

THE INTERNATIONAL PHILOSOPHY, SCIENCE & THEOLOGY FESTIVAL CONSTITUTION ORDINANCE 1999

AN ORDINANCE to provide for the constitution of the International Philosophy, Science & Theology Festival and matters incidental thereto.

PREAMBLE

WHEREAS it is desirable that a Committee be constituted for the said International Philosophy, Science & Theology Festival and a Constitution be provided for the good government and management of the said Festival.

AND WHEREAS by the provisions of the Anglican Church of Australia (Bodies Corporate) Act and the Bodies Corporate (Delegation of Powers) Ordinance 1988 the Bishop-in-Council is empowered during the recess of Synod to exercise certain powers and such recess now exists;

THEREFORE the Bishop-in-Council in pursuance of such powers and in the name of the Synod hereby ordains declares directs and rules as follows:

CONSTITUTION OF THE INTERNATIONAL PHILOSOPHY, SCIENCE & THEOLOGY FESTIVAL

1. It is expedient for the purpose of managing, governing and controlling the said International Philosophy, Science & Theology Festival that the persons who are named in the First Schedule shall be for the time being the members of the International Philosophy, Science & Theology Festival Committee.
2. The affairs of the Festival shall be conducted in accordance with the Constitution contained in the Second Schedule hereunder.

SHORT TITLE

3. This Ordinance may be cited as the International Philosophy, Science & Theology Festival Constitution Ordinance 1999.
4. This Ordinance shall come into effect upon receiving the assent of the Bishop.

FIRST SCHEDULE

Committee members of the Philosophy, Science and Theology Festival:

Margaret Shirley Duff
 The Very Reverend Dr Peter Charles Catt
 Evelyn Grace Ashcroft
 Stanley George Mussared
 Barbara Marion Eastwood
 Mary Thomson Turner
 David William Turner
 Georgina Margaret Corbould-Warren
 Wilfred John Pinson
 Fay Edith Boyd
 Ken Southgate
 Sharon Pinson

SECOND SCHEDULE

THE INTERNATIONAL PHILOSOPHY, SCIENCE AND THEOLOGY FESTIVAL . GRAFTON

CONSTITUTION

In this Constitution the singular includes the plural and vice versa, and the masculine includes the feminine and vice versa, unless the context otherwise requires or indicates.

1 - DEFINITIONS

- 1.1 "Act" means the Anglican Church of Australia (Bodies Corporate) Act 1938 as amended.
- 1.2 "Annual General Meeting" means a meeting of Committee held between 1st July and 31 October (inclusive) in each year.
- 1.3 "Appointed member" means a member of the Committee appointed pursuant to Section 5.4 of this Constitution.
- 1.4 "Bishop" means the Bishop of the Diocese of Grafton or his Commissary if he be absent from the State or the Administrator of the Diocese if the See be vacant.
- 1.5 "Bishop-in-Council" means the Bishop acting with the advice and consent of the Council of the Diocese of Grafton.
- 1.6 "Cathedral Parochial Council" means the Council of the Christ Church Cathedral Grafton.
- 1.7 "Body Corporate" means the Body Corporate incorporated under the Act for The Festival.
- 1.8 "Committee" means the International Philosophy, Science and Theology Festival Committee as constituted hereunder.
- 1.9 "Dean" means the Dean of Christ Church Cathedral, Grafton, or whoever is acting in the position.
- 1.10 "Financial Year" means the year from 1 January to 31 December.
- 1.11 "Member of the Church" means a baptised person who attends the public worship of the Anglican Church and who declares that he is a member of that Church and is not a member of any other church.
- 1.12 "Ordinance" means an ordinance of the Diocese of Grafton.
- 1.13 "Festival" means the International Philosophy, Science and Theology Festival.
- 1.14 "Synod" means the Synod of the Diocese of Grafton.

2 - AIMS OF THE COMMITTEE

The aims of the Committee are:

- 2.1 To bring together the three disciplines of Science, Philosophy and Theology in full and frank discussion of major issues which will affect society in the 21st century;
- 2.2 To stimulate a greater interest and sense of responsibility in individuals, for the environment and the future of humanity;
- 2.3 To break down fear and bigotry caused by ignorance and promote Christian ideals;
- 2.4 To create an atmosphere which nurtures a thirst for knowledge and understanding across all generations;

- 2.5 To encourage hope and optimism for the future;
- 2.6 To assist with the upkeep of the heritage-listed Cathedral;

3 - COMMITTEE MEMBERSHIP

The Committee shall consist of the following members, each of whom must be aged 18 years or above:-

- 3.1 The Dean, who is the President;
- 3.2 Ten persons all of whom support the aims of the Festival of whom not less than two-thirds are communicant members of the Anglican Church;
- 3.3 Other persons as may be co-opted from time to time for specific duties.

