



New South Wales

Saint Andrew's College Bill 1998

Explanatory note

This explanatory note relates to this Bill as introduced into Parliament.

Overview of Bill

The objects of this Bill are as follows:

- (a) to constitute the Council of Saint Andrew's College as a corporation and specify its functions,
 - (b) to specify the main objects of the College and provide for certain matters concerning its administration,
 - (c) to specify the office holders of the Council and their functions,
 - (d) to enact savings and transitional provisions (including provisions that provide for the transfer of assets, rights and liabilities of the former Council to the newly constituted Council),
 - (e) to repeal the *Saint Andrew's College Incorporation Act 1867* (which constitutes the present governing body of the College).
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Outline of provisions

Part 1 Preliminary

Clause 1 sets out the name (also called the short title) of the proposed Act.

Clause 2 provides that the proposed Act will commence on a day or days to be proclaimed.

Clause 3 defines certain words and expressions used in the proposed Act. These include the term *approved church* which is defined as the Presbyterian Church of Australia, the Anglican Church of Australia and any Protestant church that is part of the World Alliance of Reformed Churches.

Clause 4 sets out the main objects of Saint Andrew's College. These include providing students of the University of Sydney with residential accommodation, educational and academic assistance and the opportunity to receive religious instruction in line with the principles of any approved church.

Part 2 Council of Saint Andrew's College

Clause 5 constitutes the Council of Saint Andrew's College as a corporation.

Clause 6 provides for the membership of the Council. The Council will consist of 13 members (being 12 elected members and the Principal), each of whom must be a member of an approved church. Provision is also made for certain matters concerning Council procedure.

Clause 7 specifies the functions of the Council. These include controlling and directing the affairs of the College, employing staff, determining fees and charges payable by College residents in connection with the College, determining the basis on which a person is considered to be a member of an approved church for the purposes of the proposed Act and determining the educational and academic assistance to be provided by the College. The Council may also suspend or remove any member of staff from office, or any resident from residency, for such reasons as it thinks fit.

Clause 8 empowers the Council to accept gifts, bequests and devises.

Clause 9 requires the Council to obtain the Minister's written approval before dealing with Crown land transferred to it or otherwise under its control or management.

Clause 10 allows the Council to delegate its functions to certain persons and bodies.

Part 3 College office holders

Clause 11 provides for the office of Principal of the College. The Principal is responsible for the day to day administration of the College, including the general supervision and control of student residents.

Clause 12 provides for the Council to appoint a College Chaplain if the Principal is not an ordained minister of an approved church.

Clause 13 provides for the office of Vice-Principal.

Clause 14 provides for the Chancellor of the University of Sydney to be Visitor of the College. The Visitor's functions are limited to monitoring and reporting on the conduct of the College and performing ceremonial functions.

Part 4 Administrative provisions

Clause 15 provides that any student of the University of Sydney is eligible for residency at the College, as is any other person within a class prescribed by the by-laws.

Clause 16 protects any member of the Council, and other persons acting under the direction of the Council, from personal liability for acts done in good faith for the purpose of executing the proposed Act or by-laws. The proposed section also provides that the Council may indemnify a member of the Council for costs, expenses or liabilities.

Clause 17 enables the Council to make by-laws relating to student and staff membership, residency, College associations, student facilities and instruction, scholarships and bursaries, appointment of staff, election and tenure of members, functions of the Council, procedure and conduct of Council meetings, functions of the Secretary of the Council and such other matters it determines are relevant to the proper conduct of the College.

Part 5 Miscellaneous provisions

Clause 18 repeals the *Saint Andrew's College Incorporation Act 1867* under which the present body governing the College (known as the Principal and Councillors of Saint Andrew's College) is incorporated.

Clause 19 makes minor consequential amendments to the *Uniting Church in Australia Act 1977*.

Clause 20 is a formal provision giving effect to Schedule 1.

Schedule 1 Savings and transitional provisions

Schedule 1 provides for the dissolution of the body presently governing the College and for the transfer of assets, rights and liabilities of that body to the Council constituted under the proposed Act. The Schedule also provides for savings and transitional provisions concerning the continuation of office of existing Councillors and the continuation of existing by-laws.



