

**GRAFTON DIOCESE RESERVE CORPORATION (FORMERLY ST CUTHBERT'S
RETIREMENT LIVING COMPLEXES INC) CONSTITUTION ORDINANCE 2019
Ordinance No. 4 of 2019**

An ordinance to deal with the assets of St Cuthbert's Retirement Living Complexes Board of Management (also known as, and in this ordinance referred to as, St Cuthbert's Retirement Living Complexes Inc) once it ceases to operate, to replace the Constitution of St Cuthbert's Retirement Living Complexes Inc and to rename St Cuthbert's Retirement Living Complexes Inc as Grafton Diocese Reserve Corporation.

PREAMBLE

Whereas St Cuthbert's Retirement Living Complexes Inc is a body corporate established pursuant to 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 Cuthbert's 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 a 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 St Cuthbert's Retirement Living Complexes Inc exchanged a contract of sale of both the assets and business operation of the retirement living complexes with Adventist Care on 18 April 2019 in accordance with a resolution of Bishop-in-Council and the settlement of that sale is due on 6 June 2019;

Whereas, upon the settlement of the contract of sale, the retirement living complexes of St Cuthbert's Retirement Living Complexes Inc will cease to operate and St Cuthbert's Retirement Living Complexes Inc will no longer be in a position to fulfil its Aim as set out in its Constitution in the Schedule to the St Cuthbert's Retirement Living Complexes Constitution Ordinance 2017; and

Whereas it is expedient to deal with the situation that will exist when the retirement living complexes of St Cuthbert's Retirement Living Complexes Inc cease to operate.

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

ASSETS AFTER SALE

1. Pursuant to Clause 11 of the Schedule to The St Cuthbert's Retirement Living Complexes Inc Constitution Ordinance 2017, the assets of St Cuthbert's Retirement Living Complexes Inc, subject to the discharge of its liabilities, are to be held in trust by The Corporate Trustees of the Diocese of Grafton in accordance with that clause 11; namely, in equal shares for the Diocese of Grafton and for the general purposes of the Anglican Parish of Tweed Heads. However, The Corporate Trustees of the Diocese of Grafton may, before the distribution of any part of the assets of St Cuthbert's Retirement Living Complexes Inc, set aside and hold back an amount which it determines may be necessary to meet any future liabilities, known or unknown, of St Cuthbert's Retirement Living Complexes Inc.
2. The Corporate Trustees of the Diocese of Grafton, in consideration of receiving the assets of St Cuthbert's Retirement Living Complexes Inc, subject to the discharge of its liabilities, is to indemnify the Members of the St Cuthbert's Retirement Living Complexes Board as at the date this Ordinance Is passed for any loss or liability properly incurred by such Members for which they may become personally liable insofar as such liability was not incurred by reason of their misconduct or wilful default.
3. Clause 11 of the Schedule to The St Cuthbert's Retirement Living Complexes Inc Constitution Ordinance 2017 survives the replacement of the Constitution effected by clause 5 of this Ordinance.

NAME CHANGED AND CONSTITUTION REPLACED

4. The name of the body corporate currently known as the St Cuthbert's Retirement Living Complexes Board of Management is to change on the date that this Ordinance takes effect to Grafton Diocese Reserve Corporation.
5. The Constitution of St Cuthbert's Retirement Living Complexes Inc in the Schedule to The St Cuthbert's Retirement Living Complexes Inc Constitution Ordinance 2017 is replaced by the Constitution in the Schedule to this Ordinance.

REPORTING ORDINANCE

6. The Diocesan Organisation Reporting, Accounts and Audit Ordinance 2012 is amended by deleting "St. Cuthbert's Retirement Living Complexes Inc." from the Second Schedule.

COMMENCEMENT

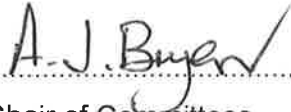
7. This Ordinance shall come into effect upon the latter of receiving the assent of the Bishop, 6 June 2019, or the settlement of the sale of the assets and business operations of St Cuthbert's Retirement Living Complexes Inc.

SHORT TITLE

8. This Ordinance may be cited as Grafton Diocese Reserve Corporation (Formerly St Cuthbert's Retirement Living Complexes) Constitution Ordinance 2019.

ASSENT

We hereby certify that this Ordinance was passed by Bishop-in-Council on the Sixteenth day of May, 2019 and that the Ordinance as printed is in accordance with the Ordinance as passed.



Acting Chair of Committees

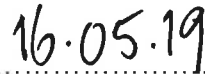


Registrar

I assent to this Ordinance.

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Bishop



Date

SCHEDULE

THE ANGLICAN DIOCESE OF GRAFTON GRAFTON DIOCESE RESERVE CORPORATION CONSTITUTION

1. Title

This is the constitution for Grafton Diocese Reserve Corporation.

2. Definitions

Bishop means the present Bishop of Grafton, his or her successors in office and any person formally appointed to exercise the powers of the Bishop during any vacancy or absence from the Diocese.

Bishop-in-Council means the Council appointed to assist and advise the Bishop in the conduct of the Synod business as per the Diocesan Governance Ordinance 2008 or any body delegated by the Bishop-in-Council to exercise some or all of its rights and powers under this constitution.

Board means the Grafton Diocese Reserve Corporation Board.

Bodies Corporate Act means the Anglican Church of Australia (Bodies Corporate) Act 1938 as amended.

Body Corporate means the body corporate incorporated initially as the St Cuthbert's Retirement Living Complexes Board of Management under the Bodies Corporate Act but now known as Grafton Diocese Reserve Corporation.

Chair means the person holding the office of the Chair of the Board.

