

DIOCESE OF WANGARATTA

No 4, 2015

A BILL FOR AN ACT

RELATING TO THE INCORPORATION UNDER THE CORPORATIONS ACT 2001 OF A COMPANY LIMITED BY GUARANTEE

BE it enacted by the Bishop the Clergy and the Laity of the Anglican Church of Australia within the Diocese of Wangaratta duly met in Synod according to law as follows :

PART 1: PRELIMINARY

1. This Act may be cited as the Wangaratta Anglican Diocesan Corporation Act 2015.
2. (a) Parts 1 and 2 of this Act come into operation on the date when the Act receives the assent of the Bishop.
(b) Part 3 of this Act comes into operation on the date of incorporation of the Corporation.

PART 2: WANGARATTA ANGLICAN DIOCESAN CORPORATION

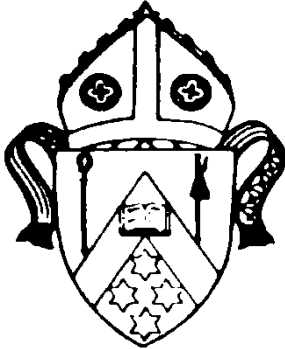
3. There may be incorporated under the Corporations Act 2001 a company limited by guarantee to be known as the Wangaratta Anglican Diocesan Corporation, but in this Act referred to as "the corporation".
4. The members of the corporation are to be the Bishop and The Wangaratta Diocesan Trustees.
5. (a) A reference to the Bishop in Parts 1 and 2 of this Act means the holder from time to time of the office of Bishop of the Diocese or any person for the time being administering the affairs of the Diocese as Administrator.
(b) A reference to the Bishop in Part 3 of this Act has the meaning attributed to it by the Act being amended by Part 3.
6. The first constitution of the corporation shall be as set out in Schedule 1.
7. The members must not resolve to wind up the corporation without first obtaining the approval of Synod expressed in an ordinance.
8. Nothing in this Act or in the constitution is intended to derogate from or affect the inherent authority of the Bishop of the Diocese in matters pertaining to the spiritual affairs of the Diocese or in the licensing of persons in ministry in the Diocese.
9. The corporation may not alter, revoke or add to the provisions of the constitution referred to in paragraph 10, or alter, revoke or add to other provisions of the constitution so as to materially affect those provisions, unless the special resolution to make the alteration, revocation or addition is approved by an ordinance of the Synod.
10. The provisions are:
 - Rule 2 Purposes
 - Rule 5 Membership
 - Rule 8 Guarantee by members
 - Rule 9 Winding up
 - Rule 10 Altering this constitution
 - Rule 11.7 Decisions at general meetings
 - Rule 12 Directors
11. The corporation may not alter, revoke or add to any other provision of the constitution unless the special resolution to make the alteration is approved by the directors of the corporation.

12. Any matter or field of operation or activity pertaining to the temporal affairs of the diocese may with the approval of the Council of the Diocese be transferred or reserved to the corporation.
13. (a) Where before the commencement of this Act a person has been appointed to a position in the Diocese by a person or persons holding office under an Act of the Synod of the Diocese, or has been elected to a position under an Act of the Synod, this section applies.
(b) Where this section applies, the directors of the corporation:
 - (1) may elect to treat a named person already holding that position at the commencement of this Act as having been elected or appointed on behalf of the corporation or they may make that election by reference to the position rather than naming a person; or
 - (2) may elect by name or by position to treat a person whose tenure of that position ended before the commencement of this Act as holding that position by election or appointment on behalf of the corporation
and the corporation is the principal of the appointing or electing officeholder or body.
14. Any property held for the purposes of the Church in the Diocese may be transferred to the corporation with the approval of the Council of the Diocese on such terms as that body may approve.
15. Where in any diocesan ordinance it is provided that an office holder or body acts on behalf of the corporation in relation to a matter, the latter is the principal of that office holder or body.
16. The directors shall present to Synod the audited financial statements of money received, appropriated and expended by the corporation during the preceding financial year and a statement of money proposed to be received, appropriated and expended.

PART 3 : CONSEQUENTIAL AMENDMENTS

17. An Act specified in the heading to an item in schedule 2 is amended as set out in that item.

Constitution of Wangaratta Anglican Diocesan Corporation



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Constitution

Wangaratta Anglican Diocesan Corporation

A company limited by guarantee

1. Corporation's name

The name of the corporation is Wangaratta Anglican Diocesan Corporation.

2. Corporation's purposes

- (a) In matters pertaining to the affairs of the Anglican Church of Australia in the Diocese of Wangaratta, and to the extent the purposes are charitable at law, the corporation is established to assist and promote the ministry of the Church, the proclamation of the Word of God, the administration of the Holy Sacraments, and the furtherance of the commission of Christ to His apostles.
- (b) In pursuing its purposes, the corporation must act in conformity with and is bound by:
 - (1) the constitution of the Anglican Church of Australia;
 - (2) the constitution of the province of Victoria;
 - (3) the constitution of the Diocese; and;
 - (4) the canons, statutes, ordinances and rules, however described, of the Synod of the Diocese and of the General Synod and the provincial synod or council, which have force in the Diocese from time to time.
- (c) In pursuing its purposes, the corporation may:
 - (1) formulate policies;
 - (2) make rules in connection with a policy; and
 - (3) revoke or amend a policy or rules and formulate others.

