Synod. Of the reputable real estate agents contacted to discuss this option all were enthusiastic about being able to obtain a premium price by way of private treaty. Sending the property to public auction was not encouraged, however, methods of inviting expressions of interest are feasible.

**Development Options:**

As part of the investigations into the potential sale/lease of Bishop's Court a report was commissioned from a local Adelaide firm specialising in planning regulations. This is the first time in many years that a comprehensive report of this nature has been produced. The report clearly articulated what development opportunities are possible taking into consideration planning, zoning and heritage considerations. A key question that was asked of the planning consultants was "what is the land division potential?" This is an important question as it was key to the desire expressed by Synod in the motion of 2014, for a portion of the Bishop's Court land to be retained. The previous plan to build St Barnabas' College on a similar portion of the land did not factor a subdivision, as the building was to be built on the existing allotment.

After considering planning options, various scenarios for subdivision were explored leading to the conclusion that creating additional allotments on the site will increase the return from any sale of the site. These allotments could either be on-sold as is, or developed and then sold, all with the aim of increasing the value and ultimate return to the Synod and The See.

Advice received as part of this subdivision investigation has strongly indicated that retaining a portion of land in accordance with the 2014 Synod resolution would not be in the best interests of the Synod. The size and configuration of the proposed reserved block make it difficult to maximise the subdivision and development potential that could occur if this encumbrance was removed.

Creating a workable title along Ward Street would allow, for example, a possible construction of a larger development. A development along Ward Street of this nature would leave sufficient frontage on Palmer Place for allotments to accommodate potentially two dwellings.

Recent sales figures in Palmer Place have seen at least \$3,000 a square metre realised. Clearly, an imperative for any disposal objective is to maximise subdivision

and development opportunities that include a Palmer Place address as part of any plan.

**Next Steps:**

The restrictions of the Trusts of the See and the resolution passed at last year's Annual Session of Synod make it difficult to maximise the potential return to the Synod by limiting subdivision and sale/lease options. The proposed changes will allow for the stakeholders, the Archbishop, Trusts of the See and Diocesan Council to ensure that the Synod fully realises the return on the assets at Bishop's Court.

**Keith Stephens**

**REGISTRAR & SECRETARY OF SYNOD**

## **MASTER OF MINISTRY PROGRAMME**

### **Motion:**

Synod recognises the increasingly diverse demands on ministry skills and capabilities and commends and supports St Barnabas' College in focusing on developing a Masters of Ministry program as a platform for supporting and assisting all in ministry leadership.

Moved: Bishop Tim Harris      Seconded: The Rev'd Martin Woodsford

### **EXPLANATORY MEMORANDUM**

It is well recognised that ministry in the 21<sup>st</sup> century brings significant challenges in the life, growth and vitality of the Anglican Church, and especially so in our increasingly post-Christian context. Our Diocesan 2016 Vision names 'growing adaptive leaders' in the first vision statement. There is no mistaking this is easier said than done! Most of our clergy were prepared for ministry in another era. The wider social, cultural and worldview environment in which we live and minister is constantly changing. Surveys, research and data from many directions consistently indicate that churches that are less and less connected to the wider community will struggle to survive.

All is not lost! A closer look at research reveals a more complex picture. Decline in Anglican ministry is not across the board. Many churches globally are growing, vibrant in faith and adapting to new ministry contexts. Rigorous studies in the UK match data available here in Australia: growth is not limited to any one church tradition or approach, but is characterised by gospel conviction, cultural diversity and engagement with local communities or specific social groups. There is much to be learned through the experience of others, and of course we need to do our own work in understanding factors in play through the range of contexts reflected in greater Adelaide.

We have high expectations of our leaders in ministry, and the range of skills and leadership capacities needed to bring about change and initiate new directions all-too-easily results in significant stress, if not burnout.

St Barnabas College has a key role to play in the midst of all this. The SBC strategic focus on developing a professional development and learning pathway in the form of a Master of Ministry program is a major avenue for peer support and learning, enhancement of leadership abilities, and exploring a wide range of ministry approaches, all grounded in a biblical understanding of the mission of God.

Learning is not all in the classroom. It is in and through connecting face-to-face time with a growing body of research, alongside grassroots ministry praxis and projects that we may all learn from as a diocese.

In the midst of these challenging times, we need to encourage, support and provide time and space for our leaders in ministry to continue to grow, reflect and explore. The more we do this in a spirit of gospel partnership and a shared desire to see foundations laid for a new season of ministry in the midst of the rapidly changing cultural and social worlds of greater Adelaide, the greater the potential fruit in God's grace and mercy.

## KICKSTART YOUTH AND YOUNG ADULT MINISTRIES

### Motion:

Synod recognises the vital importance of youth and young adult ministries in the life of our church, and commends and supports the St Barnabas College initiatives in developing discipleship training and ministry apprenticeship programs through partnerships in strategic locations throughout the diocese.

Moved: Bishop Tim Harris      Seconded: The Rev'd Brad Henley

### EXPLANATORY MEMORANDUM

There is an urgent need within our Diocese to do more to re-establish and support ministry to, with and through youth and young adults. A small number of parishes have active youth programs, and some have connected to the quarterly *Thrive* events. However, much more could be done, especially by way of building on our ministry through Anglican Schools and other points of contact with youth and young adults through local connections and those from Anglican families. The NCLS data shows that the young adult retention rate for the Diocese of Adelaide is alarmingly low.

The SBC *KickStart* Youth and Young Adult Ministry Initiative is designed to integrate a *Certificate in Christian Studies* learning pathway into a broader package that addresses the whole person and is shaped around a highly relational approach, building community with peers and mentors. This is a type of gap year or 'Year 13' program, aimed at the post-school and young adult age-group – a type of youth version of the 'Ministry Apprenticeship Program'.

The aims of this initiative are to:

- grow leaders of character and conviction;
- educate in connecting the Bible, theology and culture;
- equip and support families and the church (through local church partnerships)

Our strategic focus is in equipping and supporting youth and young adult ministries in those churches without a dedicated youth and families worker, while drawing on the resources and capacities of those that do.

The format will be through four full time 'Discipleship Training' (DT) blocks, each experienced over five months. These DT blocks can undertaken either collectively, or independently.

The first three months will follow a **weekly pattern**:

2 days each week for KickStart discipleship & leadership training streams

Spiritual disciplines

Worship in community

Friendship & companionship (incl. mentoring & peer support)

Community service

#### Leadership enhancement

2 days each week for 'Certificate in Christian Studies' study – study groups and class time (over 3 months)

1 day each week for context-based ministry apprenticeship and mentoring (community service or local church-based ministry involvement)

This initial 3 month block will be followed with a month of preparation for a road trip mission experience, with a focus on building relationships with the local communities. The highlight of the DT experience will undoubtedly be the three week mission road-trip, traveling as a team to locations such as Kangaroo Island, outback SA, NT or overseas, working with local communities as requested and learning about Christian presence and ministry in such locations.

The DT block will conclude with a week to debrief, celebrate and for acknowledgement of participation.

#### **Funding.**

A key element of this program is the belief that a FT experience is needed. Anything less will result in trying to fit some further study around the edges of other commitments, likely to get a minimal take up. A full package is more attractive.

We anticipate the living costs needed for the five month Discipleship Training block would be \$12,000 (depending a little on context).

This would be split three ways:

\$4,000 for the local church to raise

\$4,000 for a wider group of supporters (family, uncles and aunties, friends etc)

\$4,000 raised by the individual involved, most likely through some casual employment

#### **Host churches.**

This is not an 'extract and disengage' approach. We are looking for local churches to reflect, pray, and if led, make a commitment to be an 'extended family' to a home or regional cell of the program. This might involve providing encouragement, prayer support, hospitality, perhaps some accommodation, casual work opportunities and mentoring or coaching in some area of spiritual formation or practical life skills.

#### **All of Diocese support**

We are also looking for widespread support throughout the Diocese. Churches that have limited contact with this age-group of youth or young adults may consider becoming a sponsor of a young leader elsewhere in the Diocese. It would be wonderful if churches, schools or other Diocesan organisations considered offering 'KickStart' Scholarships, and even better if we developed a 'KickStart Support Foundation'.

This is an opportunity and moment in the life of our Diocese to invest in the next generation, to sow seeds at a significant time in the life of youth and young adults that may bear fruit in strengthening Christian identity and character, leadership skills and a strong sense of purpose in life.

## RECONCILIATION ACTION PLAN (RAP)

### Motion:

That Synod note with interest the recent launch of a Reconciliation Action Plan (RAP) in the Anglican Diocese of Melbourne and request that Diocesan Council form a working party to develop a RAP in the Diocese of Adelaide.

Moved: The Rev'd Martyn Woodsford      Seconded: The Rev'd Sonya Peterson

## EXPLANATORY MEMORANDUM

### Background:

A Reconciliation Action Plan (RAP) is a structured process for organizations to develop a way to engage more clearly and effectively in reconciliation between Aboriginal people and all other Australians.

The process is organized through Reconciliation Australia and is based on three key principles: Respect, Relationships and Opportunities. There are four distinct yet related RAP stages identified in the process: Reflect, Innovate, Stretch and Elevate.

The focus of developing a RAP is on sustained journey of learning, engagement and activities and not simply an end product. It is a deliberate and progressive series of commitments and actions to further reconciliation between Aboriginal and all other Australians.

The web link for Reconciliation Australia and the RAP is detailed in their website as follows:

<https://www.reconciliation.org.au/raphub/>

Several organizations which are part of the Anglican Community have commenced the RAP process, for example the Anglican Board of Mission Australia and AnglicareSA.

The Diocese of Melbourne recently launched a RAP and this is what has inspired the motion before the Synod of the Diocese of Adelaide. More information about the Diocese of Melbourne RAP including a download of the RAP is available through the following website:

<http://www.anglicannews.org/news/2015/08/anglican-diocese-of-melbourne-launches-reconciliation-action-plan.aspx>

As the Diocese of Melbourne RAP indicates, a RAP may include elements such as fostering cultural awareness; engaging with aboriginal leaders and organizations; participating in cultural events; recognising country culture and elders; employing a cultural liaison officer; strengthening existing connections with Aboriginal people and communities; recognising Aboriginal people already involved within the organization; initiatives to further reconciliation and close the gap and others.

A RAP for the Diocese of Adelaide could bring together energies and interests across the Diocese of Adelaide including people engaged in reconciliation for some time and people just becoming involved, for example, through recent cultural respect sessions held in the Diocese of Adelaide. The development of a RAP in the Diocese of Adelaide presents an opportunity to reflect on how far we have come, to consolidate what we have already achieved and to continue the reconciliation journey.

