

# TRUST CORPORATION CANON 2010

## Canon No 6, 2010

### PART 1 - PRELIMINARY

#### Title

1. This Canon may be cited as the "Trust Corporation Canon 2010".

#### Definitions

2. In this Canon, unless the context otherwise requires -

"**the Corporation**" means The Anglican Church of Australia Trust Corporation constituted under section 64 of the Constitution;

"**document**" includes any contract, authority, bill of exchange and transfer of funds by whatever means;

"**General Synod property**" means any real or personal property or any estate or interest therein under the control of or held for the purposes of the General Synod or any unincorporated body constituted by or under any Canon or Rule.

"**Trustees**" means the persons constituting the Corporation referred to in section 64 of the Constitution.

#### Repeal of Corporate Trustees Canon

3. (1) The Corporate Trustees Canon 1962 is repealed.  
(2) Notwithstanding the repeal effected by subsection (1), the Trustees holding office under the repealed Canon shall continue in office under and subject to the provisions of this Canon.

### PART 2 - APPOINTMENT AND TENURE OF OFFICE OF TRUSTEES

#### Number of Trustees

4. The number of Trustees shall be five, of whom three shall form a quorum.

#### Appointment

5. The Trustees shall be appointed by the Standing Committee and, subject to Section 6, shall hold office for such period and on such terms as the Standing Committee shall determine.

#### Tenure of Office

6. A Trustee shall hold office until he or she -
  - (a) resigns, or
  - (b) dies, or

- (c) is declared by any competent court incapable of managing his or her affairs, or
- (d) ceases to reside permanently in Australia, or
- (e) is retired by a resolution of General Synod or of the Standing Committee.

#### **Vacancies**

- 7. (1) A vacancy in the office of Trustee shall be filled by the Standing Committee.
- (2) The Trustees may act notwithstanding any vacancy in the office of Trustee.

### **PART 3 - REGULATION OF AFFAIRS**

#### **Chair**

- 8. The Chair of the Trustees shall be appointed by the Standing Committee for such period as the Standing Committee shall determine.

#### **Meetings**

- 9. (1) The Trustees may hold meetings as they see fit and may make rules for the conduct of their meetings.
- (2) The Chair shall have a deliberative but not a casting vote.
- (3) A telephone or video conference between the Trustees shall be taken to be a meeting of the Trustees at which the participating Trustees are present.

#### **Resolutions**

- 10. (1) A resolution signed by all Trustees shall be as valid and effective as a resolution made at a meeting of the Trustees.
- (2) A proposed resolution of the Trustees becomes a valid decision of the Trustees despite the fact that it is not voted on at a meeting of the Trustees if:
  - (a) Notice of the proposed resolution is given to all members in accordance with procedures determined by the Trustees; and
  - (b) At least three quarters of the Trustees in office express their concurrence in the proposed resolution by letter, email, facsimile transmission or other written communication setting out the terms of the resolution.

#### **Execution of Documents**

- 11. (1) The seal of the Corporation may be attached to any document pursuant to a resolution by the Trustees and countersigned by two Trustees.
- (2) Subject to the provisions of this Canon, a document not required to be under seal may be executed by the Corporation by two Trustees in accordance with a resolution of the Trustees.

## **PART 4 - PROPERTY AND AFFAIRS OF THE GENERAL SYNOD**

### **General Synod Property**

12. Subject to any particular trusts affecting General Synod property, the Corporation shall hold and administer all General Synod property in accordance with and subject to the provisions of any Rule of the General Synod.

### **General Synod Contracts**

13. Any contract entered into by the Corporation on behalf of the General Synod shall be administered in accordance with the provisions of any Rule of the General Synod.

### **Authority of Standing Committee**

14. (1) Unless it has good and substantial reasons for refusing to do so the Corporation is to act in accordance with any policy as directed by the Standing Committee from time to time and to carry out all determinations of the Standing Committee or its delegate.  
  
(2) If the Corporation refuses to act in accordance with such policy or to carry out a determination of the Standing Committee or its delegate it must forthwith notify in writing its refusal and its reasons for refusal to the Standing Committee.

### **Delegation**

15. (1) Any person, persons or body authorised by the General Synod or the Standing Committee to enter into a contract on behalf of the General Synod or Standing Committee or otherwise authorised to act on behalf of the General Synod or the Standing Committee in respect of its property or affairs is authorised to enter into such contract and to act on behalf of the Corporation in respect of such matter and to execute any documents on behalf of the Corporation to give effect to the authority given by the General Synod or the Standing Committee as the case may be.  
  
(2) The person or persons authorised to sign any bill of exchange or to effect the transfer of funds of the Corporation shall be determined from time to time by the Standing Committee subject to the approval of the trustees, which approval shall not be unreasonably withheld.

### **Management**

16. Subject to any trusts affecting General Synod property, General Synod property shall be held and any contract entered into by the Corporation on behalf of the General Synod or Standing Committee shall be administered subject to the direction of the General Synod or the Standing Committee.

### **Indemnity**

17. The Corporation and the Trustees, acting honestly and reasonably pursuant to this Part, are indemnified out of the General Synod property in respect of any liability

arising out of or in the course of the non-exercise, the exercise or purported exercise of any power or authority under this Part.

## **PART 5 – OTHER TRUST PROPERTY**

### **Consent under section 64(4) of the Constitution**

18. (1) The consent of the synod of a diocese or the consent of a society, council, board, agency or authority required under subsection (4) of section 64 of the Constitution shall be given by ordinance or resolution of such synod, council, or board or by the committee of management of such society, agency or authority.
- (2) A copy of such ordinance or resolution shall be lodged with the Corporation certified under the hand of the President of such synod or Chairman of the meeting of the council, board or committee as the case may be.

### **Holding of Property**

19. Where the Corporation holds property in respect of which such consent has been given it shall be held subject to the written direction of such synod, society, council, board, agency or authority given pursuant to its constitution and subject to any trust affecting such property.

### **Indemnity**

20. The Corporation and the Trustees, acting honestly and reasonably, are indemnified out of the funds held by them on trust under this Part in respect of any liability arising out of or in the course of the non-exercise, the exercise or purported exercise of their duties and activities under this Part.

## **PART 6 – GENERAL**

### **Report**

21. The Trustees shall present a report of their administration to the Standing Committee at such intervals as the Standing Committee shall from time to time determine.