3 Corporation's powers

Solely for carrying out the corporation's purposes, the corporation may do all things incidental or conducive to carrying out the corporation's purposes. Without limiting the foregoing, it may:

- (a) accept and hold funds or property of any kind on or for any charitable objects or purposes specified or to be specified by any person or to be selected by the directors from a class of trusts, objects or purposes specified by any person;
- (b) engage or dismiss any employee, agent, contractor or professional person;
- (c) purchase, take on lease or in exchange, hire or otherwise acquire real or personal property, and any rights or privileges;
- (d) control, manage, lease, exchange, mortgage, charge, sell, transfer, surrender, dispose of, develop, carry on business or otherwise deal with any real or personal property of any kind or any estate or interest in that property;
- (e) invest, deal with and lend money and otherwise provide financial accommodation to, and guarantee or otherwise secure loans to, charitable objects or purposes;
- (f) construct, improve, maintain, develop, work, manage and control real or personal property;
- (g) enter into contracts, deeds, arrangements and understandings, whether with any government or authority or otherwise;
- (h) appoint an attorney or agent with powers (including the power to sub-delegate) and on

terms the corporation thinks fit, and procure registration or recognition of the corporation in any other country or place;

- (i) borrow, raise or secure or guarantee the payment of money and secure or guarantee the repayment or performance of any debt, liability, contract, guarantee or other engagement in any way and, including by mortgage, charge or overdraft or by the issue of debentures or debenture stock (perpetual or otherwise) charged on all or any of the corporation's property (both present and future) and purchase, redeem or pay off those securities;
- (j) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (k) print and publish information in hard copy or by electronic means;
- (l) accept any gift of real or personal property, whether subject to any special trust or not and decline to accept any gift;
- (m) appoint patrons of the corporation;
- (n) make donations for charitable purposes; and
- (o) arrange conferences, meetings and other forums.

4 Not for profit

4.1 Application of the corporation's income and property

- (a) The corporation's income and property must be applied solely towards promoting the corporation's purposes.
- (b) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any member or director in their capacity as a member or director.
- (c) This rule 4 does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any director to the extent permitted by law and this constitution.

4.2 Payments of directors fees

No fee may be paid to a director for performing a duty as a director.

4.3 Other payments to directors

All other payments to directors must be approved by the directors including, but not limited to:

- (a) out-of-pocket expenses incurred by a director in performing a duty as a director of the corporation; or
- (b) payments for a service rendered to the corporation by a director in a professional or technical capacity or as an employee where:
 - (1) the provision of the service has the prior approval of the directors; and
 - (2) the amount payable is not more than an amount that commercially would be reasonable payment for the service.

5 Membership

Subject to signing an agreement to be bound by the terms of the constitution of the corporation, the members are:

- (a) the Bishop; and
- (b) the Trust Corporation.

6 When membership ceases

6.1 The Bishop

The Bishop immediately ceases to be a member if that person:

- (a) ceases to hold that office;
- (b) dies;
- (c) resigns as a member by giving written notice to the corporation; or
- (d) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors.

6.2 The Trust Corporation

The Trust Corporation immediately ceases to be a member if it:

- (a) resigns as a member by giving written notice to the corporation;
- (b) is wound up or otherwise ceases to exist; or
- (c) becomes bankrupt or insolvent or makes any arrangement or composition with its creditors.

7 Liability of member

The liability of the members is limited to the amount of the guarantee given in rule 8.

8 Guarantee by members

Every member must contribute an amount not more than \$100 to the property of the corporation if it is wound up while the person is a member or within one year after the person ceases to be a member, for:

- (a) payment of the corporation's debts and liabilities contracted before the time he or she ceased to be a member; and
- (b) costs, charges and expenses of winding up.

9 Winding up

- (a) If, on the winding up or dissolution of the corporation, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to or for a charity that is either the trust corporation of the Diocese or the trust corporation or other corporation of another diocese of the Anglican Church of Australia.
- (b) The identity of the charity referred to in rule 9(a) must be determined by the Synod, or if the Synod does not wish to decide or does not decide, by the Supreme Court of Victoria.

10 Altering this constitution

10.1 Approval of Synod

- (a) The corporation may not alter, revoke or add to the provisions of the constitution referred to in paragraph (b), or alter, revoke or add to other provisions of the constitution that materially affect those provisions, unless the special resolution to make the alteration, revocation or addition is approved by an ordinance of the Synod.
- (b) The provisions are –
- | | |
|-----------|-------------------------------|
| Rule 2 | Purposes |
| Rule 5 | Membership |
| Rule 8 | Guarantee by members |
| Rule 9 | Winding up |
| Rule 10 | Altering this constitution |
| Rule 11.7 | Decisions at general meetings |
| Rule 12 | Directors |
- (c) The corporation may not alter, revoke or add to any other provision of the constitution unless the special resolution to make the alteration is approved by the directors.

10.2 Charitable

A special resolution has no effect to the extent it purports to alter the constitution so that the corporation would cease to be a charity.

10.3 Notice to Commissioner

- (a) The corporation must give written notice to the Commissioner if:
- (1) a special resolution is passed materially altering rule 2; or
 - (2) the corporation ceases to be entitled to be endorsed as a charity as a result of a change in its constitution or activities or otherwise.
- (b) The notice must be given as soon as possible after the passing of the special resolution or the cessation.

10.4 Notice to other regulators

If required by law, the corporation must also give written notice to any other regulator of an alteration to this constitution.

11 General meetings

11.1 Calling general meetings

- (a) A general meeting may only be called:
 - (1) by the Bishop; or
 - (2) by a directors' resolution; or
 - (3) in accordance with a members' requisition under the Act, or
 - (4) as otherwise provided in the Act.
- (b) The directors may change the venue for, postpone or cancel a general meeting if:
 - (1) they consider that the meeting has become unnecessary;
 - (2) the venue would be unreasonable or impractical; or
 - (3) a change is necessary in the interests of conducting the meeting efficiently.
- (c) If the general meeting was not called by a directors' resolution or was called in accordance with a members' requisition under the Act, then it may not be postponed or cancelled without the prior written consent of the persons who called or requisitioned the meeting.