## RECEPTIVE ECUMENISM - REPORT TO GENERAL SYNOD 2015

### Motion:

That this Synod:

- Acknowledges the significance of the practice of Receptive Ecumenism within the Anglican Communion with other Christian Churches and the wider Community;
- Commends the work of the South Australian Council of Churches for its leadership in promoting Receptive Ecumenism including the production of “Healing Gifts for Wounded Hands” as a guide to the practice of Receptive Ecumenism;
- Encourages the active participation of members of the Anglican Diocese of Adelaide, its parishes, schools and organizations in implementing the practice of Receptive Ecumenism as part of the future of its ministry and mission and for the sake of the vitality and unity of the whole Christian Church.

Moved: The Rev’d David Covington-Groth

Seconded: The Right Rev’d Dr Timothy Harris

### EXPLANATORY MEMORANDUM

The practice of Receptive Ecumenism can be seen to include the following elements:

- Being open to receive with integrity the gifts of Christian traditions other than our own
- Participating in an exchange of gifts through hospitality and conversations where we receive from other Christian traditions as well as sharing, with humility, gifts from our own tradition
- Recognising a yearning or inadequacy in the structures and practices of our faith tradition and desiring healing through conversation with an ecumenical other
- Being open to the potential for change in ourselves, our disposition and attitude, as well as the structures and processes of our faith tradition so we can be more fully and authentically who we are as well as see ourselves connected with a wider experience of Christianity
- Recognising the foundation of our unity as Jesus Christ in the fullness of the Trinity and celebrating how this is manifested on our engagement with each other as those who are in Christ

Based on “Healing Gifts for Wounded Hands” South Australian Council of Churches for the Synod of the Diocese of Adelaide 2015



## Explanatory Memorandum

### Proposed Amendments to the Anglicare SA Ltd. Constitution.

With a possible agreement between Anglicare SA Housing Limited and Laura and Alfred West Cottage Homes (LAWCH) Inc., proposed amendments to the constitutions of Anglicare SA Ltd. and AnglicareSA Housing Limited have been agreed between LAWCH and AnglicareSA.

The attached drafts reflect changes as a result of meetings between the Archbishop, the Chair of the AnglicareSA Board, the Chair of the Laura and Alfred West Cottage Homes Board and the Chancellor of the Anglican Diocese of Adelaide.

The key change to the **AnglicareSA Ltd. Constitution** is as follows:

1. Amendment to 19.1 (c) and 21.2 transfers the election of 3 members of the Board from the Synod at the election Synod to the Anglicare SA Ltd AGM in the election year of Synod.
2. An amendment to 26.5 provides similar requirements for the board of a subsidiary. The amendment also specifically excludes Anglicare SA Housing Ltd from these requirements as the formula for this Board is somewhat different.
3. Sub-clause 26.5.2 amendment to part (a) and the addition of part (b) which enables the board of the subsidiary to have directors nominated and appointed by the non AnglicareSA member or members but preserves to AnglicareSA (via its Board) the ability to determine whether or not those special purpose entity members have 50% of the board or a greater or lesser number of the directors on the board of the subsidiary.
4. The addition of sub-clause 26.5.3 (refer to the new clause 10.1(d) of the AnglicareSA Housing Constitution.
5. The addition of sub-clause 26.5.4 to provide for control by AnglicareSA Ltd of the members or shareholders of the proposed subsidiary.

**THE CONSTITUTION  
of  
ANGLICARE SA  
(ACN 169 715 762)**

**A Public Company Limited by Guarantee Incorporated  
under the Corporations Act 2001 (Cth)**

**PART 1**

**1. PREAMBLE**

- 1.1 Anglicare SA Inc was incorporated pursuant to the Associations Incorporation Act 1985 (SA) on 24 June 2000 in order to:
- (a) incorporate separately Anglican Community Services, which since 1997 had been otherwise known as Anglicare SA, and which was established in 1991 under an Ordinance of the Synod to initiate, develop, encourage and manage social welfare and community services on behalf of the Synod; and
  - (b) assume the continuing activities of the Anglican Community Services Children's Care Fund Inc.
- 1.2 The registration of this Company proceeds from the desire to convert Anglicare SA Inc to a company limited by guarantee under the Corporations Act 2001 (Cth).

**2. NAME**

The name of the Company is **Anglicare SA** ("Anglicare SA").

**3. DEFINITIONS**

3.1 The replaceable rules contained in the Act do not apply to this Company.

3.2 In this Constitution:

"**Act**" means the Corporations Act 2001 (Cth) as amended or substituted from time to time;

"**Bishop**" means the Bishop of the Diocese of Adelaide and includes a person for the time being administering the affairs of the Diocese;

"**Diocesan Council**" means the Diocesan Council of the Synod;

"**Chair**" means the Chair of the Board and includes a person acting as Chair;

"**Board**" means the Company's Board of Directors;

"**Company**" means Anglicare SA;

"**Director**" means a director of the Company. Members of the Board are Directors;

"**Diocese**" means a diocese of the Anglican Church of Australia;

"**financial year**" means a year ending on 30 June;

"**Member**" means a member of the Company;

**"ordinary resolution"** in relation to the Board or the Members means a resolution passed by simple majority;

**"Rules"** means the Rules of the Company made under clause 29;

**"Secretary"** means the secretary for the time being of the Company and, if there are joint secretaries, any one or more of such joint secretaries;

**"President"** means the president of the Board appointed pursuant to sub-clause 19.1 (a);

**"special resolution"** in relation to the Board or the Members means a resolution passed at a meeting by not less than 75% of the Directors/Members present and voting;

**"subsidiary"** has the same meaning as in the Corporations Act 2001 (Cth);

**"Synod"** means the Synod of the Diocese of Adelaide of The Anglican Church of Australia Incorporated;

**"the Constitution"** means this Constitution, as and if amended and in force from time to time.

#### 4. **INTERPRETATION**

Words and expressions used in the Constitution have, unless the contrary intention appears, the same respective meanings as the word or expression would have if used in the Act.

### **PART 2 — OBJECTS, FUNCTIONS AND POWERS**

#### 5. **OBJECTS OF ANGLICARE SA**

5.1 The Company is a Christian organisation which seeks to express God's love and care for the needs of individuals, families and communities by:-

- (a) the relief of poverty;
- (b) the care and welfare of children, young people and adults who are financially, emotionally or socially disadvantaged, with a primary focus on families;
- (c) care for the aged;
- (d) the undertaking, carrying on or carrying out of charitable work or charitable purposes;
- (e) the support and development of theological reflection and ministerial formation.

5.2 In support of these objects, the Company will:-

- (a) initiate, develop and manage social welfare and community services;

- (b) assist and encourage parishes or other Anglican agencies to provide social welfare and community services;
- (c) assist and encourage other organisations which are affiliated with the Anglican Church or supportive of its ethos to provide social welfare and community services or by otherwise promoting specific social welfare and community service projects in conjunction with those organisations;
- (d) work in cooperation with other Anglican agencies and Dioceses within the South Australia for the delivery of social welfare and community services throughout South Australia;
- (e) determine policies and authorise development projects for the effective delivery of social welfare and community services;
- (f) initiate and participate in programs to assist unemployed people;
- (g) liaise with statutory authorities and with other social welfare and community agencies;
- (h) raise and administer funds for the delivery of social welfare and community services;
- (i) provide integrated services that support and care for elderly people both in residential facilities and in the community;
- (j) pursue such other functions and activities as are consistent with or incidental to these objects.

## 6. **FUNCTIONS**

The functions of the Company are:

- (a) to provide, co-ordinate, arrange or lobby for the provision of resources and services for the carrying out of its objects;
- (b) to undertake programs of education, training, research and planning;
- (c) to publish and disseminate information resulting from those programs;
- (d) to raise funds by any lawful means and to invest, apply and disburse such funds by or for any lawful means or purpose in a manner consistent with its objects;
- (e) to acquire and/or manage property, including real property, which was formerly vested in the Synod for the purposes of social welfare and community services;
- (f) to acquire and/or manage such further property, including real property, for the purposes of social welfare and community services;
- (g) to acquire and/or manage any legacies and bequests, or any property, including real property, formerly vested in Anglican Community Services Children's Care Fund Incorporated.

## 7. **POWERS**

The Powers of the Company are:

- (a) to acquire, receive, hold, lease, deal with and/or dispose of any real or personal property, together with the income derived therefrom;
- (b) to establish and/or maintain premises, including residential premises, for the purposes of the provision of its services;
- (c) to receive donations, legacies and bequests together with all or any income derived therefrom;
- (d) to act as trustee;
- (e) to obtain financial accommodation and make investments;
- (f) to enter into agreements, arrangements, partnerships and joint ventures;
- (g) to receive and administer grants for charitable purposes connected with its objects;
- (h) to make grants for charitable purposes connected with its objects;
- (i) to employ staff;
- (j) to do all things necessary or convenient to be done for or in connection with the carrying out of its functions;
- (k) to exercise any of the powers conferred by the Act.

## **PART 3 — THE MEMBERS OF ANGLICARE SA**

### 8. **QUALIFICATION FOR MEMBERSHIP**

- 8.1 All members of the Board will be Members of the Company notwithstanding that they may not be a member of the Synod.
- 8.2 Those persons who from time to time are members of Synod (including Alternate members at such time or times as they are entitled to attend a meeting of the Synod) and who have applied to be members of the Company shall be accepted as members of the Company.
- 8.3 Every applicant for membership of the Company will execute and deliver to the Company an application for membership in such form as the Board from time to time determines.
- 8.4 When an applicant has been accepted for membership of the Company, the Secretary will forthwith send to the applicant written notice of the applicant's acceptance and will enter the applicant's name in the register of Members.
- 8.5 No member is to confer, speak, broadcast, write or publish on behalf of, or otherwise represent or purport to represent, the Company in any way unless authorised in writing by the Board.

8.6 The rights of a Member of the Company are:

8.6.1 to attend, participate in and vote at any General Meeting;

8.6.2 to join in a requisition of Members to convene a Special General Meeting pursuant to sub-clause 13.2 and to convene a Special General Meeting in accordance with and subject to the provisions of sub-clause 13.4;

8.6.3 to give notice of business to be brought before a General Meeting pursuant to sub-clause 14.3;

8.7 The rights of any Member are not transferable.

8.8 The Board may create and dissolve such additional categories of membership as the Board may from time to time determine but, subject to a right to attend and speak at a General Meeting, the Members of such categories may not exercise the rights referred to in sub-clause 8.7.

