



New South Wales

# Saint John's College Bill 2017

## 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 a corporation with the name “The Rector and Fellows of Saint John’s College” (referred to as the *College*) and to provide that the College is a continuation of the corporation constituted by the *Saint John’s College Act 1857*,
- (b) to establish a Council to govern and manage the College and to provide for the membership and procedures of the Council,
- (c) to provide for the appointment of a Rector of the College to conduct the day-to-day management of the affairs of the College,
- (d) to repeal the *Saint John’s College Act 1857* and the by-laws made under that Act.

## Outline of provisions

### Part 1 Preliminary

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

**Clause 2** provides for the commencement of the proposed Act on a day or days to be proclaimed.

**Clause 3** defines certain words and expressions used in the proposed Act.

## Part 2 Constitution and management of College

**Clause 4** constitutes “The Rector and Fellows of Saint John’s College” as a corporation. It is a continuation of the existing corporation constituted by the *Saint John’s College Act 1857*, which is repealed by the proposed Act.

**Clause 5** provides for a Council of the College (the **Council**) that consists of the following members:

- (a) the Rector,
- (b) 3 persons appointed by the Roman Catholic Archbishop of Sydney, each of whom must be a Roman Catholic priest or member of a Roman Catholic order,
- (c) 4 lay persons elected under proposed section 7,
- (d) 1 lay person appointed by the Vice-Chancellor of the University of Sydney,
- (e) 4 lay persons appointed by the Council.

**Clause 6** provides that all decisions relating to the functions of the College are to be made by the Council. The functions of the Council include:

- (a) to develop and implement policies and strategic plans for the administration of the College, and
- (b) to develop and implement the College’s educational and pastoral philosophy, and
- (c) to manage the College’s financial resources, and
- (d) to oversee the performance of the College as a whole, and
- (e) to monitor the performance of the Rector and the Vice-Rector.

**Clause 7** provides for the election of 4 lay persons to the Council. Only members and former members of the Council, persons who were members of the Council under the *Saint John’s College Act 1857* and graduates of the University of Sydney who have resided on the premises of the College are eligible to vote in the election.

**Clause 8** sets out the duties of the Council members, which include a duty to act in the best interest of the College as a whole and a duty to act honestly, in good faith and for a proper purpose.

## Part 3 College office holders

**Clause 9** requires the Council to appoint a Rector of the College. The Rector must be a Roman Catholic priest, a member of a Roman Catholic order or a practising Roman Catholic lay person. The Rector is the chief executive officer of the College and has the following functions:

- (a) to conduct the day-to-day management of the affairs of the College,
- (b) to act as steward of the College on behalf of the Council,
- (c) to control and supervise the students residing on the premises of the College.

**Clause 10** enables the Council to appoint a Vice-Rector of the College. The Vice-Rector acts in the office of Rector during the absence of the Rector and has other functions prescribed by the by-laws or determined by the Council.

**Clause 11** provides that the Council may suspend or remove the Rector or the Vice-Rector from office for sufficient cause.

**Clause 12** provides that the Visitor of the College is the Roman Catholic Archbishop of Sydney.

**Clause 13** provides that, if the Rector is not a Roman Catholic priest or member of a Roman Catholic order, the Roman Catholic Archbishop of Sydney may appoint a person, nominated by the Council, as the Chaplain of the College.

## **Part 4 Miscellaneous**

**Clause 14** provides that current students of the University of Sydney are eligible to reside on the premises of the College. The by-laws may prescribe other eligible classes of persons.

**Clause 15** requires the College to obtain the Minister for Education's written approval before dealing with Crown land transferred to it or otherwise under its control or management.

**Clause 16** protects the members of the Council and persons acting under the direction of the College from personal liability.

**Clause 17** enables the College to make by-laws, including in relation to the management of the affairs of the College, the control and supervision of students and the procedures for Council meetings.