11.2 Notice of general meetings

- (a) Notice of every general meeting must be given in any manner authorised by rule 15 to each person who is at the date of the notice:
 - (1) a member;
 - (2) a director; or
 - (3) the auditor of the corporation, if applicable.
- (b) A notice of a general meeting must:
 - (1) specify the date, time and place of the meeting;
 - (2) except as provided by the Act, state the general nature of the business to be transacted at the meeting; and
 - (3) specify a place, fax number or electronic address for the receipt of proxies.
- (c) A person may waive notice of a general meeting by written notice to the corporation.
- (d) The non-receipt of notice of a general meeting or proxy form by, or a failure to give notice of a general meeting or a proxy form to, any person entitled to receive notice of a general meeting does not invalidate anything done or resolution passed at the general meeting if:
 - (1) the non-receipt or failure occurred by accident or error; or
 - (2) before or after the meeting, the person has notified or notifies the corporation of that person's agreement to that thing or resolution.
- (e) A person's attendance at a general meeting waives any objection that person may have to:
 - (1) a failure to give notice, or the giving of a defective notice, of the meeting unless, at the beginning of the meeting, the person objects to the holding of the meeting; and
 - (2) the consideration of a particular matter at the meeting which is not within the business referred to in the notice of the meeting, unless the person objects to considering the matter when it is presented.

11.3 Quorum at general meetings

- (a) No business may be transacted at a general meeting, except the election of a chair and the adjournment of the meeting, unless a quorum of members is present when the meeting proceeds to business.
- (b) A quorum consists of both:
 - (1) the Bishop, or a person authorised in writing to represent the Bishop at the meeting; and
 - (2) the Trust Corporation.
- (c) If a quorum is not present within 30 minutes after the time appointed for a general meeting:
 - (1) where the meeting was convened on the requisition of members, the meeting must be dissolved; or
 - (2) in any other case the meeting stands adjourned to the day, and at the time and place, that the directors decide or, if the directors do not make a decision, to the same day in the next week at the same time and place.
- (d) If at the adjourned meeting under rule 11.3(c)(2), a quorum is not present within 30 minutes after the time appointed for the meeting, the meeting must be dissolved.

11.4 General meetings by technology

- (a) The simultaneous linking together by telephone or other electronic means of the members constitutes a meeting of the members, provided each member has a reasonable opportunity to participate at the meeting.
- (b) All the provisions in this constitution relating to meetings of the members apply, as far as they can, with any necessary changes, to meetings of the members by telephone or other electronic means.
- (c) A member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the members involved was at that place for the duration of the meeting.

11.5 Chair of general meetings

The Bishop, or a person authorised in writing by the Bishop, must preside as chair at general meetings of the corporation.

11.6 Conducting and adjourning general meetings

- (a) A question arising at a general meeting relating to the order of business, procedure or conduct of the meeting must be referred to the chair of the meeting, whose decision is final.
- (b) The chair of a general meeting may, and must if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting except the business left unfinished at the meeting from which the adjournment took place.
- (c) Where a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for an original meeting.
- (d) Except as provided by rule 11.6(c), it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (e) Where a meeting is adjourned, the directors may change the venue of, or postpone or cancel, the adjourned meeting, unless the meeting was called and arranged to be held by the members or the court under the Act. If a meeting is called and arranged to be held under section 249D of the Act, the directors may not postpone it beyond the date by which section 249D requires it to be held and may not cancel it without the consent of the requisitioning member.

11.7 Decisions at general meetings

- (a) Subject to rule 11.7(c) and except where a resolution requires a special majority by law, questions arising at a general meeting must be decided by a majority of votes cast by the members present at the meeting. Such a decision is for all purposes a decision of the members.
- (b) Where the votes on a proposed resolution are equal the resolution is taken to have passed by the members in accordance with the vote of the Bishop or a person authorised in writing by the Bishop.
- (c) Despite any other rule, no resolution may be passed unless the Bishop, or a person authorised in writing by the Bishop, votes in favour of the resolution.
- (d) A resolution put to the vote of a general meeting must be decided on a show of hands.
- (e) A declaration by the chair of a general meeting that a resolution has on a show of hands been:
 - (1) carried;
 - (2) carried unanimously;
 - (3) carried by a particular majority; or
 - (4) lost,and an entry to that effect in the book containing the minutes of the corporation's proceedings, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (f) If the corporation has only one member, the corporation may pass a resolution by the member recording it and signing the record.

11.8 Authorisation by the Bishop

- (a) A person authorised in writing by the Bishop for the purposes of rules 11.3(b)(1), 11.5, 11.7(b) or 11.7(c) may be authorised for all general meetings, or for any number of general meetings, or for a particular general meeting or particular resolution, as the case may be.
- (b) A person so authorised in writing has the authority of a proxy, attorney, or representative under rule 11.11 and the specific powers and authorised outlined in this constitution.

11.9 Voting rights

- (a) Subject to this constitution and to any rights or restrictions attached to any class of membership, at a general meeting every member present has one vote.
- (b) A proxy, attorney or representative is entitled to a separate vote for each member the person represents, in addition to any vote the person may have as a member in his or her own right.
- (c) An objection to the qualification of a person to vote at a general meeting must be:
 - (1) raised before or at the meeting at which the vote objected to is given or tendered; and
 - (2) referred to the chair of the meeting, whose decision is final.
- (d) A vote not disallowed by the chair of a meeting under rule 11.9(c) is valid for all purposes.

11.10 Representation at general meetings

- (a) Subject to this constitution, each member entitled to vote at a meeting of members may vote:
 - (1) in person or, where a member is a body corporate, by its representatives;
 - (2) by one proxy; or
 - (3) by one attorney.
- (b) A proxy, attorney or representative may, but need not, be a member of the corporation.
- (c) A proxy, attorney or representative may be appointed for all general meetings, or for any number of general meetings, or for a particular general meeting.