8.9 The initial Members of the Company shall be those persons who were members of Anglicare SA Inc immediately prior to the registration of the Company.

## 9. **RECOMMENDATIONS TO THE BOARD**

In addition to their other functions and powers under the Constitution, the Members may by ordinary resolution make recommendations to the Board.

## 10. **REGISTER OF MEMBERS**

10.1. The Board will cause to be kept and maintained a register of Members which register may be kept in conjunction with the register of members of the Synod in accordance with any arrangement made to that effect with the secretary of the Synod. The Register of Members will be available for inspection by Members at the address of the registered office of the Company.

10.2. The address of a Member in the register of Members will be the address of the Member for the purpose of service of any notices to Members. It is the responsibility of each Member to advise the Secretary of his or her current postal and electronic addresses for the service of notices, and of his or her current means of contact by telephone, facsimile, email or other electronic means.

10.3. A Member's membership of the Company will cease:

- (a) if a person who became a Member of the Company by virtue of his or her membership of Synod ceases to be a member of Synod and such cessation of membership of the Company will be effective from the date of receipt by the Secretary of a notice from the public officer of Synod which so informs the Secretary;
- (b) if a person who became a Member of the Company by virtue of his or her membership of the Board ceases to be a member of the Board and such cessation of membership of the Company will be effective from the date that the person stopped being a member of the Board;

- (c) if the Member resigns that membership by giving notice in writing to the Secretary and such resignation will be effective from the date of receipt of the notice by the Secretary;
- (d) if the membership of the Member is terminated under sub-clause 10.5 and such termination will be effective from the date of the resolution of the Directors;
- (e) if the member dies;

10.4. The termination of a Member's membership (whether by resignation, expulsion or otherwise) will not in any way prejudice, lessen or affect the rights, duties, liabilities and obligations of a Member whether they:

- (a) arise under this Constitution or otherwise; and
- (b) are existing at the date of such termination or may arise or crystallise after that date out of or by reason of facts or circumstances occurring or in existence at or before that date.

10.5. If any Member:

- (a) wilfully refuses or neglects to comply with the provisions of this Constitution; or
- (b) engages in conduct which in the opinion of the Directors is unbecoming of the Member or prejudicial to the interests of the Company or its objects as set out in clause 5,

the Directors may by resolution censure, suspend or expel the Member from the Company.

10.6. Any Member who is proposed to be censured, suspended or expelled:

- (a) will be given at least one week's notice of the meeting of the Directors at which such a resolution is to be put which will state the nature of the allegations against the Member and the intended resolution; and
- (b) will have the opportunity of giving orally or in writing any explanation or defence the Member may think fit at such meeting, before the passing of any resolution for censure, suspension or expulsion.

10.7. Any person who for any reason ceases to be a Member of the Company must no longer represent themselves in any manner as being a Member.

## 11. **ANNUAL GENERAL MEETING**

- 11.1 The Company will no later than 30 November in each year convene an Annual General Meeting of its Members.
- 11.2 The Annual General Meeting will be held on such day prior to 30 November in that year as the President will agree and will, as far as possible, be convened at a time to coincide as conveniently as possible with a meeting of the Synod.
- 11.3 The Annual General Meeting will be specified as such in the notice of

meeting.

11.4 The ordinary business of the Annual General Meeting will be:-

11.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

11.4.2 to receive from the Board reports on the operation of services and on the transactions of the Company during the last preceding financial year;

11.4.3 to receive the report from the auditor;

11.4.4 to appoint an auditor as required. The auditor may only be removed by ordinary resolution of the Members at a General Meeting of which notice has been given;

11.4.5 to consider making recommendations to the Board pursuant to clause 9.

11.5 The ordinary business of the Annual General Meeting does not need to be specified in the notice of meeting.

11.6 The Annual General Meeting may transact special business of which notice is given in accordance with the Constitution.

11.7 The Annual General Meeting will be in addition to any General Meetings that may be held in the same year.

## **12. GENERAL MEETING**

12.1 A General Meeting, other than the Annual General Meeting or any Special General Meeting convened in accordance with sub-clauses 13.1 or 13.2, may be convened in conjunction with the annual session of the Synod.

12.2 All General Meetings other than the Annual General Meeting will be called Special General Meetings.

## **13. SPECIAL GENERAL MEETING**

13.1 A majority of the Directors may, whenever they think fit, convene a Special General Meeting of the Company in accordance with sub-clause 13.3.

13.2 The Board will, on the requisition in writing of Members representing not less than ten per cent (10%) of Members, convene a Special General Meeting of the Company.

13.3 A requisition for a Special General Meeting will state the objects of the meeting and will be signed by the Directors/Members making the requisition and be sent to the address of the Secretary and may consist of several documents in a like form, each signed by one or more of the Directors/Members making the requisition.

13.4 If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition referred to in sub-clauses 13.1 or



13.2 is sent to the address of the Secretary, the Directors/Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.

- 13.5 A Special General Meeting convened by Directors/Members pursuant to the Constitution will be convened in the same manner as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting will be refunded by the Company to the persons incurring the expenses.

#### **14. NOTICE OF MEETING**

- 14.1 The Secretary will, at least fourteen (14) days before the date fixed for holding a General Meeting, cause to be given or sent to each Member a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting including the full text of any special resolution to be considered at the meeting.
- 14.2 No business other than that set out in the notice convening the General Meeting, or in the case of an Annual General Meeting, the ordinary business of that Annual General Meeting (as set out in sub-clause 11.4), will be transacted at the General Meeting.
- 14.3 A Member desiring to bring any business before a General Meeting may give notice of that business in writing to the Secretary not less than twenty-one (21) days prior to the date scheduled for the next General Meeting and the Secretary after the receipt of the notice will include that business in the notice calling the next General Meeting.

#### **15. PROCEEDINGS OF MEETINGS**

- 15.1 No item of business will be transacted at a General Meeting unless a quorum of Members is present in person during the time when the meeting is considering that item.
- 15.2 Thirty (30) Members present in person (being Members entitled under the Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 15.3 No item of business can be transacted at a meeting unless set out in the notice convening the meeting.
- 15.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the General Meeting if convened on the requisition of Members will be dissolved and in any other case will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and, if at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Members present in person (being not less than fifteen (15)) will be a quorum.
- 15.5 The Chair, or in his absence, the President, will preside as Chair at each General Meeting.

- 15.6 If the Chair and the President are absent from a General Meeting, the Members present will elect one of their number to preside as Chair at the General Meeting.
- 15.7 The Chair of a General Meeting at which a quorum is present may, with the consent of the General Meeting, adjourn the meeting from time to time and place to place, but no business will be transacted at an adjourned General Meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.8 Where a General Meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned General Meeting will be given as in the case of the General Meeting.
- 15.9 Except as provided in sub-clause 15.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

## **16. VOTING**

- 16.1 Members will each have one vote only on any question arising at a General Meeting.
- 16.2 Only Members present may vote.
- 16.3 A question arising at a General Meeting will be determined on a show of hands and unless, before or on the declaration of the show of hands, a poll is demanded in accordance with sub-clause 16.4, a declaration by the Chair that a resolution on a show of hands has been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the Minute Book of the Company, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 16.4 If at a General Meeting a poll on any question is demanded by the Chair or by not less than five (5) Members present it will be taken at that General Meeting in such manner as the Chair may direct and the resolution of the poll will be deemed to be a resolution of the General Meeting on that question.
- 16.5 A poll that is demanded on the election of a Chair or on a question of an adjournment will be taken immediately and a poll that is demanded on any other question will be taken at such time before the close of the General Meeting as the Chair may direct.

## **PART 4 — THE BOARD**

### **17. THE BOARD**

The affairs of the Company will be managed by the Board.

### **18. POWERS OF THE BOARD**

Subject to this Constitution and the Act, but without otherwise limiting the authority conferred by clause 17 hereof, the Board may:

- (a) exercise all such powers and functions as may be exercised by the Company other than those powers and functions that are required by the Constitution to be exercised by General Meetings of the Members or by the Synod;
- (b) perform all such acts and things as appear to the Board to be necessary for the proper management of the business and affairs of the Company.

## 19. MEMBERSHIP OF THE BOARD

19.1 The Directors will be:

- (a) the Bishop, who will be President;
- (b) one person appointed by the Bishop;
- (c) three (3) persons elected by Members of the Synod-Company in each election year (of whom not more than two (2) will be clergy);
- (d) three (3) persons elected by the Diocesan Council (who need not be members of Diocesan Council);
- (e) three (3) persons elected by the Board;
- (f) one (1) person appointed by the Diocese of Willochra;
- (g) one (1) person appointed by the Diocese of The Murray.

19.2 The first Board comprises those existing members of the Board of Anglicare SA Inc immediately prior to the incorporation of the Company who have consented to become Directors until new Directors are appointed or elected pursuant to clause 21.

## 20. OFFICERS OF THE BOARD

20.1 The officers of the Board will be:

- (a) the President;
- (b) the Chair;
- (c) the Deputy Chair.

20.2 The Board will elect from their number a Chair and Deputy Chair who will hold office for the current term of their appointment to the Board.

20.3 The Board will appoint a Secretary pursuant to Part 2D.4 of the Act.

20.4 There is nothing to preclude the Chief Executive from being the Secretary of the Company. The Secretary will be responsible for keeping company records and registers and otherwise administering the affairs of the Company and the business of the Board.

## 21. APPOINTMENT AND ELECTION OF THE BOARD

21.1 The person appointed to be a Director by the Bishop will be appointed as soon as practicable after the annual session of the Synod in each election year as

defined in Section 14 of the Constitution of the Synod (hereinafter referred to as an "election year").