**Clause 18** repeals the *Saint John's College Act 1857* and any by-laws made under that Act.

## **Schedule 1 Members and procedure of Council**

**Schedule 1** contains provisions relating to the members and procedure of the Council.

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

**Schedule 2** provides as follows:

- (a) for the purposes of enabling the Council to be established, the existing Council under the *Saint John's College Act 1857* is, as soon as practicable, to appoint 4 lay members to the Council and to arrange for the election of 4 lay members to the Council,
- (b) the current Rector and Vice-Rector of the College continue to hold those offices under the proposed Act.



New South Wales

# Saint John's College Bill 2017

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New South Wales

# Saint John's College Bill 2017

No. , 2017

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## **A Bill for**

An Act to constitute The Rector and Fellows of Saint John's College as a corporation; to repeal the *Saint John's College Act 1857*; and for other purposes.

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<b>The Legislature of New South Wales enacts:</b>	1
<b>Part 1 Preliminary</b>	2
<b>1 Name of Act</b>	3
This Act is the <i>Saint John's College Act 2017</i> .	4
<b>2 Commencement</b>	5
This Act commences on a day or days to be appointed by proclamation.	6
<b>3 Definitions</b>	7
(1) In this Act:	8
<b>Archbishop</b> means the Roman Catholic Archbishop of Sydney.	9
<b>by-laws</b> means by-laws made under this Act.	10
<b>clerical member</b> —see section 5 (3).	11
<b>College</b> means the corporation constituted by this Act.	12
<b>Council</b> means the Council of the College established under this Act.	13
<b>former Act</b> means the <i>Saint John's College Act 1857</i> .	14
<b>function</b> includes a power, authority or duty, and <b>exercise</b> a function includes perform a duty.	15
<b>lay member</b> —see section 5 (4).	17
<b>lay person</b> means a person who is not a Roman Catholic priest or member of a Roman Catholic order.	18
<b>member</b> means a member of the Council.	20
<b>Rector</b> means the person appointed as Rector of the College under section 9.	21
<b>University</b> means the University of Sydney.	22
<b>Vice-Chancellor</b> means the Vice-Chancellor of the University.	23
<b>Vice-Rector</b> means the person appointed as Vice-Rector of the College under section 10.	24
<b>Visitor</b> —see section 12.	26
<b>Note.</b> The <i>Interpretation Act 1987</i> contains definitions and other provisions that affect the interpretation and application of this Act.	27
(2) A reference in this Act to a student residing on the premises of the College includes a reference to a person who is enrolled as a non-residential student of the College.	29
(3) Notes included in this Act do not form part of this Act.	31

<b>Part 2</b>	<b>Constitution and management of College</b>	1
<b>4</b>	<b>Constitution of The Rector and Fellows of Saint John's College</b>	2
(1)	There is constituted by this Act a corporation with the corporate name of "The Rector and Fellows of Saint John's College".	3 4
(2)	The College has the functions conferred or imposed on it by or under this or any other Act. <b>Note.</b> See, for example, section 50 of the <i>Interpretation Act 1987</i> .	5 6 7
(3)	The College is a continuation of, and the same legal entity as, the corporation constituted by the former Act.	8 9
<b>5</b>	<b>Council of College</b>	10
(1)	There is to be a Council of the College.	11
(2)	The Council consists of the following members:	12
(a)	the Rector,	13
(b)	3 persons appointed by the Archbishop, each of whom must be a Roman Catholic priest or member of a Roman Catholic order,	14 15
(c)	4 lay persons elected under section 7,	16
(d)	1 lay person appointed by the Vice-Chancellor,	17
(e)	4 lay persons appointed by the Council.	18
(3)	The persons appointed as members by the Archbishop are <i>clerical members</i> .	19
(4)	The persons who are otherwise appointed or elected as members (other than the Rector) are <i>lay members</i> .	20 21
(5)	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 the College.	22 23 24
<b>6</b>	<b>Role of Council</b>	25
(1)	All decisions relating to the functions of the College are to be made by or under the authority of the Council.	26 27
(2)	Any act, matter or thing done in the name of, or on behalf of, the College by or under the authority of the Council is taken to have been done by the College.	28 29
(3)	The Council has the following functions:	30
(a)	to develop and implement policies and strategic plans for the administration of the College,	31 32
(b)	to develop and implement the College's educational and pastoral philosophy,	33
(c)	to manage the College's financial resources,	34
(d)	to oversee the performance of the College as a whole,	35
(e)	to monitor the performance of the Rector and the Vice-Rector,	36
(f)	any other functions conferred or imposed on it by or under this or any other Act or law.	37 38
(4)	The Council may, subject to any by-laws, establish committees to assist it in connection with the exercise of any of its functions.	39 40



