

**THE CONSTITUTION  
of  
ANGLICARE SA INC**

**PART 1**

**1. PREAMBLE**

The incorporation of this Association proceeds from the desire to:

- (a) incorporate separately Anglican Community Services, which since 1997 has been otherwise known as Anglicare SA, and which was established in 1991 under Ordinance (the 1991 Ordinance) of the Synod of the Diocese of Adelaide of The Anglican Church of Australia Incorporated ("Synod") to initiate, develop, encourage and manage social welfare and community services on behalf of the Synod; and
- (b) assume the continuing activities of Anglican Community Services Children's Care Fund Incorporated.

**2. NAME**

The name of the Association is **Anglicare SA Inc** ("Anglicare SA").

**3. DEFINITIONS**

In this Constitution

**"Act"** means the **Associations Incorporation Act 1985 (SA)** as amended or substituted from time to time;

**"Bishop"** means the Bishop of the Diocese of Adelaide and includes a person for the time being administering the affairs of the Diocese;

**"Diocesan Council"** means the Diocesan Council of the Synod;

**"Chair"** means Chair of the Council and includes a person acting as Chair;

**"Board"** means the Board of Anglicare SA;

**"Diocese"** means a diocese of the Anglican Church of Australia;

**"financial year"** means a year ending on 30 June;

**"Member"** means a Member of Anglicare SA;

**"member"** means a member of the Board or a committee of the Board;

**"ordinary resolution"** in relation to the Board or the Members means a resolution passed by simple majority;

**"Rules"** means the Rules of Anglicare SA made under clause 30;

“**special resolution**” in relation to the Board or the Members means a resolution passed at a meeting by not less than 75% of the members/Members present and voting;

“**Synod**” means the Synod of the Diocese of Adelaide of The Anglican Church of Australia Incorporated;

“**the Constitution**” means this Constitution, as and if amended and in force from time to time.

#### 4. INTERPRETATION

Words and expressions used in the Constitution have, unless the contrary intention appears, the same respective meanings as the word or expression would have if used in the Act.

### PART 2 — OBJECTS, FUNCTIONS AND POWERS

#### 5. OBJECTS OF ANGLICARE SA

5.1 Anglicare SA is a Christian organisation which seeks to express God's love and care for the needs of individuals, families and communities by:-

- (a) the relief of poverty;
- (b) the care and welfare of children, young people and adults who are financially, emotionally or socially disadvantaged, with a primary focus on families;
- (c) care for the aged;
- (d) the undertaking, carrying on or carrying out of charitable work or charitable purposes;
- (e) the support and development of theological reflection and ministerial formation.

5.2 In support of these objects, Anglicare SA will:-

- (a) initiate, develop and manage social welfare and community services;
- (b) assist and encourage parishes or other Anglican agencies to provide social welfare and community services;
- (c) assist and encourage other organisations which are affiliated with the Anglican Church or supportive of its ethos to provide social welfare and community services or by otherwise promoting specific social welfare and community service projects in conjunction with those organisations;

- (d) work in cooperation with other Anglican agencies and Dioceses within the Province for the delivery of social welfare and community services throughout South Australia;
- (e) determine policies and authorise development projects for the effective delivery of social welfare and community services;
- (f) initiate and participate in programs to assist unemployed people;
- (g) liaise with statutory authorities and with other social welfare and community agencies;
- (h) raise and administer funds for the delivery of social welfare and community services;
- (i) provide integrated services that support and care for elderly people both in residential facilities and in the community;
- (j) pursue such other functions and activities as are consistent with or incidental to these objects.

## **6. FUNCTIONS**

The functions of Anglicare SA are:

- (a) to provide, co-ordinate, arrange or lobby for the provision of resources and services for the carrying out of its objects;
- (b) to undertake programs of education, training, research and planning;
- (c) to publish and disseminate information resulting from those programs;
- (d) to raise funds by any lawful means and to invest, apply and disburse such funds by or for any lawful means or purpose in a manner consistent with its objects;
- (e) to acquire and/or manage property, including real property, which was formerly vested in the Synod for the purposes of social welfare and community services;
- (f) to acquire and/or manage such further property, including real property, for the purposes of social welfare and community services;
- (g) to acquire and/or manage any legacies and bequests, or any property, including real property, formerly vested in Anglican Community Services Children's Care Fund Incorporated.