New South Wales

Saint Andrew's College Bill 1998

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New South Wales

Saint Andrew's College Bill 1998

No. , 1998

A Bill for

An Act to constitute the Council of Saint Andrew's College as a corporation and to confer functions on that corporation; to repeal the *Saint Andrew's College Incorporation Act 1867*; and for other purposes.

Clause 1 Saint Andrew's College Bill 1998

Part 1 Preliminary

The Legislature of New South Wales enacts:

Part 1 Preliminary

1 Name of Act

This Act is the *Saint Andrew's College Act 1998*.

2 Commencement

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This Act commences on a day or days to be appointed by proclamation.

3 Definitions

In this Act:

approved church means any of the following: 10

- (a) the Presbyterian Church of Australia,
- (b) the Anglican Church of Australia,
- (c) any Protestant church that is part of the World Alliance of Reformed Churches.

by-laws means the by-laws made by the Council under section 17 and in force for the time being. 15

College means Saint Andrew's College, University of Sydney.

Council means the Council of Saint Andrew's College constituted by this Act.

elected member means a member of the Council other than the Principal. 20

exercise a function includes perform a duty.

function includes a power, authority or duty.

Principal means the Principal of the College.

repealed Act means the Act repealed by section 18. 25

University means the University of Sydney.

4 Objects of Saint Andrew's College

The objects of the College are as follows:

- (a) to provide residential accommodation for students of the University, and such other classes of persons as the by-laws may prescribe, in association with academic and other forms of assistance, 5
- (b) to provide assistance to those students in their studies and educational development,
- (c) to provide those students with the opportunity to receive systematic religious instruction in accordance with the principles of any approved church. 10

Part 2 Council of Saint Andrew's College

5 Constitution of Council

- (1) This Act constitutes a corporation with the corporate name of the Council of Saint Andrew's College.
- (2) The Council is a statutory body and a statutory corporation for the purposes of the *Interpretation Act 1987*, but does not represent the State. 5

6 Membership and procedure of Council

- (1) The Council consists of 13 members (being 12 elected members and the Principal) each of whom must be a member, as determined by the Council, of an approved church. 10
- (2) The elected members must be elected in accordance with the by-laws.
- (3) At least 3 of the elected members must be ordained ministers of an approved church. 15
- (4) A person who is employed by the Council as a member of the staff of the College is not entitled to be elected as a member.
- (5) The quorum for a meeting of the Council is 5 members.
- (6) A meeting at which a quorum is present is competent to transact any business of the Council. 20
- (7) A decision supported by a majority of the votes cast at a meeting of the Council at which a quorum is present is a decision of the Council.

7 Functions of Council

- (1) The functions of the Council are as follows: 25
 - (a) to control and direct the affairs of the College,
 - (b) to employ staff, including the Principal, for any purpose connected with the conduct of the College,

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- (c) to determine the fees, or other charges, for residential accommodation or for any other amenity or service provided at the College, or that are otherwise payable by residents of the College in connection with the College,
- (d) to determine from time to time the basis on which a person is considered to be a member of an approved church for the purposes of this Act, 5
- (e) to determine the nature and extent of educational assistance (including tutorial services) and other assistance relating to academic life to be provided by the College, 10
- (f) such other functions as are conferred or imposed on it by or under this Act, the by-laws or any other law.
- (2) Without limiting subsection (1) (f), the Council has the functions conferred on it by section 50 of the *Interpretation Act 1987*.
- (3) The Council may do and perform all acts and things that are necessary or convenient for giving effect to its functions or to the objects of the College. 15
- (4) The Council may suspend or remove:
- (a) any member of staff (including the Principal) from office, or 20
- (b) any resident of the college from residency at the College, for such reasons as the Council thinks fit.

8 Power to accept gifts

- (1) The Council has power to acquire by gift, bequest or devise any property for the purposes of this Act or the repealed Act and to agree to carry out the conditions of the gift, bequest or devise. 25
- (2) The rule of law against remoteness of vesting does not apply to or in respect of any condition of a gift, bequest or devise to which the Council has agreed.

Clause 9 Saint Andrew's College Bill 1998

Part 2 Council of Saint Andrew's College

9 Dealings with Crown land

The Council may transfer an interest or estate in, or otherwise deal with, Crown land (within the meaning of the *Crown Lands Act 1989*) transferred to it or otherwise under its control or management, only if the Council first obtains the Minister's written approval. 5

10 Delegation of functions

The Council may delegate any of its functions (other than this power of delegation) to:

- (a) the Principal, or 10
- (b) any other person or body prescribed by the by-laws.