<b>7 Election of lay persons to Council</b>	1
(1) The election of 4 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 3 4
<b>Note.</b> Clause 2 of Schedule 1 provides that 2 of the lay persons first elected to the Council will serve only 2 year terms, rather than the usual term of 4 years. As a result, an election will be held every 2 years to fill 2 vacancies.	5 6 7
(2) The following persons only are eligible to vote in an election under this section:	8
(a) a person who is a member or former member of the Council,	9
(b) a person who was a member of the Council constituted under the former Act,	10
(c) a person who is a graduate of the University and who has resided on the premises of the College for at least 1 academic year.	11 12
<b>8 Duties of Council members</b>	13
In exercising the member's functions, a member must:	14
(a) act in the best interests of the College as a whole, and	15
(b) act honestly, in good faith and for a proper purpose, and	16
(c) exercise a reasonable degree of care and diligence, and	17
(d) not make improper use of the member's position to gain an advantage for the member or another person, and	18 19
(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.	20 21 22

<b>Part 3</b>	<b>College office holders</b>	1
<b>9</b>	<b>Rector</b>	2
(1)	The Council is to appoint a person as the Rector of the College.	3
(2)	A person appointed as Rector must be a Roman Catholic priest, a member of a Roman Catholic order or a practising Roman Catholic lay person.	4 5
(3)	The term of office and the terms and conditions of the appointment of the Rector are to be determined by the Council.	6 7
(4)	The Rector is the chief executive officer of the College and has the following functions:	8 9
(a)	to conduct the day-to-day management of the affairs of the College,	10
(b)	to act as steward of the College on behalf of the Council,	11
(c)	to control and supervise the students residing on the premises of the College,	12
(d)	any other functions prescribed by the by-laws or determined by the Council.	13
(5)	The Rector must exercise his or her functions in accordance with the by-laws and any policies of the Council.	14 15
<b>10</b>	<b>Vice-Rector</b>	16
(1)	The Council may appoint a person as the Vice-Rector of the College.	17
(2)	A person appointed as Vice-Rector must be a Roman Catholic priest, a member of a Roman Catholic order or a practising Roman Catholic lay person.	18 19
(3)	The term of office and the terms and conditions of the appointment of the Vice-Rector are to be determined by the Council.	20 21
(4)	The Vice-Rector is to act in the office of Rector during the absence of the Rector, subject to any determinations of the Council. While so acting, the Vice-Rector has all the functions of the Rector and is taken to be the Rector.	22 23 24
(5)	The Vice-Rector also has any functions prescribed by the by-laws or determined by the Council.	25 26
<b>11</b>	<b>Council may suspend or remove Rector and Vice-Rector</b>	27
(1)	The Council may suspend or remove the Rector or the Vice-Rector from office for sufficient cause.	28 29
(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.	30 31
(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.	32 33
<b>12</b>	<b>Visitor</b>	34
(1)	The Archbishop is the <i>Visitor</i> of the College.	35
(2)	The Visitor has the functions conferred or imposed on the Visitor by or under this Act or any other Act or law.	36 37
<b>13</b>	<b>Chaplain</b>	38
(1)	If the person holding office as the Rector is not a Roman Catholic priest or member of a Roman Catholic order, the Archbishop may appoint a person, nominated by the Council, as the Chaplain of the College.	39 40 41

- (2) The Chaplain has the function of providing religious and spiritual support to students residing on the premises of the College.