- 21.2 The Directors elected by the Synod Members will be elected in each election year ~~of Synod and in accordance with the provisions of the Elections and Appointments Ordinance of 1980 as amended from time to time.~~
- 21.3 The Directors elected by the Diocesan Council will be elected at the first meeting of the Diocesan Council held after the annual session of the Synod in the year following an election year.
- 21.4 The Directors elected by the Board will be elected at the first meeting of the Board held after the annual session of the Synod in the second year following an election year.
- 21.5 The Directors appointed by the Dioceses of Willochra and The Murray respectively will each be appointed in such manner and for such term as determined by each Diocese, but, in any event for a term not exceeding three (3) years.
- 21.6 Subject to clause 21.9, all Directors appointed or elected will hold office until their successors are appointed or elected. A Director will be eligible for re-appointment or re-election as the case may be.
- 21.7 Any vacancy in the membership or office of the Board will be filled in the same manner as the previous occupant was appointed or elected and by the same authority, provided that Diocesan Council will have the power to fill a vacancy on behalf of the Synod, with any such appointment being for the balance of the previous occupant's term.
- 21.8 No employee of the Company will be eligible for election to the Board.
- 21.9 The office of Director will become vacant in any of the following circumstances:
  - (a) if the Director dies;
  - (b) if the Director ceases to be entitled to be a Board Director by virtue of the provisions of any statute;
  - (c) if the Director becomes a bankrupt or makes an arrangement or composition with his or her creditors generally;
  - (d) if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) if the Director is convicted of an indictable offence, or of an offence which, if committed in South Australia would be an indictable offence;
  - (f) if the Director resigns from office by notice in writing to the Board delivered to the Chair;
  - (g) if the Director is absent from three or more consecutive meetings of the Board without the permission of the Board;
  - (h) if the term of office expires and the Director is not re-elected in the manner provided in the Constitution;

- (i) if the Director becomes an employee of the Company.

## **22. PROCEEDINGS OF THE BOARD**

- 22.1 The Board will meet at least six (6) times each financial year at such places and at such times as the Board may determine.
- 22.2 Special meetings of the Board may be convened by the Chair or by three (3) Directors.
- 22.3 Seven (7) days written notice will be given to Directors of any special meeting specifying the general nature of the business to be transacted and no other business will be transacted at such a meeting, provided always that the Directors may by ordinary resolution agree retrospectively to accept a shorter period of notice.
- 22.4 Fifty per cent (50%) of the number of Directors constitute a quorum for the transaction of the business of a meeting of the Board.
- 22.5 No business will be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting will stand adjourned to the same place and at the same hour of the same day of the same week in the following month unless the meeting was a special meeting in which case it lapses.
- 22.6 At meetings of the Board:-
- 22.6.1 the Chair, or in his or her absence, the Deputy Chair, or failing him or her, the Bishop, will preside; or
- 22.6.2 if the Chair, the Deputy Chair and the Bishop are absent, such one of the remaining Directors as may be chosen by the Directors present will preside.
- 22.7 Questions arising at a meeting of the Board or of any committee appointed by the Board will be determined on a show of hands.
- 22.8 Each Director or member of a committee present at a meeting of either the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 22.9 Notice of each Board meeting will be served on each Director by delivering it to that Director personally, by sending it by pre-paid post addressed to that Director at his/her usual or last known place of abode or electronically to an email address or facsimile number provided by the Director for the purposes of sending such notices.
- 22.10 Subject to sub-clause 22.4, the Board may act notwithstanding any vacancy on the Board or defect in the appointment or election of any Director.
- 22.11 The Secretary will arrange for minutes of the resolutions and proceedings at each General Meeting and each Board Meeting to be kept in books provided for that purpose together with a record of the names of persons present at such meetings.

## **23. COMMITTEES**

- 23.1 Subject to the Act, the Constitution and the Rules, the Board may from time to time establish such committees as it thinks fit to exercise powers delegated by the Board, to advise the Board or for any other purpose.

23.2 A committee will consist of:

- (a) such Directors as the Board determines; and
- (b) such other persons (if any) as the Board determines.

23.3 The Board may determine the number of members of a committee who are Directors who must be present when a question is determined by a committee.

23.4 Subject to the Act, the Constitution and the Rules, the proceedings of a committee are in its discretion.

23.5 The Board may at any time dissolve a committee established under this clause.

## **24. PECUNIARY INTERESTS**

24.1 A Director or a member of a committee established under clause 23 who has a pecuniary interest in a matter being considered, or about to be considered, by the Board or committee must, as soon as practicable after the relevant facts have come to the Director's or member's knowledge, declare the nature of that interest at the meeting of the Board or committee.

24.2 The chair of a meeting at which a declaration is made under this clause must cause a record of the declaration to be made in the minutes of the meeting.

24.3 Unless the Board or committee otherwise resolves, a Director or a member of a committee who has made a declaration under sub-clause 24.1 must not be present during any deliberation with respect to, or vote on, the matter in respect of which the declaration is made.

## **PART 5 — GENERAL**

### **25. CHIEF EXECUTIVE**

25.1 The Board may, with the approval of the Bishop, appoint a person as the Chief Executive of the Company.

25.2 Except at the discretion of the Bishop, a person who is not a communicant member of the Anglican Church of Australia is not eligible to be appointed as the Chief Executive.

25.3 The Chief Executive holds office on such terms and conditions as are determined by the Board.

25.4 The Board may remove the Chief Executive from office.

25.5 Subject to the Directors resolving to exclude the Chief Executive from a meeting or from consideration of a particular item, the Chief Executive is expected to attend all Board and committee meetings.

### **26. PROPERTY AND INCOME OF ANGLICARE SA**

26.1. Subject to this clause, the property and income vested in, or acquired by, the

Company, however derived, except insofar as it is subject to a trust, must be held and applied solely towards the objects of the Company as set out in the Constitution.

26.2. Property and income of the Company must not be paid or transferred directly or indirectly by way of profit to a Director, Member— or an employee of the Company.

26.3. Nothing in this Constitution prevents the payment in good faith of remuneration to any officer, employee or Member of the Company (including any firm or corporation in which any officer, employee or Member has an interest) in return for any services actually rendered or for any goods supplied to the Company in the ordinary and usual way of business, nor prevent the payment of interest, in good faith, on money borrowed by the Company from any Member, or reasonable and proper rent for premises let by any Member to the Company.

26.4. The property known as St Barnabas' Building will not be sold, transferred, leased for a period exceeding seven years, mortgaged or otherwise encumbered without the approval of a majority of Members present and voting at a general meeting of the Company and confirmed by resolution of the Synod or by two thirds of the membership of the Diocesan Council of the Synod. This sub-clause will not apply to the sale, transfer, lease, mortgage or encumbrance of the property to the Synod or to a body nominated in writing by the Synod.

26.5. The eCompany will not cause to be incorporated or otherwise acquire a subsidiary unless:

26.5.1 the objects of ~~the that~~ subsidiary are the same as or are limited to a purpose that falls within the objects of the eCompany; ~~and~~

26.5.2 the constitution of ~~the that~~ subsidiary provides that:

~~-(a) the appointment of every director of that subsidiary must be approved by the Company, via resolution of its Board, prior to appointment; and either~~

~~(b) that such directors be either a Director or an employee of the eCompany and must be appointed by the Board; or~~

~~(c) a majority of the board of that subsidiary is comprised of Directors or employees (or a combination of both) of the Company and the balance of directors is comprised of a nominee or nominees of the member or members of that subsidiary.~~

26.5.3 This clause 26.5 does not apply to Anglicare SA Housing Limited ACN 600 073 809.

## 27. ACCOUNTS OF ANGLICARE SA

27.1 The Board must cause to be kept proper accounts and records of the transactions and affairs of the Company and such other records as sufficiently explain the financial operations and financial position of the Company.



- 27.2 The Board must do all things reasonably necessary to ensure that all payments of money are correctly made and properly authorised and that adequate control is maintained over the assets of the Company and over the incurring of liabilities by the Company.
- 27.3 The Board must cause the accounts of the Company to be audited annually by a registered company auditor appointed by the Annual General Meeting.
- 27.4 The Board must cause the audited accounts and an annual report on the operations of the Company to be presented to the Annual General Meeting.
- 27.5 The Board will make available to each annual or special session of the Synod its most recently audited accounts and annual report on the operations of the Company.

## **28. FUTURE AMALGAMATION**

The Company agrees that, upon the proper resolutions being passed and the appropriate formalities being met, it will amalgamate with the Anglican Community Services Children's Care Fund Incorporated, which itself is comprised of the following four institutions, which were formerly known as:

- A. The Orphan Home which was founded in 1860 and later became known as the Orphan Home Adelaide Incorporated.
- B. The Children's Home which was founded at Walkerville in 1886 and later became known as the Church of England Boys Home Incorporated.
- C. St Mary's Mission of Hope which was founded in 1929 and later became known as St Mary's Home for Children Incorporated.
- D. Wanslea Incorporated which was founded in 1948 to provide a temporary home for children in need.

## **29. RULES OF ANGLICARE SA**

The Board may, in accordance with the Constitution, make rules not inconsistent with the Act or the Constitution.

## **30. INDEMNITY**

- 30.1 A Director or a Member of the Company or a member of a committee of the Board and each employee of the Company is entitled to be indemnified out of the assets of the Company against—
  - (a) all or any loss or liability incurred by him or her in carrying out duties as such Director, Member, member of a committee or employee, not being a loss or liability in respect of any wilful act or omission amounting to negligence, default, breach of duty or breach of trust on his or her part; and
  - (b) all or any liability incurred as such by a Director, Member, member of a committee or employee in defending any proceedings whether civil or criminal in which judgment is given in his or her favour, or in which he or she is acquitted.



- 30.2 The Company may apply such assets of the Company as are necessary for the purposes of this clause.

### **31. AMENDMENT OF THE CONSTITUTION**

The Constitution will not be altered except by resolution of not less than two-thirds of the Members of the Company present and voting at a general meeting of the Company and confirmed by resolution of the Synod.

### **32. WINDING UP OR DISSOLUTION**

- 32.1 The Company may be wound up upon the adoption by Members of a special resolution to that effect passed at a General Meeting held in conjunction with the annual or any special session of the Synod.
- 32.2 On the winding up of the Company, if there are any assets remaining after satisfaction of the liabilities of the Company, the assets must be paid or transferred as determined by the Members to an organisation the objects of which are or include charitable objects similar to those of the Company and which is connected with the Anglican Church of Australia within the State of South Australia or, if there is no such organisation approved by the Members, to an organisation the objects of which are or include charitable objects for the relief of poverty and which is connected with another Christian denomination.
- 32.3 Each Member of the Company undertakes to contribute to the property of the Company, in the event of the Company being wound up while that person is a Member or within one (1) year after that person ceases to be a Member, for payment of the debts and liabilities of the Company contracted before that person ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding Twenty Dollars (\$20.00).

