

THE ANGLICAN FOUNDATION OF NORTH QUEENSLAND CANON

(Assented to and passed 9th May 1982, 1986)

Be it enacted by the Bishop, Clergy and Laity of the Diocese of North Queensland in Synod assembled and with the authority of the same as follows:-

1. **Interpretation.** In this Canon, unless the contrary intention appears:
 "Assistance" or "assistance" shall mean:-
 - (a) the provision of money whether by way of grant or loan with or without interest;
 - (b) the guaranteeing of any obligation whatsoever including the obligation to pay money;
 - (c) the provision of land or buildings for the use of any project where such land or buildings are vested in the Corporation or trustees for the Foundation;
 - (d) the provision of any personal property for the use of any project where the property is vested in the Corporation or trustees for the Foundation;
 - (e) the subscribing for or otherwise acquiring any interest in any project;
 - (f) the provisions of assistance in any other form approved by the Diocesan Council.

"Board" means the Anglican Foundation of North Queensland Board established by this Canon.

"Council" means the Council of the Foundation established by this Canon.

"Councillor" means a member of the Council.

"Financial Year" shall mean the year ending on the 31st day of December in each year and the period commencing on the assent by the Bishop to this Canon and ending on the 31st day of December next shall be deemed to be a year.

"Foundation" means the Anglican Foundation of North Queensland established by this Canon.

"general property" include all property of the Foundation from time to time other than trust property.

"project" means any activity of the Diocese of North Queensland.

"trust property" means any property transferred or vested in the Corporation or any other trustee subject to any trust power condition restriction or provision affecting same and whether arising out of any Will or Codicil or instrument inter vivos for the benefit or use of the Foundation.

2. **Name.** There is established by this Canon a fund by the name of the Anglican Foundation of North Queensland.

3. **The Objects of the Foundation.** The objects of the Foundation are as follows:-
 - (a) To apply the property of the Foundation howsoever derived or obtained in the promotion advancement aiding furtherance maintaining and fostering of the doctrines principles aims works and other activities of the Church.
 - (b) To raise by all lawful means money and without limiting the effect of the foregoing to:
 - (i) accept subscriptions and donations of real or personal property;
 - (ii) accept bequests of real or personal property;
 - (iii) accept assignments of income; and
 - (iv) apply for and receive loans or deposits for all or any of the abovementioned purposes.
 - (c) To do all such other lawful things as may appear to be incidental or conducive to the attainment of any of the abovementioned objects.

4. **Trustee.** The Corporation of the Diocesan Synod of North Queensland acknowledges by this Canon that it is trustee of all property both real and personal vested in it in furtherance of the objects of the Foundation and that it shall hold all such property to be disposed of dealt with and applied in the manner herein set forth.
5. **Board of Management.**
 - (a) There shall be a Board of Management of the Foundation.
 - (b) The management of the business and affairs of the Foundation shall be vested in the Board.
6. **Members of the Board.** The Board shall consist of:-
The Bishop
The Chancellor
The Treasurer
The Deputy Chairman of the Council of the Foundation
Two persons appointed by the Bishop-in-Council
Three persons appointed by the Board of whom one shall be a member of the Council.
7. **Cessation of Office.** A member of the Board shall cease to hold office and his position shall be vacated:-
 - (a) If he becomes bankrupt or compounds with his creditors;
 - (b) If he becomes of unsound mind;
 - (c) If he gives notice in writing to the Board that he resigns his office;
 - (d) If he be the Bishop, the Chancellor or the Treasurer and he shall cease to hold that office;
 - (e) If he be other than the Bishop, the Chancellor or the Treasurer and he shall by a resolution of the Bishop in Council be removed from his office.
8. **Term of Office.** The members appointed by the Bishop in Council and the Board shall hold office from the 1st of July in the year of their appointment to the 30th June in the following year. A retiring member shall be eligible for reappointment.
9. **Matters to be taken into account in determining Membership of Board.**
 - (a) Every member shall be a communicant member of the Anglican Church of Australia.
 - (b) In appointing members to the Board consideration shall be had and given to the need for continuity of membership.
10. **Vacancy in Board.** The Board may act notwithstanding any vacancy in their number and all proceedings at any meeting of the Board shall be valid and effectual notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any member.
11. **Chairman and Deputy Chairman.**
 - (a) The Chairman of the Board shall be the Bishop.
 - (b) The Bishop may from time to time appoint a Deputy Chairman of the Board from amongst the members of the Board. The Deputy Chairman shall act in the place of the Chairman when he is absent and shall undertake and perform such other duties as the Chairman may assign to him from time to time.

