



New South Wales

# Saint Paul's College Bill 2018

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*I certify that this PUBLIC BILL, which originated in the LEGISLATIVE COUNCIL, has finally passed the LEGISLATIVE COUNCIL and the LEGISLATIVE ASSEMBLY of NEW SOUTH WALES.*

*Clerk of the Parliaments*

*Legislative Council*  
2018



New South Wales

## **Saint Paul's College Bill 2018**

Act No , 2018

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An Act to constitute The Warden and Fellows of Saint Paul's College as a corporation; to repeal certain Acts relating to the constitution and management of Saint Paul's College; and for other purposes.

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The Legislature of New South Wales enacts:

## Part 1 Preliminary

### 1 Name of Act

This Act is the *Saint Paul's College Act 2018*.

### 2 Commencement

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

### 3 Definitions

(1) In this Act:

**Anglican Church** means the Anglican Church of Australia.

**Archbishop** means the Archbishop of the Diocese of Sydney of the Anglican Church.

**by-laws** means by-laws made under this Act.

**Chaplain** means the person appointed as Chaplain of Saint Paul's College under section 13.

**clerical member**—see section 6 (3).

**clerical person** means a person who is a member of the ordained clergy of the Anglican Church.

**Council** (or **new Council**) means the Council of Saint Paul's College established under this Act.

**former Act** means the Act repealed by section 18 (1).

**function** includes a power, authority or duty, and **exercise** a function includes perform a duty.

**lay member**—see section 6 (4).

**lay person** means a person who is not a member of the ordained clergy of the Anglican Church.

**member** means a member of the Council.

**ordained clergy** includes bishops, priests and deacons.

**Saint Paul's College** means the corporation constituted by this Act.

**University** means the University of Sydney.

**Visitor**—see section 12.

**Warden** means the person appointed as Warden of Saint Paul's College under section 10.

**Note.** The *Interpretation Act 1987* contains definitions and other provisions that affect the interpretation and application of this Act.

(2) A reference in this Act to a student residing on the premises of Saint Paul's College includes a reference to a person who is enrolled as a non-residential student in accordance with the by-laws.

(3) Notes included in this Act do not form part of this Act.

## Part 2 Constitution and management of Saint Paul's College

### 4 Constitution of The Warden and Fellows of Saint Paul's College

- (1) There is constituted by this Act a corporation with the corporate name of "The Warden and Fellows of Saint Paul's College".
- (2) The Warden and Fellows of Saint Paul's College:
  - (a) is a college of and within the University established in connection with the Anglican Church, and
  - (b) may also be known as Saint Paul's College.
- (3) The use of the name Saint Paul's College has the same effect for all purposes as the use of its corporate name.
- (4) Saint Paul's College is not and does not represent the Crown.
- (5) Saint Paul's College is a continuation of, and the same legal entity as, the corporation constituted by the former Act.

**Note.** Section 53 of the *Interpretation Act 1987* contains savings provisions in relation to the effect of the alteration of the name and constitution of the former corporation.

### 5 Functions of Saint Paul's College

Saint Paul's College has the following functions:

- (a) to provide accommodation, education and religious instruction to students and any other class of persons prescribed by the by-laws,
- (b) to enter into commercial or other arrangements relating to the use or occupation of the premises of Saint Paul's College,
- (c) any other functions conferred or imposed on it by or under this or any other Act.

**Note.** See for example section 50 of the *Interpretation Act 1987*.

### 6 Council of Saint Paul's College

- (1) There is to be a Council of Saint Paul's College.
- (2) Subject to this Act, the Council is to consist of the following members:
  - (a) the Warden,
  - (b) 4 clerical persons elected under section 8,
  - (c) 6 lay persons elected under section 8,
  - (d) 2 lay persons appointed by the Council in accordance with this section.
- (3) The clerical persons who are elected under section 8 are **clerical members**.
- (4) The lay persons who are appointed under this section or elected under section 8 as members (other than the Warden) are **lay members**.
- (5) At least one member must be a member of the academic staff of the University.
- (6) Each person appointed to the Council must have expertise and experience relevant to the Council's functions and an appreciation of the objects, values, functions and activities of Saint Paul's College.
- (7) The Council is to have regard to the gender diversity of the Council in appointing persons under subsection (2) (d).
- (8) The appointment of persons under subsection (2) (d) is to be in accordance with any by-laws (or, if there are no by-laws relating to appointment of members in force, in accordance with any procedures determined by the Council).