## **7. POWERS**

The Powers of Anglicare SA are:

- (a) to acquire, receive, hold, lease, deal with and/or dispose of any real or personal property, together with the income derived therefrom;
- (b) to establish and/or maintain premises, including residential premises, for the purposes of the provision of its services;
- (c) to receive donations, legacies and bequests together with all or any income derived therefrom;
- (d) to act as trustee;
- (e) to obtain financial accommodation and make investments;
- (f) to enter into agreements, arrangements, partnerships and joint ventures;
- (g) to receive and administer grants for charitable purposes connected with its objects;
- (h) to make grants for charitable purposes connected with its objects;
- (i) to employ staff;
- (j) to do all things necessary or convenient to be done for or in connection with the carrying out of its functions;
- (k) to exercise any of the powers conferred by Section 25 of the Act.

## **PART 3 — THE MEMBERS OF ANGLICARE SA**

### **8. QUALIFICATION FOR MEMBERSHIP**

- 8.1 All members of the Board shall be Members of Anglicare SA notwithstanding that they may not be a member of the Synod.
- 8.2 Those persons who from time to time are members of Synod (including alternate members at such time or times as they are entitled to attend a meeting of the Synod) shall be Members of Anglicare SA.
- 8.3 The rights of a Member of Anglicare SA are:
  - 8.3.1 to attend, participate in and vote at any General Meeting;
  - 8.3.2 to join in a requisition of Members to convene a Special General Meeting pursuant to sub-clause 13.2 and to convene a Special General Meeting in accordance with and subject to the provisions of sub-clause 13.4:

8.3.3 to give notice of business to be brought before a General Meeting pursuant to sub-clause 14.3.

8.4 A Member who exercises any right under this Constitution shall by such action, be taken to have agreed to be bound by this Constitution.

8.5 The Board may create and dissolve such additional categories of membership as the Board may from time to time determine but, subject to a right to attend and speak at a General Meeting, the Members of such categories may not exercise the rights referred to in sub-clause 8.3.

## **9. RECOMMENDATIONS TO THE BOARD**

In addition to their other functions and powers under the Constitution, the Members may by ordinary resolution make recommendations to the Board.

## **10. REGISTER OF MEMBERS**

10.1 The Board shall cause to be kept and maintained a Register of Members which Register may be kept in conjunction with the Register of Members of the Synod in accordance with any arrangement made to that effect with the Secretary of the Synod. The Register of Members shall be available for inspection by Members at the address of the Public Officer.

10.2 Except as otherwise provided by law, a Member is not, because of being a Member only, liable to contribute to the payment of the debts or liabilities of Anglicare SA or the costs, charges or expenses of the winding up of Anglicare SA.

## **11. ANNUAL GENERAL MEETING**

11.1 Anglicare SA shall no later than 30 November in each year convene an Annual General Meeting of its Members.

11.2 The Annual General Meeting shall be held on such day prior to 30 November in that year as the President shall agree and shall, as far as possible, be convened at a time to coincide as conveniently as possible with a meeting of the Synod.

11.3 The Annual General Meeting shall be specified as such in the notice of meeting.

11.4 The ordinary business of the Annual General Meeting shall be:-

11.4.1 to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;

11.4.2 to receive from the Board reports on the operation of services and on the transactions of Anglicare SA during the last preceding financial year;

- 11.4.3 to receive the report from the auditor;
  - 11.4.4 to appoint an auditor as required. The auditor may only be removed by ordinary resolution of the Members at a General Meeting of which notice has been given;
  - 11.4.5 to consider making recommendations to the Board pursuant to clause 9.
- 11.5. The ordinary business of the Annual General Meeting does not need to be specified in the notice of meeting.
  - 11.6 The Annual General Meeting may transact special business of which notice is given in accordance with the Constitution.
  - 11.7 The Annual General Meeting shall be in addition to any General Meetings that may be held in the same year.

## **12. GENERAL MEETING**

- 12.1 A General Meeting, other than the Annual General Meeting or any Special General Meeting convened in accordance with sub-clauses 13.1 or 13.2, may be convened in conjunction with the annual session of the Synod.
- 12.2 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.

