ANNO QUINQUAGESIMO QUARTO ET QUINQUAGESIMO QUINTO

VICTORIAE REGINÆ.
A.D. 1891.

Private Act.

An Act to incorporate and amend the Church of England Endowment Society.

[Assented to, December 19th, 1891.]

WHEREAS, from funds contributed, as well by the Society for the Propagation of the Gospel in Foreign Parts as by William James Browne, John Harris Browne, James Fisher, Charles Brown Fisher, all late of Adelaide, in the province of South Australia, sheepfarmers, as also by William Selby Douglas, Nathaniel Oldham, and Frederick Augustus Grant, all of Adelaide, gentlemen, and by other persons, members of the Church of England in Australia, a certain Society called the Church of England Endowment Society was, in the year one thousand eight hundred and sixty, formed, and was incorporated in the year one thousand eight hundred and sixty-three, by the name of "The Church of England Endowment Society," under the provisions of Act No. 21 of 1858, intituled "An Act to provide for the incorporation of Institutions or Associations formed for the promotion of Religious, Charitable, Educational, Scientific, and other useful objects": And whereas the said Society was formed for the purposes of raising and investing money for the benefit of the clergy of the Church of England in South Australia, and of adding to the number of that body: And whereas the said Society has now invested in freehold lands and upon mortgage of real estate in South Australia, for the purposes of the said Society, the sum of Eleven Thousand Pounds: And whereas since the constitution of the said Society the annual subscriptions thereto have ceased, and doubts have arisen as to the present constitution of the said Society being in accordance with the intention of the founders and other persons subscribing funds thereto, and it is also doubtful whether the persons at present occupying
occupying the position of directors of the said institution are legally
and properly directors thereof, and whether there are now any
members of the said Society having power to appoint successors to
such office, and otherwise to carry on the affairs and management
of the Society: And whereas the objects of the said Society, as set
forth in the rules and regulations thereof, have not been and are not
now capable of being carried out, by reason of the alterations in the
land laws of the said province, and the funds of the Society, in place
of being invested pursuant to the rules and regulations of the said
Society, have been and now are invested partly in freehold properties,
and partly upon mortgage of freehold lands and hereditaments in the
Province of South Australia: And whereas it is desirable to remove
such doubts and to reform the objects and amend the constitution of
the said Society, and to make the same permanent and beneficial for
its intended purposes as hereinafter set forth—Be it therefore Enacted
by the Governor of the Province of South Australia, with the advice
and consent of the Legislative Council and House of Assembly of
the said province, in this present Parliament assembled, as follows:

Repeal of rules, &c.

1. From and after the passing of this Act, all rules and regula-
tions hitherto made and passed by the said Society shall be, and the
same are hereby, repealed, annulled, and of no effect, so far as
regards the future conduct and operations of the said Society.

Incorporation of Society.

2. The Society was, on the twenty-fifth day of September, in
the year one thousand eight hundred and sixty-three, and still is,
duly incorporated by the name "The Church of England Endow-
ment Society," and by such name and title has and shall have
perpetual succession and a common seal, and shall and may sue and be
sued, grant or receive and hold lands and hereditaments, and do all
other acts as natural persons may, and shall have power and
authority to acquire, purchase, and hold lands, tenements, and here-
ditaments to itself, its successors, and assigns, for the purposes here-
inbefore recited, and, subject to the provisions hereinafter contained,
also to sell, demise, exchange, transfer, lease, and convey lands,
tenements, and hereditaments, and to invest upon mortgage, transfer,
foreclose, exercise powers of sale, and all other powers of a mort-
gagee.

Objects of Society.

3. The objects of the said Society are to endow churches within
the Diocese of Adelaide as now constituted, whether the same may
hereafter be subdivided or not, and to benefit the incumbents of
such churches by increasing the stipends of such incumbents, and also
to increase the number of the clergy of the said Diocese, the division
of the available income of the said Society being made in such propor-
tion between the aforesaid objects as the Board of Directors of the said
Society for the time being, with the concurrence of the President of
the said Board, shall determine: Provided always, that the Diocesan
Synod shall carry such determination into effect and shall decide how
the funds so apportioned shall be distributed. For the purposes afore-
said the said Society, in addition to the funds and other property now
under
under its control, may acquire by purchase, gift, devise, donation, subscription, or otherwise lands, tenements, and hereditaments in the said province, also money, goods, chattels, and effects; and shall invest, subject to the rules and regulations of the said Society, all moneys now held by, or hereafter coming into the hands of, the said Society upon the securities and investments, and in the manner hereinafter set forth, that is to say, upon the purchase of lands yielding rent or upon mortgage of real or leasehold property in South Australia, such leasehold property having at the time of such mortgage not less than forty years to run, or upon Government or municipal bonds or debentures, or upon fixed deposit in any joint stock bank in South Australia, or partly on one mode of investment and partly on others.