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<b>Part 4</b>	<b>Miscellaneous</b>	1
<b>14</b>	<b>Eligibility for residency on College premises</b>	2
(1)	A person is eligible to reside on the premises of the College if the person is a current student of the University, regardless of the person's religion.	3 4
(2)	The by-laws may prescribe other classes of persons who are eligible to reside on the premises of the College.	5 6
<b>15</b>	<b>Dealings with Crown land</b>	7
	The College may transfer an interest or estate in, or otherwise deal with, Crown land (within the meaning of the <i>Crown Lands Act 1989</i> ) transferred to it or otherwise under its control or management, only if the College first obtains the Minister's written approval.	8 9 10 11
<b>16</b>	<b>Protection from personal liability</b>	12
	Anything done or omitted to be done by the College, a member of the Council or any person acting under the direction of the 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.	13 14 15 16 17
<b>17</b>	<b>By-laws</b>	18
(1)	The College 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:	19 20 21 22
(a)	the management of the affairs of the College,	23
(b)	the control and supervision of students residing on the premises of the College,	24
(c)	the procedures for the election of Council members,	25
(d)	the committees established by the Council,	26
(e)	the procedures for Council meetings,	27
(f)	the functions of the Rector and the Vice-Rector.	28
(2)	A by-law may be amended or repealed by a later by-law made under this section.	29
(3)	The by-laws are to be made publicly available on the College's website.	30
<b>18</b>	<b>Repeal of Saint John's College Act 1857 and by-laws</b>	31
	The <i>Saint John's College Act 1857</i> and any by-laws made under that Act are repealed.	32 33

<b>Schedule 1</b>	<b>Members and procedure of Council</b>	1
<b>Part 1</b>	<b>General</b>	2
<b>1</b>	<b>Definitions</b>	3
	In this Schedule:	4
	<i>Chairperson</i> means the member elected as the Chairperson under clause 6.	5
	<i>Deputy Chairperson</i> means the member elected as the Deputy Chairperson under clause 6.	6
	<i>member</i> does not include the Rector, except as otherwise provided.	7
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<b>Part 2</b>	<b>Constitution</b>	9
<b>2</b>	<b>Term of office</b>	10
(1)	A member holds office for 4 years and is eligible for re-appointment or re-election, except as provided by this clause.	11
(2)	Of the 3 clerical members appointed to the Council under section 5 immediately after the commencement of that section, 1 is to be appointed for a term of 2 years only.	12
(3)	Of the 4 lay members elected to the Council under section 7 in the first election after the commencement of that section, 2 are to be elected for a term of 2 years only.	13
(4)	Of the 4 lay members appointed to the Council under section 5 immediately after the commencement of that section, 2 are to be appointed for a term of 2 years only.	14
(5)	A person may not hold office as a member for more than 12 years in total.	15
<b>3</b>	<b>Vacancy in office of member</b>	16
	The office of a member becomes vacant if the member:	17
(a)	dies, or	18
(b)	completes a term of office and is not re-appointed or re-elected, or	19
(c)	resigns the office by instrument in writing addressed to the Chairperson, or	20
(d)	is removed from office by the Council in accordance with the by-laws, or	21
(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	22
(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	23
(g)	becomes a mentally incapacitated person, or	24
(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.	25
<b>4</b>	<b>Filling of vacancy in office of member</b>	26
	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.	27
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<b>5</b>	<b>Extraordinary vacancies in offices of members</b>	1
(1)	This clause has effect despite any other provision of this Act.	2
(2)	This clause applies in either or both of the following circumstances:	3
(a)	if there are vacancies in the office of all 3 clerical members,	4
(b)	if there are vacancies in all but 1 of the offices of lay members.	5
(3)	In the circumstances to which this clause applies, the Visitor must, in consultation with the Vice-Chancellor:	6
(a)	remove any remaining members, and	7
(b)	appoint such persons as members as are necessary to enable the Council to be established in accordance with section 5.	8
(4)	A person removed under subclause (3) (a) may (but need not) be appointed as a member under subclause (3) (b).	9
(5)	A member appointed under this clause holds office, unless sooner removed from office, for a period of up to 3 years specified in the member's instrument of appointment.	10
(6)	The Visitor may, in consultation with the Vice-Chancellor, extend the term of office of a member appointed under this clause for a further period of up to 2 years.	11
(7)	The Visitor may, in consultation with the Vice-Chancellor, remove a member appointed under this clause from office for any or no stated reason by revoking the appointment of the member by notice in writing given to the member.	12
(8)	The Visitor may fill a vacancy (however arising) in the office of a member appointed under this clause for the remainder of the term of office of the member vacating office.	13
(9)	The Visitor, in consultation with the Vice-Chancellor, is to convene the first meeting of the Council after the requisite members are appointed under this clause in such manner as the Visitor thinks fit and is to nominate the member to preside at that meeting.	14
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<b>6</b>	<b>Chairperson and Deputy Chairperson</b>	28
(1)	The Council is to elect a Chairperson and a Deputy Chairperson from among the members.	29
(2)	The Rector may not hold the office of Chairperson or Deputy Chairperson.	30
(3)	The terms of office of the Chairperson and Deputy Chairperson are to be determined by the Council but must not exceed 3 years.	31
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<b>7</b>	<b>Disclosure of material interests</b>	34
(1)	If:	35
(a)	a member has a material interest in a matter being considered or about to be considered at a meeting of the Council, and	36
(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,	37
	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.	38
(2)	After a member has disclosed the nature of an interest in any matter, the member must not, unless the Council otherwise determines:	39
(a)	be present during any deliberation of the Council with respect to the matter, or	40
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- (b) take part in any decision of the Council with respect to the matter. 1
- (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: 2  
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  - (a) be present during any deliberation of the Council for the purpose of making the determination, or 5  
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  - (b) take part in the making by the Council of the determination. 7
- (4) In this clause, *member* includes the Rector. 8