### **33. NOTICES**

- 33.1 A notice may be served by or on behalf of the Company on any Member either personally or by sending it by pre-paid post to the Member at the Member's address shown in the Register of Members or electronically to an email address or facsimile number provided by the Member to the Company for the purposes of sending such notices.
- 33.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document will, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- 33.3 Where a notice or other document is properly addressed and sent to a Member's email address or facsimile number provided by the Member to the Company for such purposes, the document will, unless the contrary is proved, be deemed to have been given to the person on the day following the day on which it was transmitted.

### **34. ELECTRONIC MEETINGS OF DIRECTORS**

- 34.1 For the purposes of this Constitution, the contemporaneous linking together by

telephone or other electronic means of instantaneous communication device of a number of the Directors, being at least a quorum, whether or not any one or more of them is out of Australia, constitutes a meeting of the Board and all the provisions of this Constitution as to meetings of the Board apply to such a meeting if the conditions which follow are met.

34.1.1 All the Directors for the time being entitled to receive notice of the meeting of Directors will be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting will be given on the instantaneous communication device or in any other manner permitted by this Constitution.

34.1.2 Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part at the commencement of the meeting.

34.1.3 At the commencement of the meeting each Director taking part acknowledges the respective Director's presence for the purposes of the meeting to all other Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.

34.2 A Director may not leave a meeting held by an instantaneous communication device by disconnecting his or her instantaneous communication device unless he or she has previously expressly notified the Chair of the meeting of his or her intention to leave the meeting and a Director will be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.

34.3 A minute of the proceedings at meetings held by an instantaneous communication device will be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chair of the meeting.

34.4 For the purpose of this Constitution "instantaneous communication device" will include telephone, computer, television or any other audio and/or visual device which permits instantaneous communication individually or in combination.

34.5 The provisions contained in this clause will also apply to committees of the Board with the necessary alteration of the words "committee member" or "committee members" where the words "Director" or "Directors" appear in this clause.

## **35 CIRCULATING RESOLUTIONS OF DIRECTORS**

35.1 If a requisite majority of Directors have signed a document containing statement that they are in favour of a resolution in the terms set out in the document and reasonable notice of the proposed resolution has been given to all Directors, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day and time at which the document was last signed and at the time at which the document was last signed by one of the majority of Directors. Such a document will be deemed

to constitute a minute of that Board meeting.

- 35.2 Two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by those Directors on the day on which they signed the separate documents.

## Explanatory Memorandum

### Proposed Amendments to the Anglicare SA Housing Limited Constitution.

With a possible agreement between Anglicare SA Housing Limited and Laura and Alfred West Cottage Homes (LAWCH) Inc., proposed amendments to the constitutions of Anglicare SA Ltd. and AnglicareSA Housing Limited have been agreed between LAWCH and AnglicareSA.

The attached drafts reflect changes as a result of meetings between the Archbishop, the Chair of the AnglicareSA Board, the Chair of the Laura and Alfred West Cottage Homes Board and the Chancellor of the Anglican Diocese of Adelaide.

The key changes to the **AnglicareSA Housing Limited Constitution** are as follows:

1. Preamble (clause 1) – this has been changed to reflect the recent history of incorporation of Anglicare SA Housing, and any agreement between Laura & Alfred West Cottage Homes and Anglicare SA Housing as to a “merger.”
2. Objects (clause 5) has been amended to include similar objects of the Division.
3. Clause 6.7 has been added to provide the activities of the Division as a function
4. Clause 9.1 has been amended to strike out the second sentence to reflect the suggested change in membership of the Anglicare SA Housing Board as detailed in sub-clause 10.1.
5. Sub-clause 9.2 has been inserted to properly reflect the powers of a company under the *Corporations Act 2001 (Cth)*.
6. A new clause in the AnglicareSA Housing constitution is to be introduced to specify the membership of the Board (Clause 10. Membership of the Board).
7. Paragraph 15.4.2 has been varied and 15.4.3 to reflect the new Board and to provide particular governance requirements where subsidiary companies (e.g. incorporated joint ventures) may be established by Anglicare SA Housing.
8. The amendment to sub-clause 19.1 is a correction the original Constitution to reflect the requirements of the *Corporations Act 2001 (Cth)*, and simplifies the approval of constitutional change which will now require the approval of 2/3 of the Anglicare SA Ltd Board and ratification by members at a General meeting.
9. The insertion of clause 23 to ensure the order of the Supreme Court is required for the adoption of the new constitution.
10. The footnote in the Appendix (referenced in the Appendix at sub-clause 5.2) has been removed.
11. Sub-clauses 5.4 and 5.6 have been deleted as the Board will now have Laura & Alfred West members.

# CONSTITUTION

## ANGLICARE SA HOUSING LIMITED

## TABLE OF CONTENTS

1.	Preamble .....	3
2.	Name .....	3
3.	Definitions.....	3
4.	Interpretation.....	4
5.	Objects.....	4
6.	Functions .....	5
7.	Powers.....	5
8.	Membership .....	6
9.	Management of the Company .....	6
10.	Membership of the Board .....	6
11.	Meetings .....	7
12.	Committees.....	8
13.	Pecuniary Interests.....	8
14.	Chief Executive .....	9
15.	Income and Property of the Company .....	9
16.	Accounts of the Company .....	9
17.	Rules of the Company.....	10
18.	Indemnity .....	10
19.	Amendment of the Constitution.....	10
20.	Winding up or Dissolution.....	10
21.	Electronic Meetings of Directors .....	11
<a href="#">22.</a>	<a href="#">Circulating Resolutions of Directors.....</a>	<a href="#">12</a>
<a href="#">23</a>	<a href="#">Date of Operation and Transitional Provisions .....</a>	<a href="#">14</a>
	Appendix 'A' - Laura and Alfred west Community Housing Division.....	13

# THE CONSTITUTION

of

## ANGLICARE SA HOUSING LIMITED

(ACN #)600 073 809)

A Company Limited by Guarantee Incorporated under the Corporations Act 2001 (C'th)

### PART 1

#### 1. PREAMBLE

1.1 The Anglicare SA Housing Association Incorporated was incorporated pursuant to the Associations Incorporation Act 1985 (S.A.) on 11 October 2010 through the desire to assume the continuing activities of the Anglican Housing Association Incorporated established in 1999 for the purposes of providing a housing association registered under the South Australian Co-operative and Community Housing Act 1991.

1.1 — Anglicare SA Housing Limited (**Company**) was incorporated pursuant to the Corporations Act 2001 (C'th) on the 12th —day of June — 2014 to continue the purposes of the Anglicare SA Housing Association Incorporated under the National Regulatory System for Community Housing as a Tier 1 community housing provider.

1.2 —

~~1.31.2 The Anglicare SA Housing Association Incorporated was incorporated pursuant to the Associations Incorporation Act 1985 (S.A.) on 11 October 2010 through the desire to assume the continuing activities of the Anglican Housing Association Incorporated established in 1999 for the purposes of providing a housing association registered under the South Australian Co-operative and Community Housing Act 1991.~~

1.41.3 By Memorandum of Agreement made on the — day of 2014 In the event that the Supreme Court of South Australia authorise and directs that the assets and undertaking of Laura and Alfred West Cottage Homes Incorporated be transferred to the Company by way of a trust variation scheme pursuant to section 69B of the Trustee Act 1936 (SA) or such other powers as the Court may exercise between Laura and Alfred West Cottage Homes Incorporated and Anglicare SA Housing Association Incorporated the merger of Anglicare SA Housing Association and Laura and Alfred West Cottage Homes Incorporated was effected (SA), and then these Rules this Constitution sets out the arrangements to manage the associated Trusts in accordance with such Orders of the Supreme Court of South Australia. The arrangements specific to the assets of Laura and Alfred West Cottage Homes Incorporated are contained in Appendix 'A' to this Constitution.

#### 2. NAME

The name of the Company shall be Anglicare SA Housing Limited.

#### 3. DEFINITIONS

3.1 The replaceable rules contained in the Act do not apply to this Company.

### 3.2 In this Constitution

“**Act**” means the Corporations Act 2001 (C’t) as amended or substituted from time to time;

“**Bishop**” means the Bishop of the Diocese of Adelaide and includes a person for the time being administering the affairs of the Diocese;

“**Board**” means the Company’s Board of Directors;

“**Chair**” means the Chair of the Board and includes a person acting as Chair;

“**Company**” means Anglicare SA Housing Limited;

“**Diocesan Council**” means the Diocesan Council of the Synod;

“**Diocese**” means ~~the a~~ diocese of the Anglican Church of Australia;

“**Director**” means a director of the Company. ~~Members of the Board are Directors;~~

“**financial year**” means a year ending on 30 June;

“**Member**” means ~~Anglicare SA Incorporated or~~ Anglicare SA Limited, ~~whichever body is incorporated at the relevant time;~~

“**ordinary resolution**” in relation to the Board means a resolution passed by a simple majority;

~~“**President**” means the President of the Board appointed pursuant to sub-clause 10.1 (a);~~

~~“**Rules**” means the Rules of Anglicare SA Housing Limited made under clause 17;~~

“**Secretary**” means the secretary for the time being of the Company, and, if there are joint secretaries, any one or more of such joint secretaries;

“**sSpecial resolution**” in relation to the Board means a resolution passed at a meeting of the Board by not less than 75% of the Directors present and voting;

“**subsidiary**” has the meaning described in the Act;

“**Synod**” means the Synod of the Diocese of Adelaide of the Anglican Church of Australia Incorporated;

“**the Constitution**” means this Constitution, as and if amended and in force from time to time.

## 4. INTERPRETATION

Words and expressions used in the Constitution have, unless the contrary intention appears, the same respective meanings as the word or expression would have if used in the Act.

## PART 2 – OBJECTS, FUNCTIONS AND POWERS

### 5. OBJECTS



The objects for which the Company is established are as follows:

- 5.1 To establish a housing company on a not for profit basis for the purpose of providing accommodation for low income households, for those in need, for the relief of poverty, for the benefit of the community and on a not for profit basis, particularly for households in immediate financial need, or who have at that time specific physical, mental or social disabilities which mitigate against the acquisition or successful use of private or public housing.
- 5.2 To provide such accommodation in addition and/or supplementary to accommodation available under the South Australian Housing Trust

legislation or such other like legislation whether Commonwealth or State, without prejudicing the entitlement of persons to benefit under such legislation.

5.3 To further the objects set out in clause 3 of Appendix 'A' to this Constitution in accordance with that Appendix.

5.35.4 To assist tenants to gain access to other community resources and services.

5.45.5 To liaise with government departments and other organisations and agencies interested in the provision of accommodation to low income households in financial need or with disabilities, which militate against the acquisition or successful use of normal private or public housing.