11.11 Authority of a proxy, attorney or representative

- (a) Unless otherwise provided in the instrument, an instrument appointing a proxy, attorney or representative is to be taken to confer authority:
 - (1) to agree to a meeting being convened by shorter notice than is required by the Act or by this constitution; and
 - (2) to agree to a resolution being proposed and passed as a special resolution at a meeting of which less than the period of notice required by the Act has been given.
- (b) Even though the instrument (appointing a proxy, attorney or representative) may refer to specific resolutions and may direct the proxy, attorney or representative on how to vote on those resolutions, unless otherwise provided, it is taken to confer authority:
 - (1) to vote on any amendment moved to the proposed resolutions and on any motion that the proposed resolutions not be put or any similar motion;
 - (2) to vote on any procedural motion, including any motion to elect the chair, to vacate the chair or to adjourn the meeting; and
 - (3) to act generally at the meeting.
- (c) An instrument appointing a proxy, attorney or representative may direct the manner in which the proxy, attorney or representative is to vote in respect of a particular resolution and, where an instrument so provides, the proxy, attorney or representative is not entitled to vote on the proposed resolution except as directed in the instrument.
- (d) Subject to rule 11.11(e), an instrument appointing a proxy, attorney or representative need not be in any particular form as long as it is in writing, legally valid and signed by or on behalf of the appointer or the appointer's attorney.

- (e) A proxy, attorney or representative may not vote at a general meeting or adjourned meeting or on a poll unless the instrument appointing the proxy, attorney or representative, and the authority under which the instrument is signed, or a certified copy of the authority, are:
 - (1) received at the registered office of the corporation, a fax number at the corporation's registered office or at another place, fax number or electronic address specified for that purpose in the notice convening the meeting before the time specified in the notice;
 - (2) in the case of a meeting or an adjourned meeting, tabled at the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - (3) in the case of a poll, produced when the poll is taken.
- (f) The directors may waive all or any of the requirements of rules 11.11(d) and 11.11(e) and in particular, may, on production of other evidence to prove the valid appointment or a proxy, attorney or representative required by the directors, accept:
 - (1) an oral appointment of a proxy, attorney or representative;
 - (2) an appointment of a proxy, attorney or representative which is not signed in the manner required by rule 11.11(d); and
 - (3) the deposit, tabling or production of a copy (including a copy sent by fax) of an instrument appointing a proxy, attorney or representative or a power of attorney or other authority under which the instrument is signed.
- (g) A vote given in accordance with the terms of an instrument appointing a proxy, attorney or representative is valid despite the revocation of the instrument or the authority under which the instrument was executed, if no written notice of the revocation has been received by the corporation by the time and at one of the places at which the instrument appointing the proxy, attorney or representative must be deposited, tabled or produced under rule 11.11(e).
- (h) The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the general meeting but, if the appointer votes on a resolution, the person acting as proxy or attorney for the appointer is not entitled to vote, and must not vote, as the appointer's proxy or attorney on the resolution.

11.12 Attendance at general meetings

The auditor and each Director is entitled to attend and be heard at any general meeting.

12 Directors

12.1 Composition of the board

- (a) The minimum number of directors is three.
- (b) Subject to the individual signing a consent to act as a director, the directors will comprise:
 - (1) the Bishop or his or her alternate; and
 - (2) each individual who from time to time is a member of the Council of the Diocese.

12.2 Vacation of office

The office of a director becomes vacant:

- (a) if, in the case of the Bishop of the Diocese, he or she ceases to hold that office;
- (b) if, in the case of any other director, he or she ceases to be a member of the Council of the Diocese;
- (c) in the circumstances outlined in the Act;
- (d) if the director (other than the Bishop) becomes of unsound mind or a director whose estate is liable to be dealt with in any way under the law relating to mental health;
- (e) except to the extent of a leave of absence or other approval granted by the directors, if the director fails to attend at least 3 consecutive meetings of the directors; or
- (f) if the director resigns by written notice to the corporation.

12.3 Directors may make guidelines on disclosure of interests

- (a) The directors may make guidelines requiring the disclosure of interests that a director, and any person considered by the directors as related to or associated with the director, may have in any matter.
- (b) Any guidelines made under this constitution must not derogate from the requirements of sections 191, 192, 193, and 195 of the Act and the following parts of this rule 12.3 and bind all directors but no act, transaction, agreement, instrument, resolution or other thing with a third party is invalid or voidable only because a director fails to comply with the guidelines.
- (c) Despite rule 12.3(a), a director who has a material personal interest in a matter that relates to the affairs of the corporation must give to the other directors notice of the interest unless the interest is of a type covered by section 191(2) of the Act.
- (d) The notice must be given in the manner required by section 191(3) of the Act and may be a standing notice given under section 192.
- (e) In addition to any other basis on which a director may be considered to have a material personal interest in a matter, the director has a material personal interest if the matter concerns any material financial interest of the director, of a member of the immediate family of the director, or of any business or organization (whether profit-making or not) of which the director or a member of the immediate family of the director is an office holder.

12.4 Restrictions on voting

- (a) A director who has a material personal interest in a matter that is being considered at a directors' meeting must not:
 - (1) be present while the matter is being considered at the meeting; or
 - (2) vote on the matter.
- (b) Rule 12.4(a) does not apply if:
 - (1) rule 12.4(c) or 12.4(d) allows the director to be present; or
 - (2) the interest does not need to be disclosed under section 191 of the Act.
- (c) The director may be present and vote if directors who do not have a material personal interest in the matter have passed a resolution that:
 - (1) identifies the director, the nature and extent of the director's interest in the matter and its relation to the affairs of the corporation; and
 - (2) states that those directors are satisfied that the interest should not disqualify the director from voting or being present.
- (d) The director may be present and vote if they are so entitled under a declaration or order made by ASIC under section 196 of the Act.
- (e) If the provisions of this rule mean that the meeting is, during consideration of a matter, without a quorum, the directors present constitute a quorum in relation to that matter if they include the Bishop or his or her alternate.