12. Secretary.

- (a) The Registrar shall be the Secretary of the Board.
- (b) The Secretary shall perform such duties as the Board shall from time to time direct.
- (c) The position of Secretary shall become vacant if:
 - (i) he becomes bankrupt or compounds with his creditors;
 - (ii) he becomes of unsound mind.

13. Meetings of the Board.

- (a) The Board may meet for the dispatch of business adjourn and otherwise regulate their meetings as they may think fit;
- (b) The Chairman and in his absence the Deputy Chairman shall preside at all meetings of the Board;
- (c) Five members of the Board one of whom shall be the Chairman or Deputy Chairman shall be a quorum.

14. Voting of Board.

- (a) Subject to sub-clause (c) hereof all questions shall be decided by the vote of the majority of the members of the Board present and voting thereon at a meeting of the Board.
- (b) In the event of a tied vote the Chairman of the meeting shall have a casting in addition to a deliberative vote.
- (c) A resolution signed by a majority of the members of the Board for the time being in Queensland and consisting of one or more pieces of paper shall be as valid and effectual for all purposes as a resolution of the Board at a meeting duly convened held and constituted.
- (d) A member of the Board need not be present in person at any meeting of the Board but may be present through the medium of any telecommunications device.

15. Minutes. Minutes of all resolutions and proceedings shall be taken by the Secretary and shall be entered in a minute book for that purpose.

16. Summoning of Meetings. The Chairman or in his absence the Deputy Chairman may or the Secretary shall on the request of three members of the Board summon a meeting of the Board.

17. Notice of Meetings. Notice of every meeting of the Board stating in general particulars of all business to be considered at such meeting shall be sent by post to each member of the Board at least three days before such meeting unless the circumstances require shorter notice. The proceedings of any such meeting shall not be invalidated by any irregularity in respect of such notice, or by reason of any business being considered which is not comprised in such general particulars.

18. Powers. Notwithstanding any limitations contained in the Trusts Act 1973 as amended the Foundation shall have power to do any of the following in the name of the Corporation:

- (a) to take, or otherwise acquire, and hold shares debentures or other securities of any company or body corporate;
- (b) to invest the money of the Foundation in or upon such stocks funds bonds shares securities real estate or other investments of whatsoever nature and wheresoever situate whether involving liability or not or upon such personal credit with or without security or employed in the purchase of such freehold or leasehold land as the Board thinks fit with power to vary or transfer such investments for or into others of a like nature to the intent that the power of