5.55.6 To provide a service to the community in the context of the foregoing principles and objects.

5.65.7 To operate according to principles of equity and fairness.

5.75.8 To do all such lawful things as are incidental or conducive to the attainment of the above objectives.

## 6. FUNCTIONS

The functions of the Company are:

6.1 To provide, co-ordinate, arrange or lobby for the provision of resources and services for the carrying out of its objects;

6.2 To undertake programs of education, training, research and planning;

6.3 To publish and disseminate information resulting from those programs;

6.4 To raise funds by any lawful means and to invest, apply and disburse such funds by or for any lawful means or purpose in a manner consistent with its objects;

6.5 To acquire and/or manage property, including real property, which was formerly vested in the Anglicare SA Housing Association Incorporated for the purposes of social welfare and community services;

6.6 To acquire and/or manage such further property, including real property, for the purposes of social welfare and community housing and related services.

6.66.7 To enable the Divisional Committee of the Laura and Alfred West Community Division established pursuant to Appendix "A" to this Constitution to carry out its responsibilities.

## 7. POWERS

The Company shall have the following powers in addition to and without prejudice to any other powers herein expressed or implied under or by virtue of the provisions of the Corporations Act 2001 (C'th) ("the Act"): .

- 7.1 To acquire, receive, hold, lease, deal with and/or dispose of any real or personal property, together with the income derived therefrom;
- 7.2 To establish and/or maintain premises, including residential premises, for the purposes of the provision of its services;
- 7.3 To sell, lease, mortgage, grant licences or permits to use, occupy or reside in dwellings and/or other buildings built, purchased, leased or otherwise acquired by the Company to persons for whom the Company may provide accommodation or to any other persons.
- 7.4 To cause to be constructed, maintained, altered or demolished any buildings or works necessary or convenient for the purposes of the Company;
- 7.5 To purchase, lease, take in, hire or otherwise acquire and to in any way or manner dispose of any fixtures, furniture or any chattels or other items which may be used or associated with the use of dwellings;
- 7.6 To raise, receive, have, hold, administer and dispose of monies in the form of subscriptions, donations, legacies and bequests together with all or any income derived therefrom;
- 7.7 To act as trustee;
- 7.8 To obtain financial accommodation and make investments;
- 7.9 To enter into agreements, arrangements, partnerships and joint ventures;
- 7.10 To receive and administer grants from charitable purposes connected with its Objects;
- 7.11 To make grants for charitable purposes connected with its Objects;
- 7.12 To employ staff;
- 7.13 To take out policies for fire or any other insurance in relation to land, dwellings and/or other buildings built, purchased, leased or otherwise acquired by the Company and ~~to~~ for the contents of such dwellings and for other buildings.
- 7.14 To do all things necessary or convenient to be done for or in connection with the carrying out of its Functions;
- 7.15 To exercise any of the powers conferred by the Act.

### **PART 3 - MEMBERSHIP**

#### **8. MEMBERSHIP**

The Member of the Company shall be Anglicare SA Limited (ACN [169 715 762](#)).

## PART 4 – THE BOARD

### 9. MANAGEMENT OF THE COMPANY

9.1 The affairs of the Company shall be managed by -the Board.

~~The Board shall consist of the same persons as are appointed from time to time as Directors of Anglicare SA Limited (ACN #).~~

9.2 Subject to this Constitution and the Act, but without otherwise limiting the authority conferred by clause 9.1 hereof, the Board may:

- (a) exercise all such powers and functions as may be exercised by the Company other than those powers and functions that are required by this Constitution to be exercised by General Meetings of the Members or by the Synod; and
- (b) perform all such acts and things as appear to the Board to be necessary for the proper management of the business and affairs of the Company.

### 10. MEMBERSHIP OF THE BOARD

10.1 The Directors are to be appointed in writing by the Member, but subject to and in accordance with this Constitution. The Directors of the Company will be:

- (a) the Bishop;
- (b) The Chair of the board of the Member if that person is not otherwise a Director of the Company;
- (c) the person appointed by the Bishop as a director of the Member;
- (d) three (3) persons, who need not be members of the board of the Member and of whom not more than two (2) will be clergy, elected by the members of the Member, at its Annual General Meeting that falls in an election year of Synod;
- (e) the (3) persons nominated by the Diocesan Council (who need not be members of Diocesan Council) as directors of the Member;
- (f) the three (3) persons elected by the board of the Member as directors of the Member;
- (g) up to four (4) persons appointed by the Member who need not be members of the board of the Member;
- (h) the person nominated by the Diocese of Willochra as a director of the Member; and
- (i) the person nominated by the Diocese of The Murray as a director of the Member

and, subject to obtaining the prior written consent of each such person, the

Member must procure the appointment of such persons as Directors of the Company and, in like fashion, the filling of any casual vacancy that may from time to time arise.

10.2 The person appointed to fill a casual vacancy shall hold office until the expiry of the term of office of the Director whose cessation of membership caused the casual vacancy.

10.3 Except for the Bishop, who may hold office as a Director of the Company until ceasing to be the Bishop, each Director will hold that office until:

(a) where applicable, ceasing to be a director of the Member; or

(b) the expiration of three (3) years after taking office as a Director or reappointment.

10.4 A Director is eligible for reappointment or re-election as the case may require.

10.410.5 The officers of the Board shall include:

- a) the Bishop, who shall be President;
- b) the Chair, who shall be the same person as is chair, from time to time, of the Member;
- c) the Deputy Chair; and
- d) the Treasurer.

10.210.6 The Board shall elect from their number ~~a Chair~~, Deputy Chair and Treasurer who shall hold office for the current term of their appointment to the Board.

10.310.7 The Board shall appoint a Secretary pursuant to Part 2D.4 of the Act.

10.4 There is nothing to preclude the Chief Executive from being the Secretary of the Company. The Secretary will be responsible for keeping Company records and registers and otherwise administering the Affairs of the Company and the business of the Board.

10.8

10.510.9 No employee of ~~Anglicare SA~~ the Member shall be eligible for election to the Board.

10.6

## 11. MEETINGS

11.1 The Board shall meet at least six (6) times each financial year, at such places and at such times as the Board may determine.

11.2 Special meetings of the Board may be convened by the Chair or by three (3) Directors.

- 11.3 Seven (7) days' written notice shall be given to Directors of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting, provided always that the Directors may by ordinary resolution agree retrospectively to accept a shorter period of notice.
- 11.4 ~~Half~~ Not less than one half the number of the Directors constitutes a quorum for the transaction of the business of a meeting of the Board.
- 11.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day of the same week in the following month unless the meeting was a special meeting in which case it lapses.
- 11.6 At meetings of the Board:
- a) the Chair, or in his or her absence, the Deputy Chair, or failing him or her, the Bishop, shall preside; or
  - b) if the Chair, the Deputy Chair and the Bishop are absent, such one of the remaining Directors as may be chosen by the Directors present shall preside.
- 11.7 Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined on a show of hands.
- 11.8 Each Director or member of a committee present at a meeting of either the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 11.9 Notice of each Board meeting shall be served on each Director by delivering it to that Director personally or by sending it by pre-paid post addressed to that Director at his/her usual or last known place of abode or electronically to an e-mail address or facsimile number provided by the Director for the purposes of sending such notices.
- 11.10 Subject to sub-clause 11.4, the Board may act notwithstanding any vacancy on the Board or defect in the appointment or election of any Director.
- 11.11 The Secretary shall arrange for minutes of the resolutions and proceedings at each Board Meeting to be kept in books provided for that purpose together with a record of the names of persons present at such meetings.

## **12.COMMITTEES**

- 12.1 Subject to the Act, the Constitution and the Rules, the Board may from time to time establish such committees as it thinks fit and to exercise powers delegated by the Board, to advise the Board or for any other purpose.
- 12.2 A committee shall consist of:
- (a) Such Directors as the Board determines; and

- (b) Such other persons (if any) as the Board determines.
- 12.3 The Board may determine the number of members of a committee who are Directors who must be present when a question is determined by a committee.
- 12.4 Subject to the Act, the Constitution and the Rules, the proceedings of a committee are in its discretion.
- 12.5 The Board may at any time dissolve a committee established under this clause.

### **13. PECUNIARY INTERESTS**

- 13.1 A Director or a member of a committee established under clause 12 or Appendix 'A' who has a pecuniary interest in a matter being considered, or about to be considered, by the Board or a committee must, as soon as practicable after the relevant facts have come to the Director's or member's knowledge, declare the nature of that interest at the next meeting of the Board or committee.
- 13.2 The Chair of a meeting at which a declaration is made under this clause must cause a record of the declaration to be made in the minutes of the meeting.
- 13.3 Unless the Board or committee otherwise resolves, a Director or a member of a committee who has made a declaration under sub-clause 13.1 must not be present during any deliberation with respect to, or vote on, the matter in respect of which the declaration is made.

## **PART 5 – GENERAL**

### **14. CHIEF EXECUTIVE**

- 14.1 The Chief Executive is the Chief Executive of ~~Anglicare SA Limited (ACN #)~~the Member and holds office on such terms and conditions as are determined by the Board.
- 14.2 Subject to the Directors resolving to exclude the Chief Executive from a meeting or from consideration of a particular item, the Chief Executive is expected to attend all Board and committee meetings.

### **15. INCOME AND PROPERTY OF THE COMPANY**

- 15.1 Subject to this clause, the property and income vested in, or acquired by the Company, however derived except insofar as it is subject to a trust, must be held and applied solely towards the objects of the Company as set out in the Constitution.
- 15.2 Property and income of the Company must not be paid or transferred directly or indirectly by way of profit to a Director or an employee of the Company.
- 15.3 Nothing in this Constitution prevents the payment in good faith ~~or of~~ remuneration to any officer, employee or the Member of the Company

(including any firm or corporation in which any officer, employee or Member has an interest) in return for any services actually rendered or for any goods supplied to the Company in the ordinary and usual way of business, nor prevent the payment of interest, in good faith, on money borrowed by the Company from the Member, or reasonable and proper rent for premises let by the Member to the Company.