12.5 Directors may contract with the corporation and hold other offices

- (a) A director is not disqualified from contracting or entering into an arrangement with the corporation as vendor, purchaser or in another capacity, merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (b) A contract or arrangement entered into by or on behalf of the corporation in which a director is in any way interested is not invalid or voidable merely because the director holds office as a director or because of the fiduciary obligations arising from that office.
- (c) A director who is interested in an arrangement involving the corporation is not liable to account to the corporation for any profit realised under the arrangement merely because the director holds office as a director or because of the fiduciary obligations arising from that office, provided that the director complies with applicable disclosure requirements under the guidelines made by the directors, this constitution, and under the Act regarding that interest.
- (d) A director may hold any other office or position (except auditor) in the corporation or related body corporate in conjunction with his or her directorship and may be appointed to that office or position on terms (including remuneration and tenure) that the directors decide.
- (e) A director may be or become:
 - (1) a director of;
 - (2) another officer of; or
 - (3) interested in,a related body corporate or other body corporate associated with the corporation, and, with the consent of the corporation's directors, need not account to the corporation for remuneration or other benefits the director receives as a director or officer of, or from having an interest in, that body corporate.
- (f) The directors may exercise the voting rights conferred by shares in a body corporate held or owned by the corporation in the manner that they think fit.

12.6 Powers and duties of directors

- (a) The directors are responsible for managing the corporation's affairs and carrying out the corporation's objects. The directors may exercise to the exclusion of the corporation in general meeting all the corporation's powers which are not required, by the Act or by this constitution, to be exercised by the corporation in general meeting.
- (b) The directors may decide how cheques, promissory notes, bankers drafts, bills of exchange or other negotiable instruments must be signed, drawn, accepted, endorsed or otherwise executed (as applicable) by or on behalf of the corporation.
- (c) The directors may pay out of the corporation's funds all expenses of the promotion, formation and registration of the corporation.
- (d) The directors may:
 - (1) appoint or employ an officer, agent or attorney of the corporation with the powers, discretions and duties vested in or exercisable by the directors, on the terms the directors decide;
 - (2) authorise an officer, agent or attorney to delegate all or any of the powers, discretions and duties vested in the officer, agent or attorney; and
 - (3) subject to any contract between the corporation and the relevant officer, agent or attorney, remove or dismiss any officer, agent or attorney at any time, with or without cause.
- (e) A power of attorney may contain provisions for the protection and convenience of the attorney or persons dealing with the attorney that the directors think fit.

12.7 Proceedings of directors

- (a) The directors may meet together and adjourn and otherwise regulate their meetings as they think fit.
- (b) The simultaneous linking together by telephone or other electronic means of a sufficient number of the directors to constitute a quorum constitutes a meeting of the directors. All the provisions in this constitution relating to meetings of the directors apply, as far as they can and with any necessary changes, to meetings of the directors by telephone or other electronic means.
- (c) A director who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (d) A meeting by telephone or other electronic means is taken as held at the place decided by the chair of the meeting, as long as at least one of the directors involved was at that place for the duration of the meeting.
- (e) If, before or during the meeting, a technical difficulty occurs which means that one or more directors cease to participate, the chair may adjourn the meeting until the difficulty is remedied or may, if a quorum of directors remains present, continue with the meeting.

12.8 Convening meetings of directors

- (a) The Bishop must convene a meeting of the directors at least six times each year and may convene a meeting of the directors at other times at his or her discretion.
- (b) The secretary must, on the requisition of five directors, convene a meeting of the directors.
- (c) A director may bring a matter before the board by written notice given to the Bishop.
- (d) The Bishop must place a matter of which written notice has been received under the preceding paragraph on the business paper of the next meeting of the directors that is more than 14 days after the day on which he or she received the notice.
- (e) If a matter is brought before the directors under rule 12.8(c) the terms of the notice and the name of the director must be recorded in the minutes.

12.9 Notice of meetings of directors

- (a) Subject to this constitution, notice of a meeting of directors must be given to each person who is at the time of giving the notice a director, except a director on leave of absence approved by the directors, and the persons referred to in rule 12.11.
- (b) A notice of a meeting of directors:
 - (1) must specify the time and place of the meeting;
 - (2) need not state the nature of the business to be transacted at the meeting; and
 - (3) may be given in person or by post, telephone, fax or other electronic means.
- (c) A director may waive notice of a meeting of directors by notifying the corporation to that effect in person or by post, telephone, fax or other electronic means.
- (d) The non-receipt of notice of a meeting of directors by, or a failure to give notice of a meeting of directors to, a director does not invalidate anything done or resolution passed at the meeting if:
 - (1) the non-receipt or failure occurred by accident or error;
 - (2) the director has waived or waives notice of that meeting under rule 12.9(c) before or after the meeting;
 - (3) the director has notified or notifies the corporation of his or her agreement to that thing or resolution personally or by post, telephone, fax or other electronic means before or after the meeting; or
 - (4) the director attended the meeting.
- (e) Attendance by a person at a meeting of directors waives any objection which that person may have to a failure to give notice of the meeting.

12.10 The Bishop's alternate director

- (a) The Bishop may appoint his or her duly appointed vicar-general or commissary as an alternate to exercise some or all of his or her director's powers for a specified period.
- (b) If the Bishop requests the corporation to give the alternate notice of directors' meetings, the corporation must do so.
- (c) When an alternate exercises the Bishop's powers, the exercise of the powers is just as effective as if the powers were exercised by the Bishop as director.
- (d) The Bishop may terminate the alternate's appointment at any time.
- (e) An appointment or its termination must be in writing. A copy must be given to the corporation.

12.11 Other attendees

The directors may invite any person to attend and speak at meetings of the directors.

12.12 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of directors unless a quorum of directors is present at the time the business is dealt with.
- (b) Except where the Synod by legislation has authorised a decision on a particular matter or type of matter to be made by the directors, meeting when the Bishop is not present, a quorum consists of:
 - (1) the Bishop or his or her alternate; and
 - (2) one third of the other directors of the corporation.
- (c) Where the Synod by legislation has authorised a decision on a particular matter to be made by the directors, meeting when the Bishop is not present, a quorum for that meeting consists of one third of the directors of the corporation other than the Bishop.
- (d) If there is a vacancy in the office of a director then, subject to rule 12.12(e), the remaining directors may act.
- (e) If the number of directors in office at any time is not sufficient to constitute a quorum, or is less than the minimum number of directors fixed under this constitution, the remaining directors must ensure that as soon as possible vacancies in the council of the diocese are filled by persons who become additional directors, as required, and, until that has happened, may only act if and to the extent that there is an emergency requiring them to act.