## **13. SPECIAL GENERAL MEETING**

- 13.1 A majority of the members of the Board may, whenever they think fit, convene a Special General Meeting of Anglicare SA in accordance with sub-clause 13.3.
- 13.2 The Board shall, on the requisition in writing of Members representing not less than ten per cent (10%) of Members, convene a Special General Meeting of Anglicare SA.
- 13.3 A requisition for a Special General Meeting shall state the objects of the meeting and shall be signed by the members/Members making the requisition and be sent to the address of the Public Officer and may consist of several documents in a like form, each signed by one or more of the members/Members making the requisition.
- 13.4 If the Board does not cause a Special General Meeting to be held within one month after the date on which the requisition referred to in sub-clauses 13.1 or 13.2 is sent to the address of the Public Officer, the members/Members making the requisition, or any of them, may convene a Special General Meeting to be held not later than three (3) months after that date.

- 13.5 A Special General Meeting convened by members/Members pursuant to the Constitution shall be convened in the same manner as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by Anglicare SA to the persons incurring the expenses.

#### **14. NOTICE OF MEETING**

- 14.1 The Public Officer shall, at least fourteen (14) days before the date fixed for holding a General Meeting, cause to be given or sent to each Member a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting including the full text of any special resolution to be considered at the meeting.
- 14.2 No business other than that set out in the notice convening the General Meeting, or in the case of an Annual General Meeting, the ordinary business of that Annual General Meeting (as set out in sub-clause 11.4), shall be transacted at the General Meeting.
- 14.3 A Member desiring to bring any business before a General Meeting may give notice of that business in writing to the Public Officer, not less than twenty-one (21) days prior to the date scheduled for the next General Meeting and the Public Officer after the receipt of the notice shall include that business in the notice calling the next General Meeting.

#### **15. PROCEEDINGS OF MEETINGS**

- 15.1 No item of business shall be transacted at a General Meeting unless a quorum of Members is present in person during the time when the meeting is considering that item.
- 15.2 Thirty (30) Members present in person (being Members entitled under the Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- 15.3 No item of business can be transacted at a meeting unless set out in the notice convening the meeting.
- 15.4 If within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present, the General Meeting if convened on the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place and, if at the adjourned meeting, a quorum is not present within half an hour after the time appointed for the commencement of the General Meeting, the Members present in person (being not less than fifteen (15)) shall be a quorum.

- 15.5 The Chair, or in his absence, the President, shall preside as Chair at each General Meeting.
- 15.6 If the Chair and the President are absent from a General Meeting, the Members present shall elect one of their number to preside as Chair at the General Meeting.
- 15.7 The Chair of a General Meeting at which a quorum is present may, with the consent of the General Meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned General Meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 15.8 Where a General Meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned General Meeting shall be given as in the case of the General Meeting.
- 15.9 Except as provided in sub-clause 15.8, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned General Meeting.

## **16. VOTING**

- 16.1 Members shall each have one vote only on any question arising at a General Meeting.
- 16.2 Only Members present may vote.
- 16.3 A question arising at a General Meeting shall be determined on a show of hands and unless, before or on the declaration of the show of hands, a poll is demanded in accordance with sub-clause 16.4, a declaration by the Chair that a resolution on a show of hands has been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the Minute Book of Anglicare SA, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 16.4 If at a General Meeting a poll on any question is demanded by the Chair or by not less than five (5) Members present it shall be taken at that General Meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the General Meeting on that question.
- 16.5 A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question shall be taken at such time before the close of the General Meeting as the Chair may direct.

## **PART 4 — THE BOARD**

### **17. THE BOARD**

The affairs of Anglicare SA shall be managed by the Board.

### **18. POWERS OF THE BOARD**

Subject to this Constitution and the Act, but without otherwise limiting the authority conferred by clause 17 hereof, the Board may:

- (a) exercise all such powers and functions as may be exercised by Anglicare SA other than those powers and functions that are required by the Constitution to be exercised by General Meetings of the Members or by the Synod.
- (b) perform all such acts and things as appear to the Board to be necessary for the proper management of the business and affairs of Anglicare SA.

### **19. MEMBERS OF THE BOARD**

19.1 The members of the Board shall be:

- (a) the Bishop, who shall be President;
- (b) one member appointed by the Bishop;
- (c) three (3) persons elected by the Synod (of whom not more than two (2) shall be clergy);
- (d) three (3) persons elected by the Diocesan Council (who need not be members of Diocesan Council);
- (e) three (3) persons elected by the Board, one of whom may be the Chief Executive;
- (g) one (1) person appointed by the Diocese of Willochra;
- (h) one (1) person appointed by the Diocese of The Murray.