15.4 The Company will not cause to be incorporated or otherwise acquire a subsidiary unless:

15.4.1 the objects of the subsidiary are the same as or are limited to a purpose that falls within the objects of the Company; and

15.4.2 the constitution of the subsidiary provides that:

(a) the appointment of every director of that subsidiary must be approved by the Member, via resolution of its board, prior to appointment and either;

(b) that such directors be a director of the Member or an employee of the Member; or

(c) a majority of the board of that subsidiary is comprised of directors or employees (or a combination of both) of the Member and the balance of Directors is comprised of a nominee or nominees of the member or members of the Company subsidiary; and

15.4.3 the membership or shareholding of that subsidiary has been approved by the Member, via resolution of its board prior to registration, and any subsequent change in membership or shareholding is also approved in the same manner.

~~every director of the subsidiary must be either a Director or an employee of the Company and must be appointed by the Board.~~

## 16. ACCOUNTS OF THE COMPANY

16.1 The Board must cause to be kept proper accounts and records of the transactions and affairs of the Company and such other records as sufficiently explain the financial operations and financial position of the Company.

16.2 The Board must do all things reasonably necessary to ensure that all payments of money are correctly made and properly authorised and that adequate control is maintained over the assets of the Company and over the incurring of liabilities by the Company.

16.3 The Board must cause the accounts of the Company to be audited annually by a registered company auditor appointed by the Board.

16.4 The Board must cause the audited accounts and an annual report on the operations of the Company to be presented to the Member prior to the



## 17. RULES OF THE COMPANY

The Board may, in accordance with the Constitution, make Rules not inconsistent with the Act or this Constitution.

## 18. INDEMNITY

- 18.1 A Director or a member of a committee of the Board, including the Divisional Committee constituted under Appendix 'A' to this Constitution and each employee of the Company is entitled to be indemnified out of the assets of the Company against:
- 18.1.1 all or any loss or liability incurred by him or her in carrying out duties as such Director, member of a committee or employee, not being a loss or liability in respect of any wilful act or omission amounting to negligence, default, breach of duty or breach of trust on his or her part; and
- 18.1.2 all or any liability incurred as such by a Director, member of a committee or employee in defending any proceedings whether civil or criminal in which judgment is given in his or her favour, or in which he or she is acquitted.
- 18.3 The Company may apply such assets of the Company as are necessary for the purposes of this clause.

## 19. AMENDMENT OF THE CONSTITUTION

- 19.1 Subject to sub-clause 19.2, this Constitution shall not be amended except by resolution of the Member (passed by a two-thirds majority of the Board of the Member present and voting) ~~Board passed by not less than two-thirds of the Directors holding office and present and voting~~, provided further that no such amendment shall take effect unless approved by the Synod the members of the Member at a General Meeting of the Diocese of Adelaide and the Board of Anglicare SA Limited.
- 19.2 The provisions of Appendix 'A' to this Constitution and this sub-clause shall not be amended or revoked without an order of the Supreme Court of South Australia also approving the amendment, provided that this sub-clause shall not apply to clauses 5 and 6 of Appendix 'A'.

## 20. WINDING UP OR DISSOLUTION

- 20.1 The Company may be wound up by a special resolution to that effect passed by not less than two-thirds of the Directors holding office and present and voting, provided that no such winding up shall take effect unless approved by the Diocesan Council of the Diocese of Adelaide and Anglicare SA Limited.
- 20.2 On the winding up of the Company, if there are any assets remaining after satisfaction of the liabilities of the Company, the assets must be paid or transferred as determined by the Board and approved by the Diocesan Council and Anglicare SA Limited to an organisation the objects of which are or include charitable objects similar to those of the Company. The organization must be a registered community housing provider or a Housing Agency in the jurisdiction in which the asset is housed.

- 20.3 The Member of the Company undertakes to contribute to the property of the Company, in the event of the Company being wound up, for payment of the debts and liabilities of the Company and of the costs, charges and expenses of winding up ~~and for the adjustment of the rights of the contributories among themselves~~, such amount as may be required not exceeding Twenty Dollars (\$20.00).

## **21. ELECTRONIC MEETINGS OF DIRECTORS**

- 21.1 For the purposes of this Constitution, the contemporaneous linking together by telephone or other electronic means of instantaneous communication device of a number of the Directors, being at least a quorum, whether or not any one or more of them is out of Australia, constitutes a meeting of the Board and all the provisions of this Constitution as to meetings of the Board apply to such a meeting if the conditions which follow are met.
- (a) All the Directors for the time being entitled to receive notice of the meeting of Directors shall be entitled to notice of a meeting held by an instantaneous communication device and to be linked by an instantaneous communication device for the purpose of such meeting. Notice of any such meeting shall be given on the instantaneous communication device or in any other manner permitted by this Constitution.
  - (b) Each of the Directors taking part in the meeting by an instantaneous communication device must be able to hear each other of the Directors taking part at the commencement of the meeting.
  - (c) At the commencement of the meeting each Director taking part acknowledges the respective Director's presence for the purposes of the meeting to all other Directors taking part and acknowledges that the Director is able to hear each of the other Directors taking part.
- 21.2 A Director may not leave a meeting held by an instantaneous communication device by disconnecting his or her instantaneous communication device unless he or she has previously expressly notified the Chair of the meeting of his or her intention to leave the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during such a meeting until such notified time of his or her leaving the meeting.
- 21.3 A minute of the proceedings at meetings held by an instantaneous communication device shall be sufficient evidence of such proceeding and of the observance of all necessary formalities if certified as a correct minute by the Chair of the meeting.
- 21.4 For the purpose of this Constitution "instantaneous communication device" shall include telephone, computer, television or any other audio and/or visual device which permits instantaneous communication individually or in combination.
- 21.5 The provisions contained in this clause will also apply to committees of the Board and to the Divisional Committee constituted under Appendix 'A' to this Constitution and any subcommittee of the Divisional Committee with the necessary alteration of the words "committee member" or "committee members" where the words "Director" or "Directors" appear in this clause.

## **22. CIRCULATING RESOLUTIONS OF DIRECTORS**

- 22.1 If a requisite majority of Directors have signed a document containing statement that they are in favour of a resolution in the terms set out in the document and reasonable notice of the proposed resolution has been given to all Directors, a resolution in those terms will be deemed to have been passed at a meeting of the Board held on the day and time at which the document was last signed and at the time at which the document was last signed by one of the majority of Directors. Such a document will be deemed to constitute a minute of that Board meeting.
- 22.2 Two or more separate documents containing statements in identical terms each of which is signed by one or more Directors will together be deemed to constitute one document containing a statement in those terms signed by those Directors on the day on which they signed the separate documents.

## **23. DATE OF OPERATION AND TRANSITIONAL PROVISIONS**

- 23.1 This Constitution shall only come into effect upon the date of an order of the Supreme Court of South Australia which gives effect to the trust variation scheme referred to in clause 1.3 of the Preamble or upon such other date as the said Court may direct.
- 23.2 The Directors of the Company holding office at the date referred to in subclause 23.1 shall continue in office under the provisions of this Constitution.

## APPENDIX A

### LAURA AND ALFRED WEST COMMUNITY HOUSING DIVISION

#### 1. INTERPRETATION

1.1 This Appendix forms part of the Constitution of Anglicare SA Housing Limited and is to be read and interpreted as such.

1.2 In this Appendix:

**"the assets"** means the assets and undertaking the subject of the trusts referred to in subclause 3.2 and the other assets referred to in clauses 3.2 and 3.3 and include:

- (a) any monies received or applied by the Company for the purposes of this Division whether by way of donation, grant, subsidy, loan or from any source whatsoever;
- (b) all rent received in respect of the use or occupation of any of the assets;
- (c) all income from the investment of any part of the assets; and
- (d) the proceeds of sale of any of the assets;

**"the Court"** means the Supreme Court of South Australia;

**"the date of amalgamation"** means the date certified by the President Bishop as being the date upon which the amalgamation of Laura and Alfred West Cottage Homes Incorporated with the Company becomes effective;

**"the Division"** means the Division of the Company established under this Appendix.

#### 2. CREATION OF THE DIVISION

2.1 There shall be a Division of the Company to be known as the "Laura and Alfred West Community Housing Division".

2.2 The Division shall be managed by a Divisional Committee constituted in accordance with the provisions of this PartAppendix.

2.22.3 Save to the extent that the provisions of clause 12 of the Constitution are inconsistent with the provision of this Appendix, clause 12 of the Constitution shall apply to the Divisional Committee.

#### 3. OBJECTS OF THE DIVISION

The Objects of the Division are:

3.1 To provide rental housing to persons over the age of 55 years with a particular focus on those in need, for the relief of poverty and for the benefit of the community;

3.2 Subject to any directions from time to time given by the Court, to administer the assets and undertaking administered by Laura and Alfred West Cottage Homes Incorporated as at the date of amalgamation.

- ~~3.2.1 to administer the trusts of the Will of William Alfred Augustus West who died on the third day of July 1929 in so far as those trusts concern the establishment of cottage homes;~~
- ~~3.2.2 to administer the Scheme the subject of an order of the Court made on the 10th day of November 1988 in the matter of the charity known as the Ada Laycock Homes Incorporated (Matter No. 1813 of 1988);~~
- ~~3.2.3 to administer the trusts of the Will and one Codicil of Edith Charlotte Knox who died on the second day of December 1926 in so far as those trusts concern the foundation of "The Knox Homes";~~
- ~~3.2.4 to administer the assets and undertaking of Laura and Alfred West Cottage Homes Incorporated as at the date of amalgamation;~~

- 3.3 To administer such other community housing assets and undertaking as the Board may from time to time determine.

#### **4. APPLICATION OF THE ASSETS**

- 4.1 The assets shall be applied solely for the purposes of this Division and not for any other purposes of the Company.
- 4.2 At least one group of homes the subject of this Division located as near as practicable to St Peter's Church, Glenelg, shall always be known as the "Ada Laycock Homes".
- 4.3 At least one group of homes the subject of this Division located in or as near as practicable to the City of Burnside shall always be known as the "Knox Homes".
- 4.4 Subject to the provisions of this Appendix any of the assets may be sold, mortgaged or otherwise used as security for borrowing money for the purposes of the Division.
- 4.5 No estate or interest in land held by the Company for the purposes of the Division shall be sold, mortgaged or otherwise encumbered and no estate or interest in land to be purchased for the purposes of the Division shall be purchased with funds included in the assets other than on the recommendation of the Divisional Committee.