12.13 Chair of directors

- (a) The Bishop or his or her alternate must preside as chair at each meeting of directors if present within 10 minutes after the time appointed for the meeting and willing to act.
- (b) If the Bishop or his or her alternate is not so present, the directors present must elect one of the directors as chair of the meeting.

12.14 Decisions of directors

- (a) A meeting of directors at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the directors under this constitution.
- (b) Unless the Synod by legislation has authorised a decision on a particular matter or type of matter to be made by the directors, meeting when the Bishop is not present, questions arising at a meeting of directors must be decided both by the vote of the Bishop or his or her alternate, and by the vote of a majority of the other directors present. Such a decision is for all purposes a decision of the directors.
- (c) If the Synod by legislation has authorised a decision on a particular matter or type of matter to be made by the directors, meeting when the Bishop is not present, and the Bishop or his or her alternate is not present, questions on that matter arising at a meeting of directors must be decided by the vote of the majority of votes cast by those directors present.

12.15 Written resolutions of directors

- (a) A resolution is taken to have been passed by a meeting of directors if:
 - (1) the Bishop or his or her alternate or a person authorisd in writing by the Bishop; and
 - (2) a majority of the other directors of the corporation (except any director on leave of absence approved by the directors, any director who disqualifies himself or herself from considering the resolution in question and any director who would be prohibited by the Act from voting on the resolution in question),
sign or consent to a written resolution.
- (b) A director may consent to a resolution by:
 - (1) signing the document containing the resolution (or a copy of that document);
 - (2) giving to the corporation at its registered office a written notice (including by fax or other electronic means) addressed to the secretary or to the chair of directors signifying assent to the resolution and either setting out its terms or otherwise clearly identifying them; or
 - (3) telephoning the secretary or the chair of directors and signifying assent to the resolution and clearly identifying its terms.
- (c) A director authorised in writing by the Bishop for the purposes of rule 12.15(a)(1) may be authorised for all written resolutions of directors, or for any number of resolutions, or for a particular resolution.

12.16 Minutes of meetings and minutes of resolutions

- (a) The directors must ensure:
 - (1) minutes of proceedings; and
 - (2) resolutions of general meetings and of meetings of directors (including committees of directors),
are recorded in books kept for the purpose, within one month after the relevant meeting is held.
- (b) The directors must ensure that minutes of resolutions passed by directors (and committees of directors) without a meeting are recorded in books kept for that purpose within one month after the resolution is passed.
- (c) The minutes of a meeting must be signed within a reasonable time by the chair of the meeting or the chair of the next meeting.

12.17 Committees

- (a) The directors may delegate for a period not exceeding 39 months any portion of their powers to one or more committees, consisting only of directors, or of persons of whom at least two are directors, either with or without an obligation to report to the directors, but the powers so delegated must be strictly defined and may be revocable by the directors as they think fit.
- (b) The directors must appoint a chair of each such committee.
- (c) A committee to which powers have been delegated must exercise those powers delegated in accordance with directions given by the directors.
- (d) Provisions of this constitution that apply to meetings and resolutions of directors apply, as far as they can, with any necessary changes, to meetings and resolutions of a committee of directors.

12.18 Executive committee

- (a) The directors may appoint an executive committee comprising not less than 5 nor more than 9 members as follows:
 - (1) the Bishop or his or her alternate as chair;
 - (2) at least 4 directors of whom at least two are lay persons and at least two are in Holy Orders; and
 - (3) up to 4 other persons who may or may not be directors.
- (b) The executive committee is to manage the business and affairs of the corporation to the extent delegated by the directors to the committee, and to exercise such other powers and functions as may be delegated by the directors to the committee.
- (c) The directors may in their discretion resolve to remove a member of the executive committee other than the Bishop or his or her alternate.
- (d) Provisions of this constitution that apply to meetings and resolutions of directors apply, as far as they can, with any necessary changes, to meetings and resolutions of the executive committee.

12.19 Decisions of committees

- (a) A meeting of a committee at which a quorum is present may exercise all the powers and discretions vested in or exercisable by the committee under this constitution.
- (b) Subject to rule 12.19(a), questions arising at a meeting of a committee must be decided
 - (1) if the Bishop is a member of the committee, both by the vote of the Bishop or his or her alternate and by the vote of a majority of votes cast by the other committee members present; and
 - (2) if the Bishop is not a member of the committee, by the vote of a majority of votes cast by the committee members present.

Such a decision is for all purposes a decision of the committee.

12.20 Delegation to individual directors

- (a) The directors may delegate any of their powers to one director.
- (b) A director to whom powers have been delegated must exercise those powers delegated in accordance with directions given by the directors.

12.21 Validity of acts

An act done by a person acting as a director, a meeting of directors, or a committee of directors attended by a person acting as a director, is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person, the directors or the committee (as applicable) when the act was done:

- (a) a defect in the appointment of the person as a director;
- (b) the person being disqualified as a director or having vacated office; or
- (c) the person not being entitled to vote.

13 Executive officers

13.1 Secretary

- (a) The first secretary of the corporation is the person who has consented to act as secretary and who is named as the secretary in the application for registration of the corporation.
- (b) Without limiting who may act as secretary, the registrar, deputy registrar, or an acting deputy registrar of the Diocese may be appointed as secretary.