## **7 Role of Council**

- (1) All decisions relating to the functions of Saint Paul's College are to be made by or under the authority of the Council.
- (2) Any act, matter or thing done in the name of, or on behalf of, Saint Paul's College by or under the authority of the Council is taken to have been done by Saint Paul's College.
- (3) The Council has the following functions:
  - (a) to develop and implement policies and strategic plans for the administration and improvement of Saint Paul's College,
  - (b) to develop and implement Saint Paul's College's educational and pastoral philosophy,
  - (c) to manage Saint Paul's College's financial resources,
  - (d) to oversee the performance of Saint Paul's College as a whole,
  - (e) to determine the conditions of appointment of the Warden,
  - (f) to monitor the performance of the Warden,
  - (g) any other functions conferred or imposed on it by or under this or any other Act or law.
- (4) The Council may, subject to any by-laws, establish committees to assist it in connection with the exercise of any of its functions.

## **8 Election to Council**

- (1) The election of 4 clerical persons and 6 lay persons as members of the Council is to be held in accordance with any by-laws (or, if there are no by-laws relating to the election in force, in accordance with any procedures determined by the Council).
- (2) A person is eligible to vote in an election under this section only if the person is a graduate of the University and has resided on the premises of Saint Paul's College for at least 4 University terms or 3 University semesters.
- (3) The Council is to prepare and maintain, in accordance with any by-laws, a roll containing the name and residential address, postal address or email address of each person eligible to vote in an election under this section.

## **9 Duties of Council members**

In exercising the member's functions, a member must:

- (a) act in the best interests of Saint Paul's College as a whole, and
- (b) act honestly, in good faith and for a proper purpose, and
- (c) exercise a reasonable degree of care and diligence, and
- (d) not make improper use of the member's position to gain an advantage for the member or another person, and
- (e) disclose any interest (whether pecuniary or otherwise) that would conflict with the proper exercise of the member's functions and avoid exercising any function that could involve such a conflict of interest.

## **Part 3 Saint Paul's College office holders**

### **10 Warden**

- (1) The Council is to appoint a person as the Warden of Saint Paul's College.
- (2) A person appointed as Warden must be a clerical person or a lay person who is a communicant member of the Anglican Church.
- (3) The term of office and the terms and conditions of the appointment of the Warden are to be determined by the Council.
- (4) The Warden is the chief executive officer of Saint Paul's College and has the following functions:
  - (a) to conduct the day-to-day management of the affairs of Saint Paul's College,
  - (b) any other functions prescribed by the by-laws or determined by the Council.
- (5) The Warden must exercise his or her functions in accordance with the by-laws and any policies of the Council.

### **11 Council may suspend or remove Warden**

- (1) The Council may suspend or remove the Warden from office for sufficient cause.
- (2) A person suspended or removed from office under this section may appeal to the Visitor for a review of the decision to suspend or remove the person from office.
- (3) The Visitor may affirm the decision to suspend or remove the person from office, vary the decision or set aside the decision and make a new decision in its place.

### **12 Visitor**

- (1) The Archbishop is the *Visitor* of Saint Paul's College.
- (2) The Visitor has the functions conferred or imposed on the Visitor by or under this Act or any other Act or law.

### **13 Chaplain**

- (1) The Warden is to appoint a clerical person licensed by the Archbishop as the Chaplain of Saint Paul's College.
- (2) The Chaplain has the function of providing religious and spiritual support to students residing on the premises of Saint Paul's College.

## **Part 4 Miscellaneous**

### **14 Eligibility for residency on College premises**

- (1) A person is eligible to reside on the premises of Saint Paul's College if the person is a current student of the University, regardless of the person's religion.
- (2) The by-laws may prescribe other classes of persons who are eligible to reside on the premises of Saint Paul's College.

### **15 Dealings with Crown land**

Saint Paul's College may transfer an interest or estate in, or otherwise deal with, Crown land (within the meaning of the *Crown Land Management Act 2016*) transferred to it or otherwise under its control, only if Saint Paul's College first obtains the Minister's written approval.

### **16 Protection from personal liability**

Anything done or omitted to be done by Saint Paul's College, a member of the Council or any person acting under the direction of Saint Paul's College does not subject the 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.

### **17 By-laws**

- (1) The Council may make by-laws, not inconsistent with this Act, for or with respect to any matter that is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this Act and, in particular, for or with respect to the following:
  - (a) the management of the affairs of Saint Paul's College,
  - (b) the control and supervision of students residing on the premises of Saint Paul's College, including the admission, suspension and expulsion of students to or from the College,
  - (c) the admission of non-residential students,
  - (d) the imposition of fines for breaches of the by-laws,
  - (e) the election of Council members,
  - (f) terms of office of Council members,
  - (g) the committees established by the Council, if any,
  - (h) the procedures for Council meetings and for the transaction of Council business,
  - (i) the functions of the Warden.
- (2) A by-law may be amended or repealed by a later by-law made under this section.
- (3) The by-laws are to be made publicly available on Saint Paul's College's website.