19.2 The Chief Executive may only be appointed as a member of the Board pursuant to paragraph (e) of sub-clause 19.1. If so appointed the Chief Executive shall hold office for no more than 12 months and maybe reappointed by the Board.

19.3 This clause shall take effect in accordance with the provisions of the Schedule to this Constitution.

## **20. OFFICERS OF THE BOARD**

- 20.1 The officers of the Board shall be:
- (a) the President;
  - (b) the Chair;
  - (c) the Deputy Chair.
- 20.2 The Board shall elect from their number a Chair and Deputy Chair who shall hold office for the current term of their appointment to the Board.
- 20.3 The Board shall appoint a Public Officer pursuant to Section 56 of the Act.

## **21. APPOINTMENT AND ELECTION OF THE BOARD**

- 21.1 The member appointed by the Bishop shall be appointed as soon as practicable after the annual session of the Synod in each election year as defined in Section 14 of the Constitution of the Synod (hereinafter referred to as an "election year").
- 21.2 The members of the Board elected by the Synod shall be elected in each election year and in accordance with the provisions of the Elections and Appointments Ordinance of 1980 as amended from time to time.
- 21.3 The members of the Board elected by the Diocesan Council shall be elected at the first meeting of the Diocesan Council held after the annual session of the Synod in the year following an election year.
- 21.4 The members of the Board elected by the Board shall be elected at the first meeting of the Board held after the annual session of the Synod in the second year following an election year.
- 21.5 The members of the Board appointed by the Dioceses of Willochra and The Murray respectively shall each be appointed in such manner and for such term as determined by each Diocese, but, in any event for a term not exceeding three (3) years.
- 21.7 Subject to clause 21.10, all members appointed or elected shall hold office until their successors are appointed or elected. A member shall be eligible for re-appointment or re-election as the case may be.
- 21.8 Any vacancy in the membership or office of the Board shall be filled in the same manner as the previous occupant was appointed or elected and by the same authority, provided that Diocesan Council shall have the power to fill a vacancy on behalf of the Synod, with any such appointment being for the balance of the previous occupant's term.

- 21.9 Save as expressly provided for in the Constitution, no employee of Anglicare SA shall be eligible for election to the Board.
- 21.10 The office of any Board member shall become vacant in any of the following circumstances:
- (a) if the member dies;
  - (b) if the member ceases to be entitled to be a Board member by virtue of the provisions of any statute;
  - (c) if the member becomes a bankrupt or makes an arrangement or composition with his or her creditors generally;
  - (d) if the member becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (e) if the member is convicted of an indictable offence, or of an offence which, if committed in South Australia would be an indictable offence;
  - (f) if the member resigns from office by notice in writing to the Board delivered to the Chair;
  - (g) if the member is absent from three or more consecutive meetings of the Board without the permission of the Board;
  - (h) if the term of office expires and the member is not re-elected in the manner provided in the Constitution;
  - (i) if the member becomes an employee of Anglicare SA (except as otherwise provided for in the Constitution).

## **22. PROCEEDINGS OF THE BOARD**

- 22.1 The Board shall meet at least six (6) times each financial year at such places and at such times as the Board may determine.
- 22.2 Special meetings of the Board may be convened by the Chair or by three (3) members of the Board.
- 22.3 Seven (7) days written notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- 22.4 Fifty per cent (50%) of the members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 22.5 No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day of the same week in the following month unless the meeting was a special meeting in which case it lapses.
- 22.6 At meetings of the Board:-
- 22.6.1 the Chair, or in his or her absence, the Deputy Chair, or failing him or her, the Bishop, shall preside; or
- 22.6.2 if the Chair, the Deputy Chair and the Bishop are absent, such one of the remaining members of the Board as may be chosen by the members of the Board present shall preside.
- 22.7 Questions arising at a meeting of the Board or of any committee appointed by the Board shall be determined on a show of hands.
- 22.8 Each member present at a meeting of the Board or of any committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote.
- 22.9 Notice of each Board meeting shall be served on each member of the Board by delivering it to that member personally or by sending it by pre-paid post addressed to that member at his/her usual or last known place of abode.
- 22.10 Subject to sub-clause 22.4, the Board may act notwithstanding any vacancy on the Board or defect in the appointment or election of any member of the Board.
- 22.11 The Public Officer shall arrange for minutes of the resolutions and proceedings at each General Meeting and each Board Meeting to be kept in books provided for that purpose together with a record of the names of persons present at such meetings.