4 - APPOINTMENT OF FIRST MEMBERS OF COMMITTEE

- 4.1 Following the passing of an ordinance approving the constitution of the Festival & its Committee, the Cathedral Parochial Council shall appoint the first members of the Committee as required under Section 3.2.
- 4.2 The Cathedral parochial Council shall by resolution determine which third of the first appointed members under Section 3.2 shall retire after one year, two years and three years respectively.

5 - APPOINTMENT OF COMMITTEE

- 5.1 At the Annual General Meeting of the Committee which shall be held between 1st July and 31 October in each year, qualified persons who have been nominated under Section 5.2 shall be selected for recommendation to the Cathedral Parochial Council for any members of the Committee required to be appointed under Sections 3.2.
- 5.2 Qualified persons shall be nominated in writing by members of the Committee to fill vacancies under Section 3.2 prior to the Annual General Meeting.
- 5.3 The Committee may recommend sufficient persons to fill any casual vacancies.
- 5.4 The Cathedral Parochial Council shall nominate to Bishop-in-Council for appointment the members of the Committee and may, without giving reasons therefor, decline to appoint any person nominated.
- 5.5 The terms of appointed members shall commence on the date of their appointment by the Cathedral Parochial Council.
- 5.6 The term of a member appointed shall be three years.
- 5.7 A retiring appointed member shall be eligible for re-appointment and notwithstanding anything contained in this Constitution shall remain a member of the Committee and continue to hold any office to which the member may have been elected or appointed until the vacancy caused by the member's retiring has been filled.

6 - CASUAL VACANCIES

- 6.1 A casual vacancy shall occur if a member of the Committee, other than the Dean:-
 - (a) dies;
 - (b) resigns in writing addressed to the Chairperson, or in the case of the Chairperson in writing addressed to the Dean and in such case shall unless the writer specifies a later date be deemed to be effective when the Chairperson or Dean (as the case may be) receives the written resignation;

(c) becomes bankrupt within the meaning of the law in force for the time being relating to bankrupts or if the member's affairs are compounded with creditors;

(d) 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) is removed by the Cathedral Parochial Council who may do so without assigning any reason therefore.

6.2 The Cathedral Parochial Council upon request from the Committee that the office of an appointed member be declared vacant may:-

(a) inform the member of the requested declaration of vacancy and the grounds on which it will be proposed;

(b) give the member reasonable opportunity at the next meeting of the Cathedral Parochial Council to make a written submission showing cause why the office should not be declared vacant.

6.3 After considering the request of the Committee and the submission from the member the Cathedral Parochial Council shall determine whether or not to declare the office vacant.

6.4 A casual vacancy shall be filled by the nomination of a new person by the Committee to the Cathedral Parochial Council for appointment.

6.5 A person who fills a casual vacancy shall hold office until the day on which the person whose vacancy was filled would have retired had the vacancy not occurred.

7 - COMMITTEE MEETINGS

7.1 The Committee shall hold Ordinary Meetings at least four times each year at intervals not exceeding three months.

7.2 Meetings of the Committee may be convened by the Dean or the Chairperson, who shall cause at least seven days written notice to be given to each member.

7.3 In the absence of both the Dean and the Chairperson, the Committee shall elect one of the members of the Committee then present to be Chairperson at that meeting.

7.4 The person presiding at a meeting of the Committee shall have both a deliberative and a casting vote at that meeting.

7.5 At meetings of the Committee four members shall constitute a quorum.

7.6 Subject to the concurrence of the Chairperson the Committee may invite a person not a member of Committee to be present for the whole or part of a meeting of Committee and to speak thereat, but that person shall not be entitled to vote.

8 - SPECIAL MEETINGS

8.1 A Special Meeting of the Committee may be held to consider a specific item of business. At least seven days written notice shall be given to each member specifying the date, time and place of meeting and the business to be discussed.

- 8.2 Decisions of a Special Meeting shall be in the form of a Special Resolution for which at least 75% of members of the Committee, present at the meeting, have voted in the affirmative.