13.2 Provisions that apply to all executive officers

- (a) A reference in this rule 13.2 to an executive officer is a reference to the secretary of the corporation.
- (b) The appointment of an executive officer may be for the period, at the remuneration and on the conditions that the directors think fit.
- (c) Subject to any contract between the corporation and the relevant executive officer, an executive officer may be removed or dismissed by the directors at any time, with or without cause.
- (d) The directors may:
 - (1) confer on an executive officer the powers, discretions and duties (including any powers, discretions and duties vested in or exercisable by the directors) they think fit;
 - (2) withdraw, suspend or vary any of the powers, discretions and duties conferred on an executive officer; and
 - (3) authorise the executive officer to delegate all or any of the powers, discretions and duties conferred on him or her.
- (e) An act done by a person acting as an executive officer is not invalidated merely because of one of the following circumstances, if that circumstance was not known by that person when the act was done:
 - (1) a defect in the person's appointment as an executive officer; or
 - (2) the person being disqualified to be an executive officer.

14 Indemnity and insurance

14.1 Persons to whom the indemnity and insurance apply

The indemnity and insurance referred to in this rule 14 apply to Indemnified Officers.

14.2 Indemnity

- (a) The corporation must indemnify, on a full indemnity basis and to the full extent permitted by law, each Indemnified Officer against all losses or liabilities (including costs and expenses) incurred by the person as an officer of the corporation.
- (b) This indemnity:
 - (1) is a continuing obligation and is enforceable by an Indemnified Officer even though that person has ceased to be an officer of the corporation; and
 - (2) operates only to the extent that the loss or liability in question is not covered by insurance.

14.3 Insurance

The corporation may, to the extent permitted by law:

- (a) purchase and maintain insurance; or
- (b) pay or agree to pay a premium for insurance,
for any Indemnified Officer against any liability incurred by the person as an officer of the corporation where the directors consider it appropriate to do so.

14.4 Savings

Nothing in this rule 14:

- (a) affects any other right or remedy that an Indemnified Officer may have in respect of any loss or liability referred to in this indemnity or insurance; or
- (b) limits the capacity of the corporation to indemnify or provide or pay for insurance for any person to whom this rule 14 does not apply.

15 Notices

15.1 Notices by the corporation to members

The corporation may give notices, including a notice of general meeting to a member:

- (a) personally;
- (b) by sending it by post to the address for the member in the register of members or the alternative address (if any) nominated by the member; or
- (c) by sending it to the fax number or electronic address (if any) nominated by the member.

15.2 Notices by the corporation to directors

Subject to this constitution, a notice may be given by the corporation to any director by:

- (a) serving it personally at the director's usual residential or business address;
- (b) sending it by post in a prepaid envelope to the director's usual residential or business address; or
- (c) sending it to the fax number or electronic address supplied by the director to the corporation for giving notices.

15.3 Notices by member or directors to the corporation

Subject to this constitution, a notice may be given by a member or director to the corporation by:

- (a) serving it on the corporation at the registered office of the corporation;
- (b) sending it by post in a prepaid envelope to the registered office of the corporation; or
- (c) sending it to the principal fax number or the principal electronic address of the corporation at its registered office.

15.4 Time of service

- (a) A notice properly addressed and posted is taken to be served:
 - (1) in the case of a notice of a general meeting, at 10.00am on the day after the date it was posted; or
 - (2) in any other case, at the time the letter would be delivered in the ordinary course of post.
- (b) Where a notice is sent by fax, the notice is taken as served at the time the fax is sent if the correct fax number appears on the fax report produced by the sender's fax machine.
- (c) Where a notice is sent by an electronic messaging system with a delivery verification function, the notice is taken as served on generation of a delivery verification notice, log entry, or other confirmation by the electronic messaging system.
- (d) Where a notice is sent by email or other electronic messaging system (not covered by rule 15.4(c)), the notice is served on delivery to:
 - (1) the addressee's email or electronic messaging system account if the addressee is a natural person; or
 - (2) the corporation's computer systems if the addressee is a corporation.
- (e) If service under rules 15.4(b), 15.4(c) and 15.4(d) is on a day which is not a Business Day or is after 4.00pm (addressee's time), the notice is regarded as having been received at 9.00am on the next following Business Day.

15.5 Other communications and documents

Rules 15.1 to 15.4 (inclusive) apply, as far as they can, with any necessary changes, to the service of any communication or document.

15.6 Notices in writing

A reference in this constitution to a written notice includes a notice given by fax or electronic transmission or any other form of written communication.

16 Definitions and interpretation

16.1 Definitions

The meanings of the terms used in this constitution are set out below.

Term	Meaning
Act	the Corporations Act 2001 (Cth).
Bishop	1. the holder from time to time of the office of Bishop of the Diocese; or 2. during the absence of the Bishop from his or her See or during any period which may be proposed by the Bishop and agreed to by the Council of the Diocese, when the holder from time to time of the office of Vicar-General or Commissary may use exercise do and perform all the authorities powers and acts as may be described under Synod legislation as belonging to the office of Administrator except as may otherwise be provided in the appointment of that person – that holder from time to time of the office of Vicar-General or Commissary; or 3. during the vacancy of the See of the Bishop, the Administrator of the Diocese lawfully holding that office.
Business Day	a day on which banks are open for business in Melbourne excluding a Saturday, Sunday or a public holiday in that city.
Church	the Anglican Church of Australia in the Diocese of Wangaratta in Victoria.
Commissioner	the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the Income Tax Assessment Act 1997.
Council of the Diocese	the council established under the Council of the Diocese Act 1916
Diocese	the Diocese of Wangaratta.
Indemnified Officer	1. each person who is or has been a director or executive officer (within the meaning of rule 13.2(a)) of the corporation; 2. any other officers or former officers of the corporation as the directors in each case decide.
Registered Address	a member's address as notified to the corporation by the member and recorded in the corporation's records.
Synod	the synod of the Diocese for the time being
Trust Corporation	The Wangaratta Diocesan Trustees

16.2 Interpretation In this constitution:

- (a) references to notices include formal notices of meeting, all documents and other communications from the corporation to its members;
- (b) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them;
- (c) a reference to a member present at a general meeting is a reference to a member present in person or by proxy, attorney, representative, or a person authorised in writing by the Bishop;

- (d) a reference to writing and written includes printing, lithography, electronic means of writing (eg fax, email) and other ways of representing or reproducing words in a visible form;
- (e) the singular includes the plural and the plural includes the singular; and
- (f) headings and bold type are used for convenience only and do not affect the interpretation of this constitution.