Church Trust Property has the same meaning as in the Anglican Church of Australia Trust Property Act 1917 as amended.

Corporate Trustees means The Corporate Trustees of the Diocese of Grafton.

Diocese means the region identified as the Diocese of Grafton by the Anglican Church or the entities which comprise the Anglican Church within that geographical region, as the case requires.

Financial Year means the calendar year from 1 January to 31 December.

Member means a person who is a member of the Board.

Ordinance means any Ordinance adopted by the Synod or Bishop-in-Council of the Diocese of Grafton.

Synod means the Synod of the Diocese.

3. Transitional

3.1. This constitution replaces the constitution which was in force immediately before the adoption of this constitution.

3.2. Any action undertaken in accordance with the requirements of the previous constitution continues to be in effect following the adoption of this constitution as if properly done in accordance with this constitution.

4. Aims and Objectives

4.1. Aim

To maintain the Body Corporate for a future purpose as decided by the Bishop-in-Council.

4.2. Diocesan Vision and Values

Without limiting clause 4.1, the Board must conduct the affairs of the Body Corporate so as to reflect the vision and values of the Diocese as expressed from time to time.

5. Authority, Powers and Duties

5.1. Powers

- 5.1.1. The Body Corporate is constituted as a body corporate under the Bodies Corporate Act and subject to this constitution shall exercise the powers of a body corporate constituted under the Bodies Corporate Act.
- 5.1.2. The Board shall govern, control and supervise the business affairs and financial accounts of the Body Corporate in accordance with the provisions of any relevant Act of Parliament, Diocesan Policy and this constitution.
- 5.1.3. In exercising powers and duties under this constitution, Members must act in good faith and in the best interests of the Diocese.
- 5.1.4. The Bishop-in-Council may determine whether a particular act or omission will be taken to be, or not to be, in the best interests of Diocese.

5.2. Board Accountability

- 5.2.1. The Board shall be accountable to the Synod and the Bishop-in-Council for the governance and stewardship of the Body Corporate.
- 5.2.2. Subject to the requirements of any relevant Act of Parliament, the Bishop-in-Council is entitled to have access to, and take copies of, all financial reports or financial records, Board papers and reports, registers and other information and records maintained by the Body Corporate.
- 5.2.3. The Board shall report to the Synod or the Bishop-in-Council as required by Diocesan Ordinance or Diocesan Policies and shall provide other information as requested by resolution of the Bishop-in-Council from time to time.

5.3. Board Responsibilities

The Board shall

- a) pursue the aims and objectives of the Body Corporate as stated in this constitution;
- b) govern, control and oversee the management of the Body Corporate;
- c) ensure compliance with all laws and Diocesan Policies.

5.4. Financial Management

- 5.4.1. The Board shall make financial arrangements and decisions relevant to Body Corporate.
- 5.4.2. The Board shall establish and administer the accounts of the Body Corporate
- 5.4.3. The Board may open and operate bank accounts for the aims and objectives of the Body Corporate.

5.5. Delegation

- 5.5.1. The Board may delegate a function or power of the Board to a person or another body.
- 5.5.2. A delegation by the Board:
 - a) is subject to any condition or limitation specified by the Board; and
 - b) is revocable at will by the Board; and
 - c) does not prevent the Board from acting in any particular matter itself.

5.6 Committees

5.6.1. The Board may appoint subcommittees and Members to chair those subcommittees.

5.6.2. The Board may co-opt non Members to serve on subcommittees.

6 Board membership

6.1 Corporate Trustees to be the Board

6.1.1 The Corporate Trustees individually shall be Members of the Board.

6.1.2 There shall be no Members of the Board except those identified in 6.1.1.

6.2 Chair and other officers of the Board

6.2.1 The Bishop as Chair of the Corporate Trustees shall be Chair of the Board.

6.2.2 In the absence of the Bishop, other Members present at a meeting may elect a Member to act as Chair for that meeting.

6.2.3 The Registrar shall act as Secretary of the Board but is not a Member of the Board.

6.3 Meetings of the Board

6.3.1 The Board will hold meetings at least two times a year, at intervals not exceeding eight months.

6.3.2 Meetings of the Board will be convened by the Bishop as Chair.

6.3.3 At least 7 days' written notice shall be given to each Member specifying the date, time and place of meeting and the business to be transacted.

6.3.4 The person presiding at the Board meeting shall have a deliberative vote only and in the case of an equality of votes the motion will be considered to have been lost.

6.3.5 At meetings of the Board, the presence of 3 Members shall constitute a quorum.

7 Audit

Subject to a resolution of Bishop-in-Council, the Board may determine whether the accounts of the Body Corporate relevant to a particular financial year should be subject to an independent audit.

8 Insurance

8.1 The Board shall effect insurance cover through the Diocesan Master Insurance Policies as part of the Anglican National Insurance Program or through such other insurer as may be approved by the Bishop-in-Council for, but not limited to, the following cover and for cover approved from time to time by the Bishop-in-Council, the premiums for which shall be paid from the Maintenance Account:

- a) Insurance of all Church Trust Property and contents managed by the Board;
- b) Public Liability; and
- c) Directors and Officers cover.

9 Common Seal

The Common Seal of the Body Corporate shall be affixed to a document only if so resolved by the Board. Such affixing shall be recorded in the appropriate register.

10 Liabilities of the Board

Members shall be indemnified for any loss or liability properly incurred by the Board for which they may become personally liable in so far as such liability was not incurred by reason of their misconduct or wilful default.

11 Amendment to the Constitution

This constitution may be amended from time to time by the Bishop-in-Council, either at the request of the Board or at the initiative of the Bishop-in-Council.