

10 of 1998

**THE ST CUTHBERT'S RETIREMENT LIVING COMPLEXES
CONSTITUTION ORDINANCE 1993,
AMENDING ORDINANCE 1998**

AN ORDINANCE to amend Clauses 1.1, 3.1, 3.5, 3.6, 4.2, 5.3, 5.4, 5.9, 6.2, 7.3, 7.4, 7.8, 7.13, 7.19, 7.26, 9.8, 10.1, 13.1, 13.2, and 14.1 of the Second Schedule to the St Cuthbert's Retirement Living Complexes Constitution Ordinance 1993.

PREAMBLE

WHEREAS it is desirable to amend Clauses 1.1, 3.1, 3.5, 3.6, 4.2, 5.3, 5.4, 5.9, 6.2, 7.3, 7.4, 7.8, 7.13, 7.19, 7.26, 9.8, 10.1, 13.1, 13.2, and 14.1 of the Second Schedule to the St Cuthbert's Retirement Living Complexes Constitution Ordinance 1993.

AND WHEREAS by the provisions of the Anglican Church of Australia (Bodies Corporate) Act 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.

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

AMENDMENT

1. The word "Communicant" is hereby inserted after the word "a" on the second line of the definition "Member of the Church" in Clause 1.1.
2. Clause 3.1 is hereby deleted and the following new clause 3.1 is inserted therefore:
 - 3.1 The Board shall consist of the following members each of whom shall have attained the age of 18 years.
 - a. President - Bishop of Anglican Diocese of Grafton.
 - b. The Rector of Tweed Heads Anglican Parish.
 - c. Six persons appointed by Bishop-in-Council who shall be communicant members of the Anglican Church of Australia - three of whom shall retire in alternate years but may be eligible for re-appointment.
 - d. Two other persons appointed by Bishop-in-Council who support the objectives of St. Cuthbert's Retirement Living Complexes - one of whom shall retire in alternate years, but may be eligible for re-appointment.
3. Clause 3.5 is hereby deleted.
4. Clause 3.6 is hereby deleted and the following new clause 3.5 is inserted therefore:
 - 3.5 In making the appointments referred to in Sections 3.1(c) and 3.1(d) Bishop-in-Council shall have regard to nominations by the Board, but may decline without giving reasons to appoint any person nominated by the Board. The Board's nominations must be sent to Bishop-in-Council at least two months before the Board's Annual General Meeting.
5. The word "suitable" is hereby inserted after the word "a" in the first line of Clause 4.2.
6. Clause 5.3 is hereby deleted and the following new clause 5.3 is inserted therefore:
 - 5.3 At the first meeting of the newly appointed Board each year:
 - a. A Chairperson shall be elected.
 - b. A Secretary shall be elected.
 - c. A Minutes Secretary may be elected (if desired).
 - d. A Treasurer may be elected (if desired)
 - e. A Deputy Chairperson shall be elected who shall chair meetings in the absence of the Chairperson.
 - f. The Minutes of the previous Annual General Meeting shall be read but those Minutes shall not be confirmed until they have also been read at the next following General Board Meeting.

7. Clause 5.4 is hereby deleted and the following new Clause 5.4 is inserted therefore:
 - 5.4 The Chairperson, Deputy Chairperson, and office holders, shall each hold office for one year and shall be eligible for re-election.

8. After the word "business" in the last line of Clause 5.9 include the following words:

The order of business at meetings of the Board other than special meetings shall so far as practicable be:

 1. Confirmation of Minutes of the previous meeting.
 2. Business Arising from the Minutes (unless covered in reports).
 3. Outward correspondence.
 4. Inward correspondence.
 5. Reports:
 - a. Finance
 - b. Manager's Report
 - c. Board Members' Reports (if any)
 6. Ordinary business.
 7. Extraordinary business of which previous notice has been given (if any).
 8. Notice of motions.

9. Clause 6.2 is hereby deleted and the following new Clause 6.2 is inserted therefore:
 - 6.2 The Board shall hold two meetings of all residents each year in compliance with the N.S.W. Retirement Villages Act 1989 and Regulations as amended from time to time, and the Fair Trading Act 1987 and Regulations as amended from time to time.

10. Clause 7.3 is hereby deleted.

11. Clause 7.4 is hereby deleted and the following new Clause 7.3 inserted therefore:
 - 7.3 The Annual General Meeting of the Board shall be convened on such date and at such place and time as the Board thinks fit.

12. The word "three" in Clause 7.8 is hereby deleted and the word "four" inserted therefore.

13. Clause 7.13 is hereby deleted and the following new Clause 7.12 is inserted therefore:
 - 7.12 Where the nature of the business proposed to be dealt with at a special meeting requires a special resolution of the Board, the Secretary shall, at least 21 days before the date fixed for the holding of the special meeting, cause notice to be sent to each member in the manner provided in clause (7.11) specifying, in addition to the matter required under that clause, the intention to propose the resolution as a special resolution.

14. Clause 7.19 is hereby deleted and the following new Clause 7.19 inserted therefore:
 - 7.19 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present, being not less than four, shall constitute a quorum.

15. Clauses numbered 7.5 to 7.26 are hereby renumbered 7.4 to 7.25.

16. Clause 9.8 is hereby deleted and the following new Clause 9.8 inserted therefore:
 - 9.8 All cheques or withdrawal forms drawn on any account in the name of the Board shall be signed by any two of the signatories authorised by the Board from time to time.

17. Clause 10.1 is hereby deleted and the following new Clause 10.1 inserted therefore:
 - 10.1 No member of the Board shall represent that the Bishop of Grafton or Bishop-in-Council or anyone or any corporation holding Church trust property for the Anglican Church of Australia in the Diocese of Grafton (other than the Body Corporate as herein defined) shall or may meet or discharge all or any liability incurred or which may be incurred wholly or partly by or on behalf of the Board.

18. Clause 13.1 is hereby deleted and the following new Clause 13.1 inserted therefore:

13.1 The Board shall effect insurance cover through the Diocese of Grafton Master Insurance Policies or through such other insurer as may be approved by Bishop-in-Council for the following risks and for cover approved from time to time by Bishop-in-Council, the premiums for which shall be paid through the maintenance levy:

- a. Public Risk
- b. Property
- c. Voluntary Workers
- d. Board members for any liability accruing to the Complex.

19. Clause 13.2 is hereby deleted and the following new Clause 13.2 is inserted therefore:

13.2 The Board shall effect Workers' Compensation insurance, and shall also effect insurance against such other risks and arrange cover as may be required from time to time by Bishop-in-Council and may insure against such other risks as the Board sees fit, the premiums for which shall also be paid through the maintenance levy.

20. Clause 14.1 is hereby deleted and a new Clause 14.1 is inserted therefore:

14.1 The Common Seal of the Retirement Living Complexes Board shall be in the custody of a person determined by resolution of the Board. The Common Seal shall only affixed to a document if so resolved by the Board. The affixing of the Common Seal shall be attested by the signature of the person chairing the meeting at which the resolution is passed and shall be counter-signed by one other Board Member present at that meeting.

SHORT TITLE

21. This Ordinance may be cited as The St. Cuthbert's Retirement Living Complexes Ordinance 1993 Amending Ordinance 1998.

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

I hereby certify that the Ordinance as printed is in accordance with the Ordinance as passed.


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Chairman of Committees

I certify that this Ordinance was passed by Bishop-in-Council on the 5th of March, 1998.


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Registrar

I assent to this Ordinance.


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Bishop