17 Application of the Act

17.1 What parts of the Act apply

Unless the contrary intention appears:

- (a) an expression used in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision; and
- (b) subject to rule 17.1(a), an expression in a rule that has a defined meaning for the purposes of the Act has the same meaning as in the Act.

17.2 Replaceable rules displaced

- (a) The provisions of this constitution displace each provision of a section or subsection of the Act that applies (or would apply but for this rule) to the corporation.
- (b) The replaceable rules do not apply to the corporation except those which operate as mandatory rules for public companies under the Act.

Initial members

The initial members of the corporation (whose consents are set out below) adopt, on registration of the corporation, the attached constitution as the corporation's constitution in accordance with section 136(1) of the Act.

Full name and address of initial members

Signatures consenting to be a member

The Right Reverend Anthony John Parkes

The Close

Wangaratta Vic 3676

.....

The Wangaratta Diocesan Trustees

The Close

Wangaratta Vic 3676

By its authorised representatives

.....

.....

.....

Date:

SCHEDULE 2 - Consequential amendments

No. 1 – THE ACTS INTERPRETATION ACT 1991

In section 8, add –

“(20) “Diocesan Corporation” means the Wangaratta Anglican Diocesan Corporation, incorporated under the Corporations Act 2001.”

No. 2 - COUNCIL OF THE DIOCESE ACT 1916

1. *For section 3 of the Council of the Diocese Act 1916 substitute -*

"3. In matters pertaining to the temporal affairs of the Church, the Bishop shall be assisted by a Council to be constituted as hereinafter mentioned and in all such matters, unless an Act of the Synod otherwise provides, the Bishop shall act with the consent of the Council or as a director of the Board of the Wangaratta Anglican Diocesan Corporation."

2. *After section 6 of the Council of the Diocese Act 1916 insert -*

"6A. A member of the Council, whether appointed by the Bishop or elected by the Synod, ceases to be a member of the Council if the member -

- (a) has not signed a consent to act as a director of the Wangaratta Anglican Diocesan Corporation prior to being so appointed or elected; or
- (b) resigns as a director of the Wangaratta Anglican Diocesan Corporation by writing given to the Corporation; or
- (c) ceases to be a director of the Wangaratta Anglican Diocesan Corporation."

3. *Replace section 18 of the Council of the Diocese Act 1916 with -*

"18. The Bishop shall in every session of Synod lay a statement before it for the past year of all moneys appropriated or expended and of all moneys recommended to be appropriated and expended and of all acts done by him during the year in Council and in the Wangaratta Anglican Diocesan Corporation."

4. *After section 19 of the Council of the Diocese Act 1916 insert -*

"20. In this Act, the Wangaratta Anglican Diocesan Corporation means the company limited by guarantee incorporated under the Corporations Act 2001 of the Commonwealth in accordance with the Wangaratta Anglican Diocesan Corporation Act 2014."

No. 3 – PARISH ADMINISTRATION ACT 1984

Insert section 3A

“3A In exercising any power under this Act to appoint or to suspend or terminate an appointment, the Bishop exercises that power on behalf of the Wangaratta Anglican Diocesan Corporation.”

PART IX Parish Council and Vestries DIVISION 5 Rights Powers and Duties of Incumbents
Councils and Vestries SUB-DIVISION E Ministry Fund

In section 139 replace “Diocese” with “the Wangaratta Anglican Diocesan Corporation”.

*In Sub-division **replace** “Bishop-in-Council” with “the Wangaratta Anglican Diocesan Corporation wherever appearing*

No. 4 - PROFESSIONAL STANDARDS ACT 2010

Interpretation

Alter the definition of “Church authority” of Section 3 (1) to read:

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

“Church authority” means –

- (a) the Bishop or rector or priest-in-charge having authority on behalf of the Diocesan Corporation to license, appoint, authorise, dismiss or suspend a Church worker; or
- (b) a person or body otherwise having administrative authority of or in a Church body on behalf of the Diocesan Corporation to license, appoint, authorise, dismiss or suspend a Church worker or Church volunteer and-
- (c) the Diocesan Corporation, in relation to a churchwarden or parish council member elected by a general meeting of a parish;”

PART 5 – DIRECTOR OF PROFESSIONAL STANDARDS

Replace current section 19 (2) which provides

- (2) The Director shall be appointed by and shall hold office on such terms and conditions as may be determined from time to time by the Bishop-in-Council or in accordance with any regulations or protocol of the Bishop-in-Council.

With –

- “(2) The Director shall be appointed by and shall hold office on such terms and conditions as may be determined from time to time by the Wangaratta Anglican Diocesan Corporation in accordance with any regulations or protocol of the Bishop-in-Council.”

PART 18 – INDEMNITY

Replace the first line of section 111 with –

- “111. The Wangaratta Anglican Diocesan Corporation shall and is hereby authorized, out of its funds, to indemnify-“

No. 5 - EPISCOPAL STANDARDS ACT 2012

PART 5 – DIRECTOR OF EPISCOPAL STANDARDS

Replace section 12 (2) with

- “12. (2) The Director shall be appointed by and shall hold office on such terms and conditions as may be determined from time to time by the Diocesan Council on behalf of the Diocesan Corporation.”

PART 18 – INDEMNITY

Replace the opening words of Section 90 with –

- “90. The Wangaratta Anglican Diocesan Corporation shall and is hereby authorized, out of its funds, to indemnify -“

Passed: 30/5/2015
Assented to: 30/5/2015