## **Part 3 Procedure** 9

### **8 Procedure for Council meetings** 10

- (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. 11  
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- (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. 14  
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- (3) The presiding member has a deliberative vote and, in the event of an equality of votes, also has a casting vote. 18  
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- (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. 20  
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### **9 Quorum** 22

- (1) The quorum for a meeting of the Council is 7 members, which must include at least 1 clerical member and 2 lay members. 23  
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- (2) In this clause, *member* includes the Rector. 25

### **10 Transaction of Council business** 26

- (1) A meeting of the Council may be called or held using any technology consented to by all members. 27  
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- (2) The consent may be a standing one. 29
- (3) A member may only withdraw the member's consent a reasonable period before the meeting. 30  
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- (4) The Council may, if it thinks fit, transact any of its business by the circulation of papers among all the members of the Council for the time being, and a resolution in writing approved in writing by a majority of those members is taken to be a decision of the Council made at a meeting of the Council. 32  
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- (5) Papers may be circulated among the members for the purposes of subclause (4) by electronic means. 36  
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- (6) In this clause, *member* includes the Rector. 38

<b>Schedule 2</b>	<b>Savings, transitional and other provisions</b>	1
<b>Part 1</b>	<b>General</b>	2
<b>1</b>	<b>Regulations</b>	3
(1)	The Governor may make regulations containing provisions of a savings or transitional nature consequent on the enactment of this Act or any Act that amends this Act.	4 5 6
(2)	Any such provision may, if the regulations so provide, take effect from the date of assent to the Act concerned or a later date.	7 8
(3)	To the extent to which any such 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:	9 10 11
(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	12 13 14
(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.	15 16 17
<b>Part 2</b>	<b>Provisions consequent on enactment of this Act</b>	18
<b>2</b>	<b>Transitional arrangements for new Council</b>	19
(1)	For the purposes of enabling the Council to be established in accordance with section 5, the former Council is, as soon as practicable after the commencement of that section:	20 21 22
(a)	to appoint 4 lay persons to the Council as referred to in section 5 (2) (e), and	23
(b)	to arrange for the election of 4 lay persons to the Council in accordance with section 7.	24 25
(2)	In this clause, <i>former Council</i> means the persons who constituted the Council under the former Act immediately before the repeal of that Act.	26 27
<b>3</b>	<b>Existing Rector and Vice-Rector to continue</b>	28
	The persons who, immediately before the commencement of this clause, held office as Rector and Vice-Rector are taken to have been appointed as the Rector and Vice-Rector, respectively:	29 30 31
(a)	for the balance of the term of office for which the person was so appointed before the commencement of this clause, and	32 33
(b)	on the same terms and conditions as the person was so appointed.	34