#### **5. DIVISIONAL COMMITTEE**

- 5.1 The Divisional Committee shall consist of not less than four nor more than eight members.
- 5.2 The members of the Divisional Committee shall be appointed by the Board.<sup>4</sup>
- 5.3 The Chair of the Divisional Committee shall be appointed by the Board

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~~<sup>†</sup>It is envisaged that the first Divisional Committee will be a committee of eight appointed by the Board pursuant to a Memorandum of Agreement between Laura and Alfred West Cottage Homes Inc and Anglicare SA Inc whereby the Board will appoint four members of the Divisional Committee nominated by the Board of Laura and Alfred West Cottage Homes Inc. This will not prevent the Board of Anglicare SA Inc from appointing other members of the LAWCH Board if it so desires.~~

~~5.4 The first Divisional Committee appointed under this Appendix shall hold office for a period of three years from the date of amalgamation. Thereafter the members of the Divisional Committee shall be appointed for such period or periods not exceeding three years as the Board may from time to time determine~~

~~5.5~~ 5.4 Any casual vacancy in the Divisional Committee shall be filled by the Board and the person so appointed shall hold office for the balance of the term of the person replaced.

~~5.6 A member of the Divisional Committee shall be eligible for appointment for no more than two additional consecutive terms.~~

~~5.7~~ 5.5 The office of a member of the Divisional Committee shall be vacated if:

- 5.5.1 the member is absent from three consecutive meetings of the Divisional Committee without leave of absence;
- 5.5.2 the member is convicted of a criminal offence;
- 5.5.3 the member becomes bankrupt or compounds with the member's creditors or executes a deed of arrangement or assignment for the benefit of the member's creditors;
- 5.5.4 the member by notice in writing to the Board resigns from office; or
- 5.5.5 ~~other than during the first term of office of the Divisional Committee,~~ the Board resolves that the member's office be declared vacant.

## 6. PROCEEDINGS OF THE DIVISIONAL COMMITTEE

The provisions of clause 11 of this Constitution shall apply mutatis mutandis to the Divisional Committee subject to the following qualifications:

- 6.1 A reference to Directors shall be read as a reference to members of the Divisional Committee;
- 6.2 References to the Bishop in clause 11.6 shall have no application;
- 6.3 For clause 11.11 there shall be substituted the following:

The Divisional Committee and any subcommittee appointed by the Divisional Committee shall arrange for minutes of the resolutions and proceedings of the Committee or subcommittee to be kept in such form as the Divisional Committee shall determine, together with a record of the names of persons present at such meetings.

## 7. POWERS OF THE DIVISIONAL COMMITTEE

The powers of the Divisional Committee shall be:

- 7.1 To carry out the objects of the Division;
- 7.2 To manage the assets;

- 7.3 To apply the funds subject to this Division for the purposes of the Division as the Committee shall from time to time determine;
- 7.4 To demolish, rebuild, add to, alter, repair or modify any land or buildings comprised in the assets;
- 7.5 Subject to any rules, policies or guidelines determined by the Board:
  - 7.5.1 to enter into contracts on behalf of the Company for the purposes of this Division;
  - 7.5.2 to invest funds managed by the Committee and to direct the sale or transposition of such investments;
  - 7.5.3 to borrow in the name of the Company money for the purposes of this Division with or without security and with or without interest on such terms as the Committee shall think fit;
  - 7.5.4 to make, alter and repeal any rules or bylaws governing –
    - 7.5.4.1 the management of the Division and the affairs thereof;
    - 7.5.4.2 the conduct of business of the Committee and any subcommittee appointed by the Committee;
    - 7.5.4.3 the control and management of and admission to any housing provided for the purposes of the Division;
    - 7.5.4.4 generally as to any matters or things within the powers or under the control of the Committee provided that the same are not inconsistent with this Constitution;
- 7.6 – To delegate its powers, other than those referred to in clause 4.5 of this Appendix, to any person employed by the Company or to any subcommittee appointed by the Divisional Committee or to any committee or division of the Company;
- 7.78 Such other powers as the Board may from time to time determine.



**LEIGH TRUST – AMENDMENT OF DEED OF COVENT – REPORT TO GENERAL SYNOD 2015**

**EXPLANATORY MEMORANDUM**

**Background:**

Appointment as a trustee to the Leigh Trust has been historically a lifetime appointment. In 1992 the Synod resolved that no appointment to the Leigh Trust would be made without the nominee agreeing in writing to retire from office after six years (though they remained eligible for reappointment) and before they attained the age of 72. This change was implemented in an attempt to provide for board renewal by providing for a mandatory retirement age. However, it did not necessarily resolve the issue of appointments spanning twelve years or more.

There is no set rule (or law) when it comes to determining appropriate terms of appointments to boards. It is very much at the discretion of the organisation to determine what is most appropriate to their needs. However, it is well recognised that to provide the climate for a high performing board, there must be a considered approach to the renewal of board members and the active seeking out of talented people to join a board. The 1992 Deed of Covenant attempts to provide for term limits, but essentially someone appointed in their mid-thirties could serve on the Leigh Trust for 35 years or more before being required to retire. This is very much out of step with modern governance principles and it is usual for boards these days to have either a policy or for it to be written into their constitution that there is a term limit for board members, for example, a maximum of three terms with a term being defined by three or four years.

Diocesan Council considered the above amendments at their meeting on 12 August, 2015 and recommends to Synod that the 1992 Deed of Covenant be amended to provide for only one additional term limit of six years. Thus a trustee can only serve for a maximum of twelve years.

Overleaf is the proposed amended Deed of Covenant.

**Keith Stephens**

**Registrar & Secretary of Synod**

DEED OF COVENANT

**THIS DEED OF COVENANT** is made on .....

BY:

Administrator (the "Trustee")

**WHEREAS**

- A On .....a duly constituted meeting of The Synod of the Diocese of Adelaide of the Anglican Church of Australia Incorporated (the "Synod") the Synod, pursuant to Section 16 of the Leigh Trust Incorporation Act 1929 appointed for life the Trustee as one of the trustees of the Leigh Trust constituted by a certain Indenture dated 6 April 1840 between William Leigh and The Society for the Propagation of the Gospel in Foreign Parts;
- B The Synod on Saturday 11 September 1992 resolved, inter alia, that the appointment of any Leigh trustee (including those trustees to be appointed at that session of Synod) shall be subject to the nominee undertaking in writing that he/she will retire from office after the expiration of 6 years after his appointment nevertheless remaining eligible for re-appointment **for a maximum of one further term of 6 years and but** will in any event retire from office before the annual session of the Synod to occur next after the trustee attains the age of 72 years; and
- C The Trustee is desirous of entering into such undertaking in the form of this deed.

**NOW THE TRUSTEE HEREBY COVENANTS WITH THE SYNOD:**

- 1 That the Trustee will resign from the office of a trustee of the Leigh Trust such resignation to take effect no later than the date of commencement of the sixth annual session of the Synod to occur after the date of his appointment.
- 2 That the Trustee will in any event retire from office on the date immediately preceding the date of the commencement of the annual session of the Synod to occur next after the Trustee attains the age of 72 years.
- 3 That the Trustee will execute all documents and do all such other manner of things necessary to give effect to this deed of covenant.

**EXECUTED** unconditionally as a deed by the Trustee

**SIGNED** by the Trustee                    )  
in the presence of:                        )

.....  
Witness

.....  
Address

.....  
.....  
Occupation

## LEIGH TRUST – APPOINTMENTS TO THE BOARD OF TRUSTEES

### EXPLANATORY MEMORANDUM

#### Background:

At its meeting on 12 August, 2015, Diocesan Council the following resolution was passed:

#### **Resolved**

#### **Leigh Trust**

DC15/096 **That Diocesan Council recommends to Synod that Mr Keith Stephens be appointed to the Leigh Trust.**

DC15/097 **That Diocesan Council recommends to Synod that The Venerable Paul Mitchell be appointed to the Leigh Trust.**

#### **CARRIED**

This was in response to there being two vacancies on the Leigh Trust owing to the retirement of The Rev'd David Thornton-Wakeford and Mrs Joan Blanchard.

A brief outline of Diocesan Council's recommended appointments provided by the candidates are below.

#### **Venerable Paul Mitchell**

Venerable Paul Mitchell has served in ordained ministry for over 26 years in this Diocese and the Diocese of Perth. For the past 7 years he has served as an Archdeacon in this Diocese. During the nine years Venerable Mitchell was Rector of the Parish of Hawthorn, he chaired the Parish's Investment Committee, which had responsibility for the bequests and reserve funds of that parish, which were invested directly in the stock market. Venerable Mitchell brings experience of both the church and investments and he looks forward to serving through the Province through membership of the Leigh Trust.

#### **Mr Keith Stephens BA MMgt GAICD**

Keith Stephens is the Registrar and Secretary of Synod of the Anglican Diocese of Adelaide. Keith is a member of a number of boards, councils and committees of the Anglican Church, including Anglicare SA Limited and Anglican Funds South Australia.

Keith has extensive governance experience both inside and outside the Anglican Church and is a recent graduate from the Australian Institute of Company Directors. The Leigh trust is an important source of funding for the three dioceses of the Province of South Australia and Keith is being recommended by Diocesan Council for appointment as a Trustee so that he can help contribute to the good management and strategic direction of this important investment whilst ensuring that the three dioceses interests are preserved.

Overleaf is the correspondence from the Leigh Trust.



# LEIGH TRUST

Secretary  
Russell Heywood-Smith F.C.A.

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Mr Keith Stephens  
Secretary of Synod  
Diocese of Adelaide of the Anglican Church of Australia Incorporated  
18 King William Road  
NORTH ADELAIDE SA 5006

Dear Mr Stephens

At a recent meeting of the Leigh Trust, some consideration was given to a paper prepared by The Public Affairs Commission of General Synod headed "Action on Climate Change: The Role of Divestment from Fossil Fuels".

Trustees recognise the seriousness of the debate on the use of fossil fuels, however to simply sell any investment (perhaps at a loss) without taking into consideration the social impact of an wholesale exodus from a company register, would not necessarily be in the best interests of either the Leigh Trust or employees of such companies. It was suggested that this might be a topic of interest for Provincial Council, particularly in view of the fact that the South Australian economy is not in a robust condition at present and that Santos is based here and is a significant employer.

Another matter for consideration of Diocesan Council is the pending retirement of two Trustees. The appointments of the Reverend David Thornton-Wakeford and Mrs Joan Blanchard conclude at the commencement of the Annual Synod in 2015. Neither trustee wishes to re-nominate having served twelve and eighteen years respectively. These retirements will create vacancies for one clerical and one lay Trustee and this notice should allow time for an approach to suitable candidates.

Yours faithfully

Joan Blanchard  
Chairperson