Part 3 College office holders

11 Principal of College

- (1) The Council may appoint a person who is a member, as determined by the Council, of an approved church to hold office as the Principal of the College for such period as is specified in the instrument of appointment. 5
- (2) The Principal is a member of the Council by reason of holding the office of Principal.
- (3) The Principal is, as the head of the College, responsible for the day to day administration of the College. This includes responsibility for the general supervision and control of the students residing at the College. 10
- (4) The Principal has such other functions as may be conferred or imposed on the Principal by or under this Act or the by-laws, or as may be specified by the Council. 15
- (5) The Principal is, in the exercise of the Principal's functions, subject to such limits or directions as may be provided in or under the by-laws.
- (6) The employment of the Principal, as a member of the staff of the College, may be subject to performance reviews by the Council. 20

12 College Chaplain

- (1) If the person holding office as the Principal is not an ordained minister of an approved church, the Council must appoint an ordained minister of an approved church as Chaplain to the College. 25
- (2) The person holding office as College Chaplain cannot be a member of the Council.

13 Vice-Principal

- (1) The Council may appoint a person to hold office as the Vice-Principal of the College for such period as is specified in the instrument of appointment. 30

- (2) The Vice-Principal may, in the absence of the Principal from the College for any extended period (such period being determined by the by-laws), exercise the functions of the Principal, and is taken to be the Principal during any such period.
- (3) However, subsection (2) does not confer membership of the Council on the Vice-Principal. 5

14 Visitor

- (1) The Chancellor of the University is the Visitor of the College.
- (2) The Visitor has the following functions only: 10
- (a) to visit the College for the purposes of examining the manner in which the College is conducted,
 - (b) to report to the Council on any matter relating to the conduct of the College,
 - (c) such ceremonial functions as may be determined by the Council. 15
- (3) Accordingly, the Visitor has no functions or jurisdiction with respect to the resolution of disputes, or the hearing of appeals, concerning staff, student or other matters.

Part 4 Administrative provisions

15 Eligibility for residency at College

- (1) A student of the University who is engaged in any course of study is eligible for residency at the College regardless of that person's religion. 5
- (2) The by-laws may prescribe other classes of persons who are eligible for residency at the College.

16 Protection from personal liability

- (1) Anything done or omitted to be done by the Council, a member of the Council, or any person acting under the direction of the Council does not subject a member or person so acting personally to any action, liability, claim or demand if the thing was done or omitted to be done in good faith for the purposes of executing this Act or the by-laws. 10
- (2) The Council may indemnify a member of the Council for any costs, expenses or liabilities incurred by the person as a member of the Council, other than those arising out of conduct involving a lack of good faith. 15

17 By-laws

- (1) The Council may make by-laws, not inconsistent with this Act, for or with respect to the following matters in connection with the College: 20
- (a) the student and staff membership,
 - (b) residency, including matters relating to student and staff admission, room allocation and discipline, 25
 - (c) student and staff associations,
 - (d) student facilities and instruction,
 - (e) scholarships and bursaries,
 - (f) the appointment and employment of the following: 30
 - (i) the Principal,
 - (ii) the Vice-Principal,

- (iii) the Secretary to the Council,
 - (iv) College Fellows and Tutors,
 - (v) other staff of the College,
 - (g) the election of the elected members of the Council (including eligibility of persons entitled to vote in an election) and their tenure of office, 5
 - (h) the functions of the Council,
 - (i) the procedure for meetings of the Council (including voting rights) and for the conduct of business at those meetings, 10
 - (j) the functions of the Secretary of the Council,
 - (k) such other matters as the Council may determine are relevant to the proper conduct of the College.
- (2) A certificate under the seal of the Council, or signed by the Secretary of the Council, to the effect that a by-law specified in the certificate was in force on a day specified in the certificate, is evidence that the by-law was in force on that day unless proved otherwise. 15
- (3) A by-law may be amended or repealed by a later by-law made under this section. 20
- (4) A by-law takes effect on the day it is made or on a later day specified for that purpose in the by-law.