**23. COMMITTEES**

- 23.1 Subject to the Act, the Constitution and the Rules, the Board may from time to time establish such committees as it thinks fit to exercise powers delegated by the Board, to advise the Board or for any other purpose.
- 23.2 A committee shall consist of:
- (a) such members of the Board as the Board determines; and
  - (b) such other persons (if any) as the Board determines.
- 23.3 The Board may determine the number of members of a committee who are members of the Board who must be present when a question is determined by a committee.
- 23.4 Subject to the Act, the Constitution and the Rules, the proceedings of a committee are in its discretion.
- 23.5 The Board may at any time dissolve a committee established under this clause.
- 23.6 There shall be an Executive Committee of the Board, which shall consist of:
- (a) the Chair of the Board;
  - (b) the Deputy Chair of the Board;
  - (c) the Chair of the Finance Committee;
  - (d) such other members of the Board (if any) as the Board shall from time to time determine.

**24. PECUNIARY INTERESTS**

- 24.1 A member of the Board or of a committee established under clause 23 who has a pecuniary interest in a matter being considered, or about to be considered, by the Board or committee must, as soon as practicable after the relevant facts have come to the member's knowledge, declare the nature of that interest at the meeting of the Board or committee.
- 24.2 The chair of a meeting at which a declaration is made under this clause must cause a record of the declaration to be made in the minutes of the meeting.
- 24.3 Unless the Board or committee otherwise resolves, a member who has made a declaration under sub-clause 24.1 must not be present during any deliberation with respect to, or vote on, the matter in respect of which the declaration is made.

**PART 5 — GENERAL****25. CHIEF EXECUTIVE**

- 25.1 The Board may, with the approval of the Bishop, appoint a person as the Chief Executive of Anglicare SA.
- 25.2 Except at the discretion of the Bishop, a person who is not a communicant member of the Anglican Church of Australia is not eligible to be appointed as the Chief Executive.
- 25.3 The Chief Executive holds office on such terms and conditions as are determined by the Board.
- 25.4 The Board may remove the Chief Executive from office.

**26. PROPERTY AND INCOME OF ANGLICARE SA**

- 26.1 Subject to this clause, the property and income vested in, or acquired by, Anglicare SA, however derived, except in so far as it is subject to a trust, must be held and applied solely towards the objects of Anglicare SA as set out in the Constitution.
- 26.2 Property and income of Anglicare SA must not be paid or transferred directly or indirectly by way of profit to a member of the Board or a Member of Anglicare SA or an employee of Anglicare SA.
- 26.3 Nothing in this clause prevents—
- (a) the payment of remuneration in good faith to an employee of the agency or any other person in return for services rendered to or expenses incurred on behalf of Anglicare SA; or
  - (b) the payment of expenses incurred by a member of the Board of Anglicare SA in carrying out his or her duties as such a member provided the amount paid does not exceed an amount determined by the Board; or
  - (c) the payment of remuneration in good faith to a member of the Board, who is an employee of Anglicare SA, being the remuneration the employee would receive if not a member of the Board.
- 26.4 No contract or transaction as a result of which real property of Anglicare SA is purchased or sold for a consideration greater than five million dollars (\$5m) or such higher figure as may from time to time be determined by an ordinary resolution of members, shall be entered into without the authority of an ordinary resolution of the members.

- 26.5 The property known as St Barnabas' Building shall not be sold, transferred, leased for a period exceeding seven years, mortgaged or otherwise encumbered without the approval of a majority of Members present and voting at a general meeting of Anglicare SA and confirmed by resolution of the Synod or by two thirds of the membership of the Diocesan Council of the Synod. This sub-clause shall not apply to the sale, transfer, lease, mortgage or encumbrance of the property to the Synod or to a body nominated in writing by the Synod.

