

Measure for an Ordinance to amend the Incorporation of Anglicare SA Ordinance 2000

Explanatory Memorandum

Background

The Synod is a body incorporated under the *Associations Incorporation Act 1985*. Anglicare SA was an organ of the Synod. For various reasons it was deemed expedient to have it separately incorporated under the *Associations Incorporation Act*. Accordingly, the Incorporation of Anglicare SA Ordinance 2000 ("the principal Ordinance") was passed which authorised its incorporation specifically under the *Associations Incorporation Act* in accordance with a Constitution which was set out in Schedule A to the Ordinance. Anglicare SA was incorporated accordingly.

The purpose of this Ordinance is to amend the principal Ordinance to repeal the provisions which authorised the incorporation under the *Associations Incorporation Act* and to enable it now to become registered as a company limited by guarantee under the *Corporations Act 2001* (C'th). That requires substantial amendment to its Constitution which is the subject of other procedures in this Synod.

Other measures before the Synod will, if passed, ensure that all members of the Synod continue to be members of Anglicare SA Limited. However, as members of a company limited by guarantee, the members are required, upon the winding up of the company if it is insolvent, to contribute to the property of the company such amount as may be required for the payment of its debts, liabilities and other costs, charges and expenses of winding up not exceeding \$20. As the Synod, by other means, will require its members to be and remain members of Anglicare SA Limited, it is proposed that the Synod should indemnify its members in respect of any such liability.

The provisions of the Measure

The Recitals indicate the background to and reasons for the Ordinance.

Clause 1 provides for the short title of the amending Ordinance.

Clause 2 effects the amendments referred to in Part 2.

Clause 3 provides for a date and time of operation. Without such a clause the Ordinance would come into effect upon being passed: Constitution, section 20 (d). This provision will enable the Ordinance to come into effect only if all the other relevant measures have been passed to ensure the integrity of the proposed change to a company limited by guarantee.

Clause 4 repeals sections 3 – 7 and Schedule A of the principal Ordinance.

Clause 5 inserts new sections 3 and 4 of the principal Ordinance. Section 3 authorises the registration of Anglicare as a company limited by guarantee under the name Anglicare SA Limited and requires approval by resolution of the Synod of the Constitution and any amendment thereto. Section 4 provides for the indemnity of members of the Synod referred to above.

A MEASURE FOR

AN ORDINANCE to amend the *Incorporation of Anglicare SA Ordinance 2000*.

Recitals:

1. Pursuant to the provisions of the principal Ordinance Anglicare SA Incorporated is incorporated as an association under the provisions of the *Associations Incorporation Act 1985*;
2. It is expedient to provide for the registration of Anglicare SA Incorporated and any subsidiary thereof as a company or companies limited by guarantee under the provisions of the *Corporations Act 2001* (C'th); and
3. It is expedient to provide for the indemnity of members of the Synod against their liability (if any) to contribute to the property of Anglicare SA as a company limited by guarantee upon the winding up of the company;

NOW THE SYNOD HEREBY DETERMINES:

Part 1 – Preliminary

1 – Short Title

This Ordinance may be cited as the *"Incorporation of Anglicare SA Ordinance Amendment Ordinance 2014"*.

2 – Amendment of principal Ordinance

The *Incorporation of Anglicare SA Ordinance 2000* is amended in the manner set out in Part 2.

3 – Date of Operation

This Ordinance shall come into effect on a date and at a time to be determined by the President.

Part 2 – Amendment of the Incorporation of Anglicare SA Ordinance 2000

4 – Repeal of sections 3 – 7 and Schedule A

Sections 3, 4, 5, 6 and 7 and Schedule A of the principal ordinance are repealed.

5 – Enactment of sections 3 and 4

The following new sections are inserted in the principal Ordinance:

3 – Registration as a company limited by guarantee

- (1) Anglicare SA Incorporated may apply to be registered as a company limited by guarantee ("the company") under the provisions of the *Corporations Act 2001* (C'th).
- (2) The name of the company shall be "Anglicare SA Limited".
- (3) The Constitution of the company and any amendment thereof shall not be effective unless approved by resolution of the Synod.

4 – Indemnity by the Synod

The Synod shall indemnify every member of the Synod who is a member of the company against their liability (if any) to contribute to the property of the company upon the winding up of the company.

CERTIFIED as a copy of the Measure as recommended in Committee

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Chairperson of Committees

CERTIFIED as a copy of the Measure as passed

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Secretary of Synod