- investing and transposing investments may be exercised in all respects as if the Board was absolutely entitled thereto beneficially;
- (c) in furtherance of its objects to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
 - (d) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage charge lien or other security upon whole or any part of the Foundation's property or assets or future and to purchase redeem or pay-off any such securities;
 - (e) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Foundation, or in or about the Foundation or promotion of the Foundation or in the furtherance of its objects;
 - (f) to draw make accept endorse discount execute and issue promissory notes bills of exchange bills of lading and other negotiable or transferable instruments;
 - (g) to take or hold mortgages liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the property of the Foundation of whatsoever kind sold by the Foundation, or any money due to the Foundation from purchasers and others;
 - (h) to operate any savings investment or current account with any bank building society credit union or other body or corporation;
 - (i) to select and employ from time to time agents or investment managers as the Board deems advisable in managing and investing any or all of the property of the Foundation and the Board shall not be liable for any loss or damage due to any neglect, omission or wrong doing of such agents or investment managers;
 - (j) to take out Policies of Assurance and/or Insurance on the life or lives of any person or persons;
 - (k) to purchase and acquire for cash or on terms or by way of lease, loan, hire, hire purchase or in any other manner whatsoever all such property goods chattels and effects as may be required or be deemed to be expedient for the attainment of any object of the Foundation;
 - (l) to sell or otherwise dispose of let on hire or hire purchase lease or otherwise permit the use of any part of or the whole of the property goods chattels and effects of the Foundation;
 - (m) to execute mortgages and other securities for securing the repayment of loans or performance of obligations of any person or body corporate;
 - (n) to establish separate funds within the Foundation and to arrange for the execution of such deeds of trust as may be necessary or advisable in order to comply with any statutes or trusts governing the transaction of the property, its administration and application and to do all such things not inconsistent with this Canon for the due compliance with such statutes or trusts;
 - (o) to effect assurances against risk of loss to the Foundation by fire storm sea war reprisals accidents or otherwise howsoever and all insurance required by law from time to time;
 - (p) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Foundation.

19. Assistance from General Property of the Foundation

- (a) Assistance from General property of the Foundation shall only be provided for projects, which have the prior approval of Diocesan Council.

- (b) Applications for assistance under this section shall be submitted to Diocesan Council in the manner from time to time prescribed by that body.
- (c) The Diocesan Council shall submit to the Board at times mutually agreed details of assistance sought by the Diocesan Council from the general property of the Foundation.
- (d) The Board after receiving such request for assistance shall consider having regard to the objects, powers and general property of the Foundation whether or not it would be proper and responsible for it to grant such request. Thereupon:-
 - 1. If the Board grants such request it shall make available the assistance sought by the Diocesan Council out of the general property of the Foundation. In granting such request the Board may inform the Diocesan Council that it is able to grant further assistance in addition to the assistance sought by the Diocesan Council, or
 - 2. If the Board
 - (i) is not prepared to grant the assistance requested because it considers that it is not proper and responsible to do so having regard to the objects, powers and general property of the Foundation, or
 - (ii) considers that the assistance requested is greater than it is prepared to make available out of the general property of the Foundation because it considers that it is not proper and responsible to do so having regard to the objects powers and general property of the Foundation,

then in either of the instances set forth in this subclause it shall then inform the Diocesan Council the reasons why it considers it is not proper and responsible to grant the assistance requested or that the assistance requested is greater than it is prepared to make out of the general property of the Foundation as the case may be.

- (e) In any case where the Diocesan Council is not prepared to accept the Board's reasons why it is not proper and responsible to grant the assistance requested or that the assistance requested is greater than the Board is prepared to make out of the general property of the Foundation (as the case may be) the Diocesan Council shall advise the Board of its decision. Thereupon there shall be deemed to be a difference between the Diocesan Council and the Board which shall be determined by a Special Committee of seven persons comprising the Bishop as Chairman and six other persons of whom three shall be members of the Diocesan Council appointed by that Council and three shall be members of the Board appointed by the Board.

The Special Committee shall meet to consider and discuss the matter of the difference and shall determine that matter by resolution. Upon the resolution being communicated to the Diocesan Council and the Board it shall be binding on both the Diocesan Council and the Board.

20. Assistance from the Trust Property of the Foundation

- (a) The Board shall inform the Diocesan Council of the trust property of the Foundation which is available for distribution or use by the Church.
- (b) The trust property of the Foundation which is available for distribution shall be distributed by the Board in accordance with the directions of the Diocesan Council but in all respects subject to the trusts powers conditions and restrictions affecting the same.
- (c) The trust property of the Foundation which is available for use by the Church shall be made available by the Board in accordance with the directions of the Diocesan Council but in all respects subject however to the trusts powers conditions and restrictions affecting the same.