9 - ANNUAL GENERAL MEETING

- 9.1 The Agenda for Annual General Meetings, of which not less than twenty-one days notice has been given, shall include the following:-
- a) Confirmation of the minutes of any preceding Annual General Meeting and attending to any business arising therefrom;
 - b) Presentation of report by the Chairperson;
 - c) Presentation of financial statements;
 - d) Nomination of members of the Committee followed by election of:
 - (1) Chairperson
 - (2) Treasurer
 - (3) Assistant Treasurer
 - (4) Secretary
 - (5) Co-ordinator/s for Sub-Committee/s
 - e) Election of auditor;
 - f) Any other business of which the Committee has been given written notice of at least seven days.
- 9.2 Any election hereunder shall be deemed to have been passed if approved by a majority vote of those present and entitled to vote.

10 - DUTIES AND POWERS OF COMMITTEE

- 10.1 The Committee as constituted by Ordinance and this Constitution shall be constituted as a Body Corporate under the Act by an enabling ordinance and shall enjoy and exercise the powers pertaining to a Body Corporate.
- 10.2 The Committee shall manage and conduct the affairs of the Festival in accordance with the provisions of any relevant Act of parliament and this Constitution.
- 10.3 The Committee shall pursue the aims of the Festival as stated in part 2 of this constitution.
- 10.4 The Committee, subject to the provisions hereof, may regulate its own proceedings and for that purpose it shall have power to make rescind or alter regulations which are not inconsistent with this Constitution.
- 10.5 The Committee may authorise, in writing, any person or persons to do any specified act on its behalf and may prescribe conditions for the exercise of the authorisation.
- 10.6 The Committee shall determine the Festival policy on any matter thing or issue whatsoever and may delegate the administration of any policy to such person as it may designate.

- 10.7 (a) The Committee may appoint sub-committees either specifically or generally and co-opt non-committee members to such sub-committees;
- (b) Such sub-committees shall perform such tasks as are specified by the Committee;
- (c) The Committee from time to time shall determine the legal structure and composition of such sub-committees and the basis and guidelines on which such sub-committees shall operate.
- 10.8 The Committee shall manage the assets of the Festival.
- 10.9 The Committee may solicit and accept real or personal property of any kind by way of gift subsidy or subvention as the Committee may think fit.
- 10.10 The Committee may take on lease or hire any real or personal property or any rights or privileges which the Committee may think fit.
- 10.11 Any intellectual property and printed or electronic media that is derived from the Festival shall remain the property of the Festival.

11 - MANAGEMENT OF FINANCES

- 11.1 The Committee shall make financial and other arrangements and decisions for the present and future conduct of the Festival to the satisfaction of the Cathedral Parochial Council..
- 11.2 The Committee shall determine the scale or scales of fees to be paid in respect of any activity.
- 11.3 The Committee may borrow or raise money and secure the repayment thereof with or without interest in such manner as the Committee may think fit and to secure the sums or the repayment of performance of any debt contract guarantee or other liability incurred or entered into by the Committee in any way.
- 11.4 The Committee may invest and deal with money in accordance with the provisions of the Church Trust Property Ordinance 1934, as amended, or any such other forms of investments as shall be approved by resolution of the Bishop-in-Council at the request of the Committee provided that no such approval shall be effective for a period in excess of three years. The Festival may also invest funds in any authorised trustee investment.
- 11.5 The Committee may enter into contracts of any kind (including contracts of guarantee and indemnity) and draw make accept endorse discount execute and issue cheques and other negotiable or transferable instruments.
- 11.6 All funds received by the Festival shall be deposited without deduction in a financial institution approved by the Committee. Accounts shall be opened and closed only with the authority of the Committee, which shall determine the names and styles of accounts.
- 11.7 Any funds not required to be disbursed immediately may be invested in the name of the Festival in any form of investment authorised under the Church Trust Property Ordinance for trust funds.
- 11.8 All cheques or withdrawal forms drawn on any account in the name of the Festival shall be signed by any two of three persons authorised by the Committee. Each person so authorised shall be a member of the Committee.

12 - LIABILITIES OF COMMITTEE

- 12.1 The Committee shall not execute or deliver any mortgage, charge, debenture, guarantee indemnity or promissory note unless the following clause is included therein:-

"Notwithstanding anything contained herein to the contrary each of the parties hereto acknowledge and agree that The Christ Church Cathedral Grafton Festival Committee shall not be liable to any express or implied obligation beyond such amount (if any) as The Christ Church Cathedral Festival Committee may be able to pay to that party in the event of the Committee being wound up."

and such clause shall not be made subject to any qualification.