## **27. ACCOUNTS OF ANGLICARE SA**

- 27.1 The Board must cause to be kept proper accounts and records of the transactions and affairs of Anglicare SA and such other records as sufficiently explain the financial operations and financial position of Anglicare SA.
- 27.2 The Board must do all things reasonably necessary to ensure that all payments of money are correctly made and properly authorised and that adequate control is maintained over the assets of Anglicare SA and over the incurring of liabilities by Anglicare SA.
- 27.3 The Board must cause the accounts of Anglicare SA to be audited annually by a registered company auditor appointed by the Annual General Meeting.
- 27.4 The Board must cause the audited accounts and an annual report on the operations of Anglicare SA to be presented to the Annual General Meeting.
- 27.5 The Board shall make available to each annual or special session of the Synod its most recently audited accounts and annual report on the operations of Anglicare SA.

## **28. FUTURE AMALGAMATION**

Anglicare SA agrees that, upon the proper resolutions being passed and the appropriate formalities being met, it will amalgamate with the Anglican Community Services Children's Care Fund Incorporated, which itself is comprised of the following four institutions, which were formerly known as:

- A. The Orphan Home which was founded in 1860 and later became known as the Orphan Home Adelaide Incorporated.
- B. The Children's Home which was founded at Walkerville in 1886 and later became known as the Church of England Boys Home Incorporated.
- C. St Mary's Mission of Hope which was founded in 1929 and later became known as St Mary's Home for Children Incorporated.
- D. Wanslea Incorporated which was founded in 1948 to provide a temporary home for children in need.

**29. SUCCESSOR IN TITLE**

Anglicare SA is the legal successor in title to the residential aged care facilities known variously as St Laurence's Homes for the Aged, St Laurence's Court, All Hallows Court, Canterbury Close and Dutton Court.

**30. RULES OF ANGLICARE SA**

The Board may, in accordance with the Constitution, make rules not inconsistent with the Act or the Constitution.

**31. INDEMNITY**

31.1 A member of the Board or a Member of Anglicare SA or a member of a committee of the Board and each employee of Anglicare SA is entitled to be indemnified out of the assets of Anglicare SA against—

- (a) all or any loss or liability incurred by him or her in carrying out duties as such member, Member or employee, not being a loss or liability in respect of any wilful act or omission amounting to negligence, default, breach of duty or breach of trust on his or her part; and
- (b) all or any liability incurred as such by a member, Member or employee in defending any proceedings whether civil or criminal in which judgment is given in his or her favour, or in which he or she is acquitted.

31.2 Anglicare SA may apply such assets of Anglicare SA as are necessary for the purposes of this clause.

**32. AMENDMENT OF THE CONSTITUTION**

The Constitution shall not be altered except by resolution of not less than two-thirds of the Members of Anglicare SA present and voting at a general meeting of Anglicare SA and confirmed by resolution of the Synod.

**33. WINDING UP**

33.1 Anglicare SA may be wound up upon the adoption by Members of a special resolution to that effect passed at a General Meeting held in conjunction with the annual or any special session of the Synod.

33.2 On the winding up of Anglicare SA, if there are any assets remaining after satisfaction of the liabilities of Anglicare SA, the assets must be paid or transferred as determined by the Members to an organisation the objects of which are or include charitable objects similar to those of Anglicare SA and which is connected with the Anglican Church of Australia within the State of South Australia or, if there is no such organisation approved by the Members, to an organisation the objects of which are or include charitable objects for the relief of poverty and which is connected with another Christian denomination.

**34. NOTICES**

- 34.1 A notice may be served by or on behalf of Anglicare SA on any Member either personally or by sending it by pre-paid post to the Member at the Member's address shown in the Register of Members.
- 34.2 Where a document is properly addressed pre-paid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.

## THE SCHEDULE

### TRANSITIONAL PROVISIONS

1. The provisions of this Schedule apply to the provisions of Clause 19 of the Constitution which took effect on 23 May 2009 (“the amendment date”)
2. In this Schedule:
  - “the previous provisions” means the provisions of Clause 19.1 of the Constitution immediately preceding the amendment date;
  - “the amended provisions” means the provisions of Clause 19.1 of the Constitution immediately following the amendment date.
3. Subject to the provisions of this Schedule, the persons holding office as members of the Board under the previous provisions continue to hold office as members of the Board under the amended provisions.
4. The members of the Board holding office under paragraphs (c) and (g) of the previous provisions cease to hold office after the amendment date.