- 21. Investment of Property.** The Board without limiting anything else herein contained is authorised to invest any property of the Foundation in all or any of the following:
- (a) in any one or more of the modes of investment authorised by law for the investment of trust funds;
 - (b) on deposit with any bank, building society or corporation;
 - (c) in the shares, notes, debentures or other securities of any corporation;
 - (d) in units of any common fund, property trust or unit trust;
 - (e) in any policies of life assurance;
 - (f) in mortgages or loans on adequate security;
 - (g) in underwriting or sub-underwriting the subscription of the shares, stock, debentures or notes of any company.
 - (h) in the purchase of land of any tenure, freehold or leasehold improved or unimproved and whether solely or jointly with others and whether as a tenant in common or a joint tenant;
 - (i) in improving or developing any property forming part of the property of the Foundation or in erecting, extending, improving or rebuilding any buildings upon any land forming part of the property of the Foundation and in making all such repairs and maintenance as deemed necessary.
- 22. Custodian Trustee.** Any investment may be held in such names including the name of a nominee or custodian trustee (whether an individual or a corporation) as the Board shall from time to time determine.
- 23. Accounts.** The Board shall immediately after the close of each financial year prepare or cause to be prepared a report of the Foundation's affairs and a balance sheet and statement of income and expenditure and such further usual statements of account for the preceding year or portion of a year as is usual for bodies of a like nature for presentation to the next meeting of Synod.
- 24. Council of Foundation and Regional Councils**
- (a) There shall be a Council of the Foundation.
 - (b) The Board may from time to time define any geographical area as a region for the purpose of appointing a Regional Council.
 - (c) The Board may at any time:
 - (i) divide any geographical area into further geographical areas each to be a separate region and in doing so any existing Regional Council appointed for the whole of the divided region shall be dissolved; or
 - (ii) amalgamate any two regions into one region and in doing so each existing Regional Council shall be dissolved.
- 25. Members of the Council and Regional Councils**
- (a) The Bishop shall be the President of the Council and of each Regional Council.
 - (b) Members of the Council and each Regional Council shall be appointed by the Bishop and he may in his absolute discretion remove any such appointee.
 - (c) Each member of the Council shall be an ex officio member of the Regional Council of the region in which he resides.
 - (d) Each Council shall be responsible to the Bishop for the promotion of the Foundation and for any other duties requested of him by the Bishop.
 - (e) The Bishop may appoint any number of persons to be members of the Council or the Regional Council.
- 26. Deputy Chairman of Councils and Regional Councils**

- (a) The Bishop may from time to time appoint a Deputy Chairman of the Council from amongst the members of the Council. The Deputy Chairman of the Council shall act in the place of the Bishop when he is absent and shall undertake and perform such other duties as the Bishop may assign to him from time to time.
- (b) The Bishop may from time to time appoint a Deputy Chairman of each Regional Council from amongst the members of that Regional Council. The Deputy Chairman of each Regional Council shall act in the place of the Bishop when he is absent and shall undertake and perform such other duties as the Bishop may assign to him from time to time.

27. Secretary of Council

- (a) The Registrar shall be the Secretary of the Council.
- (b) Each Regional Council shall appoint one of their number to be the Secretary of the Regional Council.

28. Meetings of Council and Regional Councils

- (a) The Meetings of the Council shall be called by the Registrar on the request of the Bishop.
- (b) The Meetings of a Regional Council shall be called by the Secretary of the Regional Council on the request of the Bishop.
- (c) The Board may request the Bishop to call a meeting of the Council or of a Regional Council and on receiving such request the Bishop shall cause:
 - (i) the Registrar to call a meeting of the Council: or
 - (ii) the Secretary of a Regional Council to call a meeting of his Regional Council;

as the case may require.

- 29. Bishop or Deputy Chairman to preside at Council and Regional Councils.** The Bishop shall preside at all meetings of the Council and all meetings of the Regional Councils. In the absence of the Bishop the Deputy Chairman of the Council or the Regional Council shall as the case may be preside.