Part 5 Miscellaneous provisions

18 Repeal of Saint Andrew's College Incorporation Act 1867

The Act entitled "An Act to incorporate Saint Andrew's College as a College within the University of Sydney", assented to on 12 December 1867, is repealed.

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19 Amendment of Uniting Church in Australia Act 1977 No 47

The *Uniting Church in Australia Act 1977* is amended:

(a) by omitting section 5 (2) (a) (iv) and by inserting instead the following subparagraph:

(iv) the Council of Saint Andrew's College, or

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(b) by omitting section 5 (2) (b) (i) and by inserting instead the following subparagraph:

(i) the *Saint Andrew's College Act 1998*,

20 Savings and transitional provisions

Schedule 1 has effect.

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Schedule 1 Savings and transitional provisions

(Section 20)

1 Definitions

In this Schedule:

assets means any legal or equitable estate or interest (whether present or future and whether vested or contingent) in real or personal property of any description (including money), and includes securities, choses in action and documents. 5

former Council means the corporation constituted by the repealed Act and known as The Principal and Councillors of Saint Andrew's College. 10

instrument means an instrument (other than this Act) that creates, modifies or extinguishes rights or liabilities (or would do so if lodged, filed or registered in accordance with any law), and includes any judgment, order or process of a court. 15

liabilities means any liabilities, debts or obligations (whether present or future and whether vested or contingent).

rights means any rights, powers, privileges or immunities (whether present or future and whether vested or contingent).

2 Dissolution of former Council 20

The former Council is dissolved.

3 Transfer of assets, rights and liabilities of former Council

(1) The assets, rights and liabilities of the former Council are transferred to the Council.

(2) On the transfer, the following provisions have effect: 25

(a) the assets of the former Council vest in the Council by virtue of this clause and without the need for any conveyance, transfer, assignment or assurance,

(b) the rights and liabilities of the former Council become, by virtue of this clause, the rights and liabilities of the Council, 30

(c) all proceedings commenced before the transfer by or against the former Council and pending immediately before the transfer are taken to be proceedings pending by or against the Council, 35

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- (d) any act, matter or thing done or omitted to be done in relation to the assets, rights or liabilities before the transfer by, to or in respect of the former Council is (to the extent to which that act, matter or thing has any force or effect) taken to have been done or omitted by, to or in respect of the Council. 5
- (3) The operation of this clause is not to be regarded:
- (a) as a breach of contract or confidence or otherwise as a civil wrong, or
 - (b) as a breach of any contractual provision prohibiting, restricting or regulating the assignment or transfer of assets, rights or liabilities, or 10
 - (c) as giving rise to any remedy by a party to an instrument, or as causing or permitting the termination of any instrument, because of a change in the beneficial or legal ownership of any asset, right or liability. 15
- (4) The operation of this clause is not to be regarded as an event of default under any contract or other instrument.
- (5) No attornment to the Council by a lessee from the former Council is required. 20
- (6) Assets vesting in the Council by virtue of this clause are not to be dealt with contrary to the provisions of any trust affecting the assets immediately before the constitution of the Council (being provisions as to the purposes for which the assets may or are required to be applied). 25
- (7) Duty is not chargeable in respect of the transfer of assets, rights and liabilities by operation of this clause.

4 Construction of references to former Council

A reference in any Act (other than this Act), in any instrument made under any Act or in any document of any kind, to the former Council is taken to be a reference to the Council. 30

5 Existing members to comprise new Council until first general election

- (1) Until such time as the first general election of the members of the Council is held in accordance with the by-laws, the Council comprises, subject to this Act and the by-laws, those persons who constituted the former Council immediately before the 35

commencement of this Schedule. The Council as so constituted is taken to be constituted in accordance with this Act and the by-laws.

- (2) The persons who hold office by virtue of subclause (1) hold the same positions on the Council as they held under the former Act immediately before the commencement of this Schedule. 5
- (3) The person who held office as Principal immediately before the commencement of this Schedule is, on that commencement, taken to have been appointed to that office in accordance with this Act. 10

6 Existing by-laws

The by-laws made by the former Council under the repealed Act, as in force immediately before the commencement of this Schedule:

- (a) continue in force as if they had been made by the Council, and 15
- (b) may be amended and repealed accordingly.