- 12.2 The Committee shall be solely responsible for all liabilities incurred by it or on its behalf.
- 12.3 The Committee and its members and each of them shall not represent to any person or persons or corporation that the Bishop of Grafton or the Synod of the Diocese of Grafton or the Bishop-in-Council thereof or any person or persons or any other corporate body or corporation holding church trust property for the Anglican Church of Australia in the Diocese of Grafton or any other corporate body constituted by or pursuant to the Act (other than the Body Corporate as herein defined) shall or may meet or discharge all or any part of any liability which has been or may or will be incurred wholly or partly by or on behalf of the Council.
- 12.4 Every member of the Committee shall be indemnified out of the property of the Festival the Committee and or the Body Corporate for any loss or liability properly incurred by the Committee for which they may become personally liable in so far as such liability was not incurred by reason of their misconduct or wilful default.

13 - ACCOUNTS

- 13.1 The Committee shall:-
- (a) prepare an annual budget of income and expenditure;
 - (b) cause to be kept such accounting records as correctly record and explain the transactions and financial position of the Festival;
 - (c) cause its accounting records to be audited annually in accordance with this constitution;
 - (d) cause all records to be kept for at least seven years after the end of the financial year to which they relate, and
 - (e) notify immediately the Secretary of the Bishop-in-Council and the Cathedral Parochial Council if in its opinion any circumstances have arisen that may affect the ability of the Festival to meet its liabilities as and when they fall due.
- 13.2 At least once in every year the Committee shall present a report on its proceedings and the progress of the Festival to the Synod and the Bishop-in-Council and the Cathedral Parochial Council and shall furnish such other information as may be required from time to time by resolution of the Bishop-in-Council and the Cathedral Parochial Council.

14 - AUDIT

- 14.1 The Committee shall:-
- (a) appoint, as the auditor of the Festival, a person or persons registered as a company auditor under the Corporation Law of the Commonwealth of Australia or any person who is not so registered but who is a member of the Institute of Chartered Accounts in Australia or the Australian Society of Certified Practising Accountants;
 - (b) upon the resignation or retirement of any person so appointed, appoint another person or persons; and,

(c) notify the Bishop-in-Council and the Cathedral Parochial Council of the name and address of every person or persons so appointed.

14.2 It shall be a condition of the appointment of every auditor appointed pursuant to this constitution that the auditor will promptly notify the Secretary of the Bishop-in-Council and the Cathedral Parochial Council:-

(a) if the auditor is of the opinion that communication with the Committee is inadequate regarding deficiencies in internal control, qualification of the auditor's report or any other matter; or

(b) if the auditor has not signed a report on accounts prepared pursuant to this Constitution within six months of the end of the financial year of the Festival.

15 - INSURANCE

15.1 The Committee shall effect insurance cover through the Diocese of Grafton Master Insurance Policies for the following risks and for cover approved by the Bishop-in-Council from time to time:-

(a) Workers Compensation;

(b) Public Risk;

(c) Property;

(d) Voluntary Workers;

(e) Speakers for any liability accruing to the Festival.

15.2 The Committee shall effect insurance against such other risks and cover as may be required by the Bishop-in-Council and the Cathedral Parochial Council and may insure against such other risks as it sees fit.

16 - CUSTODY OF FESTIVAL RECORDS

16.1 The Secretary shall have custody of all administrative and financial records.

16.2 The following shall form part of the permanent administrative and financial records of the Festival and shall not be disposed of:

(a) Minutes of Committee and sub-committees;

(b) Audited Annual financial statements;

(c) Reports of auditors;

(d) Record of contracts;

(e) Lease or mortgage documents;

(f) Contracts of sale;

(g) Declarations of trust.

16.3 Any other records may be disposed of if the Committee so determines after they have been kept for seven years.


17 - WINDING UP THE FESTIVAL

- 17.1 If a proposal is made to wind up the Festival, a Special Meeting of the Committee shall be convened to discuss the matter. If a Special Resolution to wind up the Festival is passed, the Bishop-in-Council shall be requested to consent to the winding up.
- 17.2 If the Bishop-in-Council so consents, after all proper debts and liabilities have been discharged, the residue of all property of the Festival shall be distributed to an organisation which has objects substantially similar to the Festival & is approved under sub-paragraph 78(1) (a) of the Income Tax Assessment Act.

18 - AMENDMENT OF THE CONSTITUTION

This Constitution may be amended from time to time by the Bishop-in-Council, either at the request of the Committee or at the initiative of the Bishop-in-Council and the Cathedral Parish Council.

I hereby certify that the Ordinance as printed is in accordance with the Ordinance as passed.


.....
Chairman of Committees

I certify that this Ordinance was passed by Bishop-in-Council on the eighteenth day of March, 1999.


.....
Registrar

I assent to this Ordinance.


.....
Bishop.