30. Minutes and Recommendations of Council and Regional Councils

- (a) The minutes of the proceedings and any recommendations arising out of the proceedings of the Council shall be conveyed to the Board.
- (b) The minutes of the proceedings and any recommendations arising out of the proceedings of each Regional Council shall be conveyed to the Council.
- (c) The Council or a Regional Council shall report to the Board on any matter referred to it.
- (d) The Council may at its meetings discuss any aspect of the activities of the Foundation other than those within the jurisdiction of the Board.
- (e) A Regional Council may at its meetings discuss any aspect of the activities of the Foundation in its geographical region.

- 31. Sub-committees.** The Board may from time to time appoint sub-committees from its members as the Board deems necessary or expedient and may delegate depute or refer to them such of the powers and duties of the Board as the Board may determine (including powers and duties delegated by the Bishop in Council to the Board). Such sub-committees shall periodically report their proceedings to the Board and shall conduct their business in accordance with the directions of the Board. The Board may at time revoke any such appointment or delegation.

- 32. By-Laws.** The Board may from time to time take, make, repeal and amend all such by-laws standing orders or regulations (provided same are not inconsistent with the

Constitution and the Canons of the Diocese) as they shall think expedient for the management and well being of the Foundation.

- 33. No Remuneration to Members.** All members of any Board, Council or Regional Council appointed or holding any position pursuant to this Canon shall do so without remuneration or reward but so that nothing herein contained shall prevent any member of the Board the Council or a Regional Council in return for professional services actually rendered being paid for such services or any member being reimbursed his out of pocket expenses.
- 34. Not responsible for loss.** No member of the Board or the Council or a Regional Council shall be responsible:
- (a) for any loss or damage occasioned by the exercise of any direction or power hereby conferred or by law conferred on persons occupying like positions or by the failure to exercise any direction or power or the delegation of any such direction or power being delegated as herein authorised or permitted; or
 - (b) for any breach of duty or trust whatsoever unless it shall be proved to have been committed made or omitted in personal conscious bad faith or gross neglect by the member charged to be so liable.
- 35. Delegation by Diocesan Council**
- (a) The Diocesan Council may, in relation to any matters or class of matters, or in relation to any activity or function of the Diocesan Council by resolution, delegate all or any of its powers and authorities, duties and functions under the Constitution and the Canons of Synod to the Board.
 - (b) Every delegation under this clause may be varied or revoked by resolution of the Diocesan Council, and no delegations shall prevent the exercise of any power, authority, duty or function by the Diocesan Council.
 - (c) A power, authority, duty of function delegated by the Diocesan Council may be exercised or performed by the Board:
 - (1) in accordance with the resolution of the Board; and
 - (2) if the exercise of the power or authority or the performance of the duty or function is dependant upon the opinion, belief or state of mind of the Diocesan Council in relation to a matter, upon the opinion, belief or state of mind of the Board in relation to that matter.
- 36. Appointment of Attorney**
- (a) The Diocesan Council may:
 - (i) appoint any two members of the Board jointly the Attorneys of the Corporation of the Diocesan Synod of North Queensland and such appointment may contain such power or powers as the Diocesan Council considers necessary or appropriate in the circumstances;
 - (ii) revoke any such appointment and appoint others in their place with the same or different powers.
 - (b) The Board shall within twenty-eight (28) days of the Attorneys appointment pursuant to the power granted by sub-clause (a) hereof exercising any power or powers vested in them by the Power of Attorney report in writing to the Diocesan Council of the exercise of any power or powers describing the manner in which such power or powers were exercised.
- 37. Amendment of Canon.** This Canon and any provisions contained herein may be amended from time to time by the Synod of the Diocese of North Queensland in accordance with the Constitution of the Synod of the Diocese of North Queensland.

- 38. Short Title.** The Short Title of this Canon shall be the “Anglican Foundation of North Queensland Canon of 1982-1986”.