### **18 Repeal of certain Saint Paul's College Acts and by-laws**

- (1) The Act entitled "An Act to incorporate Saint Paul's College as a College within the University of Sydney", assented to on 1 December 1854, and any by-laws made under that Act are repealed.
- (2) The Act entitled "An Act to enlarge the Council of St. Paul's College", assented to on 15 December 1857, is repealed.



## Schedule 1 Members and procedure of Council

### 1 Definitions

In this Schedule:

**Chairperson** means the member elected as the Chairperson under clause 6.

**Deputy Chairperson** means the member elected as the Deputy Chairperson under clause 6.

**member** does not include the Warden, except as otherwise provided by this Schedule.

### 2 Term of office

- (1) Subject to this Act or the by-laws, a member holds office for 6 years.
- (2) A member is eligible for re-appointment or re-election.
- (3) On the expiry of a term of office referred to in clause 2 (5) of Schedule 2, each subsequent appointment or re-appointment, or election or re-election, to the Council is to be for a term of 6 years.

### 3 Vacancy in office of member

- (1) The office of a member becomes vacant if the member:
  - (a) dies, or
  - (b) completes a term of office and is not re-appointed or re-elected, or
  - (c) resigns the office by instrument in writing addressed to the Chairperson, or
  - (d) is removed from office by the Council in accordance with the by-laws, or
  - (e) is absent from 3 consecutive meetings of the Council of which reasonable notice has been given to the member, except on leave granted by the Council or unless the member is excused by the Council for having been absent from those meetings, or
  - (f) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with his or her creditors or makes an assignment of his or her remuneration for their benefit, or
  - (g) becomes a mentally incapacitated person, or
  - (h) is convicted in New South Wales of an offence that is punishable by imprisonment for 12 months or more or is convicted elsewhere than in New South Wales of an offence that, if committed in New South Wales, would be an offence so punishable.
- (2) In this clause, **member** includes the Warden.

### 4 Filling of vacancy in office of member

If the office of a member becomes vacant, a person is, subject to this Act, to be appointed or elected (as the case requires) to fill the vacancy.

### 5 Casual vacancy in office of member

- (1) The Council is to appoint a person to fill a casual vacancy in the office of a member.
- (2) For the purposes of subclause (1), a person who fills a casual vacancy is taken to hold office:
  - (a) under the conditions under which the member vacating office (**the vacating member**) was elected or appointed, and

- (b) for a period of time that:
  - (i) if the vacating member was appointed—expires on the expiry of the term of office of the vacating member, or
  - (ii) if the vacating member was elected and the vacancy occurs during the first 2 years of the vacating member's term of office—expires on the day on which the next election of persons to the Council is held, or
  - (iii) if the vacating member was elected and the vacancy occurs at any time after the first 2 years of the vacating member's term of office—expires on the expiry of the term of office of the vacating member.
- (3) A person elected to office at an election held on the expiry of the term of office of a member who fills a casual vacancy under subclause (2) (b) (ii) holds office until the expiry of the term of office of the vacating member.
- (4) In this clause, *casual vacancy* means a vacancy that occurs other than because of the completion of a term of office.

## **6 Chairperson and Deputy Chairperson**

- (1) The Council is to elect a Chairperson and a Deputy Chairperson from among the members.
- (2) The Warden may not hold the office of Chairperson or Deputy Chairperson.
- (3) The terms of office of the Chairperson and Deputy Chairperson are to be determined by the Council but must not exceed 3 years.
- (4) The Chairperson and Deputy Chairperson may be re-elected unless the by-laws provide otherwise.

## **7 Disclosure of material interests**

- (1) If:
  - (a) a member has a material interest in a matter being considered or about to be considered at a meeting of the Council, and
  - (b) the interest appears to raise a conflict with the proper performance of the member's duties in relation to the consideration of the matter,the member must, as soon as possible after the relevant facts have come to the member's knowledge, disclose the nature of the interest at a meeting of the Council.
- (2) After a member has disclosed the nature of an interest in any matter, the member must not, unless the Council otherwise determines:
  - (a) be present during any deliberation of the Council with respect to the matter, or
  - (b) take part in any decision of the Council with respect to the matter.
- (3) For the purpose of the making of a determination by the Council under subclause (2), a member who has a material interest in a matter to which the disclosure relates must not:
  - (a) be present during any deliberation of the Council for the purpose of making the determination, or
  - (b) take part in the making by the Council of the determination.
- (4) A contravention of this clause does not invalidate a decision of the Council.
- (5) In this clause, *member* includes the Warden.

