

**THE ST CUTHBERTS RETIREMENT LIVING COMPLEXES INC CONSTITUTION
AMENDING ORDINANCE 2018
Ordinance No. 13 of 2018**

An ordinance to direct the sale of the retirement living complexes known as St Cuthbert's Court and Elizabeth Morley Court and to amend the constitution of St Cuthberts Retirement Living Complexes Inc.

PREAMBLE

Whereas St Cuthberts Retirement Living Complexes Inc is a body corporate established commensurate with the Anglican Church of Australia (Bodies Corporate) Act 1938 and is the operator of independent living accommodation for retirees at Tweed Heads; and

Whereas the affairs of St Cuthberts Retirement Living Complexes Inc are currently governed in accordance with St Cuthbert's Retirement Living Complexes Constitution Ordinance 2017; and

Whereas section 26 of the Anglican Church of Australia Trust Property Act 1917 grants the synod of the diocese of Grafton power to direct by ordinance that any church trust property which is for the time being held for that diocese be sold or otherwise dealt with in manner provided by such ordinance;

Whereas section 27 of the Anglican Church of Australia Trust Property Act 1917 grants the synod of the diocese of Grafton power to direct what person or persons shall execute instruments and do all acts necessary for the purpose of carrying into effect the sale of church trust property;

Whereas by the provisions of the Anglican Church of Australia (Bodies Corporate) Act 1938 and the Bodies Corporate (Delegation of Powers) Ordinance 1988, the Bishop-in-Council is empowered during the recess of Synod to exercise certain powers and such recess now exists;

Whereas it is expedient to amend the existing constitution to remove any doubt on the powers of the board of St Cuthberts Retirement Living Complexes Inc. in relation to divesting all or part of its operations; and

Therefore, the Bishop-in-Council in pursuance of such powers and in the name of the Synod hereby ordains directs and rules as follows:

SALE OF RETIREMENT VILLAGE

1. That, subject to Bishop-in-Council passing a resolution in favour before any binding legal arrangements are entered into,:
 - a. the retirement living complexes known as St Cuthbert's Court and Elizabeth Morley Court ("the Retirement Village") be sold as a going concern to a purchaser chosen by public expression of interest by the board of St Cuthbert's Retirement Living Complexes Inc ("the Board") on such terms and conditions as the Board considers appropriate.
 - b. any instrument or act necessary to give effect to the sale of the Retirement Village as a going concern or which is ancillary to that purpose (including but not limited to any document dealing with the rights of residents of the Retirement Village) be executed and undertaken by the Board.

AMENDMENT OF CONSTITUTION

2. That the Constitution of St Cuthberts Retirement Living Complexes Inc (Schedule to the St Cuthberts Retirement Living Complexes Constitution Ordinance 2017) be amended by inserting a new clause 5.4.3A as follows:

"If the Board determines it to be expedient, the Board may sell some or all of its retirement living operations and associated real property as a going concern provided that it has first obtained the approval of Bishop-in-Council."

COMMENCEMENT

3. This Ordinance shall come into effect upon receiving the assent of the Bishop.

SHORT TITLE

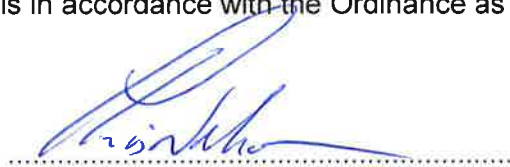
4. This Ordinance may be cited as the St Cuthberts Retirement Living Complexes Constitution Amending Ordinance 2018.

ASSENT

We hereby certify that this Ordinance was passed by Bishop-in-Council on the Eighth day of November, 2018 and that the Ordinance as printed is in accordance with the Ordinance as passed.



Chair of Committees



Registrar

I assent to this Ordinance.



Bishop



Date