## **8 Procedure for Council meetings**

- (1) The procedure for the calling of meetings of the Council and for the conduct of business at those meetings is, subject to this Act and the by-laws, to be as determined by the Council.
- (2) The Chairperson (or, in the absence of the Chairperson, the Deputy Chairperson or, in the absence of both the Chairperson and the Deputy Chairperson, another member elected by the members of the Council who are present at a meeting) is to preside at a meeting of the Council.
- (3) The presiding member has a deliberative vote and, in the event of an equality of votes, also has a casting vote.
- (4) A decision supported by a majority of the votes cast at a meeting of the Council at which a quorum is present is the decision of the Council.

## **9 Quorum**

- (1) The quorum for a meeting of the Council is 7 members, of whom at least 1 must be a clerical member.
- (2) In this clause, *member* includes the Warden.

## **Schedule 2 Savings, transitional and other provisions**

### **Part 1 General**

#### **1 Savings and transitional regulations**

- (1) The Governor may make regulations containing provisions of a savings or transitional nature (a *savings and transitional provision*) consequent on the enactment of this Act or any Act that amends this Act.
- (2) A savings or transitional provision:
  - (a) may, if the regulations so provide, take effect from the date of assent to the Act concerned or a later date, and
  - (b) has effect despite anything to the contrary in this Schedule.
- (3) To the extent to which a savings or transitional provision takes effect from a date that is earlier than the date of its publication on the NSW legislation website, the provision does not operate so as:
  - (a) to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or
  - (b) to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.
- (4) Without limiting subclauses (1) and (2), regulations made for the purposes of this clause may amend this Schedule to provide for additional or different savings and transitional provisions instead of including the provisions in the regulations.

### **Part 2 Provisions consequent on enactment of this Act**

#### **2 Transitional arrangements for phasing-in of new Council**

- (1) The former Council is taken to be the new Council, and is to exercise the functions of the new Council, until 31 March 2019.
- (2) On 31 March 2019, the new Council is to arrange for:
  - (a) the appointment of 1 lay person for a term of 4 years, and
  - (b) the appointment of 1 lay person for a term of 6 years, and
  - (c) the appointment of 4 lay persons who were members of the former Council for a term of 2 years, and
  - (d) the election of 2 lay persons for a term of 6 years, and
  - (e) the appointment of 1 clerical person for a term of 4 years, and
  - (f) the appointment of 2 clerical persons who were members of the former Council for a term of 2 years, and
  - (g) the election of 1 clerical person for a term of 6 years.
- (3) On 31 March 2021, the new Council is to arrange for:
  - (a) the appointment of 2 lay persons who were members of the former Council for a term of 2 years, and
  - (b) the election of 2 lay persons for a term of 6 years, and
  - (c) the appointment of 1 clerical person for a term of 2 years, and
  - (d) the election of 1 clerical person for a term of 6 years.

- (4) On 31 March 2023, the new Council is to arrange for:
  - (a) the appointment of 1 lay person for a term of 6 years, and
  - (b) the election of 2 lay persons for a term of 6 years, and
  - (c) the election of 2 clerical persons for a term of 6 years.
- (5) On the expiry of a term of office referred to in subclauses (2)–(4), the vacancy is to be filled:
  - (a) if the member vacating office (*the vacating member*) was elected to office under subclause (2) (d), (3) (b) or (4) (b)—by the election of a lay person to the new Council under section 8, and
  - (b) if the vacating member was elected to office under subclause (2) (g), 3 (d) or (4) (c)—by the election of a clerical person to the new Council under section 8, and
  - (c) if the vacating member was appointed to office under subclause (2) (a) or (b) or (4) (a)—by the appointment of a lay person to the new Council under section 6.
- (6) If the office of a member under this clause becomes vacant during a term of office in any of the circumstances specified in clause 3 of Schedule 1, the vacancy is to be filled in accordance with clause 5 of that Schedule.
- (7) In this clause, *former Council* means the persons who constituted the Council under the former Act immediately before the repeal of that Act.

### 3 Existing Vice-Warden to continue as Warden

The person who, immediately before the commencement of this clause, held office as Vice-Warden under the former Act is taken to have been appointed as Warden under this Act:

- (a) for the balance of the person's existing term of office, and
- (b) on the same terms and conditions as the person was appointed Vice-Warden under the former Act.