4. The present members of the said Society are the Right Reverend George Wyndham Kennion, Doctor of Divinity of the University of Oxford, and Bishop of the Church of England, in the Diocese of Adelaide, Leonard Gilbert Browne, Charles Hawkes Todd Connor, William Selby Douglas, Frederick Augustus Grant, Charles Burney Young, William James Browne, John Harris Browne, James Cooke, Charles Brown Fisher, James Fisher, George Glen, Henry Gawler, George Charles Hawker, George Wright Hawkes, Edward Angus Hamilton, and Nathaniel Alexander Knox, all of whom are life members of the said Society. New members may be added to the Society as follows:—Any person may, after the passing of this Act, from time to time, become a member of the said Society by paying to the said Society through its secretary or treasurer not less than One Pound One Shilling, which payment shall be entered in a book to be kept by the secretary for the purpose, and shall entitle the person paying the same to be a member of the said Society for the period of one year from the first day of January of the then current year, which membership can be renewed annually by a fresh payment of a like amount; and any person who shall hereafter contribute the sum of Twenty-one Pounds or upwards, at any one time, towards the funds of the said Society, shall be a life member.

5. The Society shall be managed by a board, consisting of the said Right Reverend George Wyndham Kennion, Doctor of Divinity, of the University of Oxford, and Bishop of the Church of England, in the Diocese of Adelaide, or his successor for the time being, who shall be ex officio president of the said board and a member thereof; and six directors, namely, William Selby Douglas, of Adelaide; Charles Hawkes Todd Connor, of Adelaide; Frederick Augustus Grant, of East Adelaide; Charles Burney Young, of Kanmantoo; William Pope, of Adelaide; and Edwin Gordon Blackmore, of Adelaide. The first three of the above-named directors, with their successors in office, as hereinafter provided, shall be designated "original directors." Any vacancies occurring in the Board of Directors shall be filled as follows, that is to say:—When any vacancy or vacancies shall occur in the three seats now occupied by the
the said three original directors, the same shall, from time to time, be filled by the remaining members of the Board. When any vacancy or vacancies shall occur in the two seats occupied by the said William Pope, and Edwin Gordon Blackmore, or their successors in office, hereinafter designated "synodal directors," the same shall be filled by the said Synod, if then in session, and if not, then by the standing committee thereof; and when any vacancy shall occur in the seat now occupied by the said Charles Burney Young, or his successor, hereinafter called the "members' director," the same shall be filled by the members of the said Society at the next annual general meeting, to be held as hereinafter mentioned.

6. Every director shall be a lay member of the Church of England, and be an annual subscriber to the funds of the said Society of not less than One Pound One Shilling, or shall be a life member of the said Society, as hereinbefore mentioned, and shall, on accepting office, make and subscribe a declaration in the form contained in the Schedule hereeto.

7. Vacancies in the office of director shall be caused by death, resignation, secession from the Church of England, neglect or refusal to make and subscribe within three calendar months after election a declaration in the form contained in the Schedule hereto, felony, insanity, or non-attendance, without the written permission of the board, for six consecutive duly-convened meetings of directors; and no leave of absence shall be given by the said board for a longer period than twelve calendar months.

8. The Board shall meet not less than once in every three calendar months (and not oftener than once in every month), except in cases of emergency. Each director attending any meeting other than an emergency meeting shall be entitled to a fee of not more than Ten Shillings and Sixpence. Three members of the Board shall form a quorum. The chairman of any meeting of the Board shall have a deliberative as well as a casting vote.

9. The Board shall appoint a secretary and treasurer, auditors, and any other usual or necessary officers, and fix their remuneration, and shall have power to dismiss, suspend, or remove the present or any future officers, and shall fix the dates of annual and other meetings, and arrange all details as to the investment of funds, and shall pay the net annual income after allowing all proper expenses of management to the said Synod for the objects intended to be benefited by the said Society.

10. Charles Augustus Oldham shall be the first Secretary, and Frederick Halcomb the first honorary treasurer of the said Society, who shall hold office during the pleasure of the Board.

11. It shall be lawful for the Board from time to time to make any by-laws, rules, and regulations, for the proper conduct and management
management of the said Society, so that the same shall not interfere nor be inconsistent with the fundamental objects of the said Society, and the same to revoke, alter, or amend.

12. There shall be an annual meeting of the members of the said Society, to be held on such day during the month of May in each year as shall be fixed by the said directors, and at such meetings every member shall have a right to vote for the election of the members' director as herein set forth.

13. The members' director shall retire annually, and one of the other directors shall also retire annually, the last mentioned retiring director being he who shall have been longest in office; and in case the director who is to retire cannot be ascertained by reason of two or more having been the same time in office, then the director to retire shall be decided by lot among those of equal seniority, the director so retiring being eligible for re-election; and in case any retiring director be re-elected, he shall be deemed to have been in office only from the time of such re-election.

14. If at any time the number of annual subscribing members of the said Society, as shown by the books of the said Society one month before the date fixed for holding the meeting, shall be less than thirty, then any vacancy in the seat occupied by the said members' director shall not be filled by the members at the next annual general meeting as aforesaid, but by the remaining directors.

15. No annual subscribing member shall vote unless entered in the books of the said Society as a subscribing member one month at least prior to such meeting, and unless he shall have paid his subscription for the then current year: Provided that the neglect by any officer of the Society to enter any such subscribing member in the books of the Society shall not prevent such member from voting.

16. In the event of any vacancy in the seat occupied by the said members' director occurring during any current year between two annual general meetings, such vacancy shall be filled by the remaining directors, and the director so appointed shall hold office only until the next general meeting, when he shall be eligible for re-election.

17. The Society shall affix its seal to every instrument requiring a seal at a Board meeting in the presence of two directors, who shall also sign such instrument, in the presence of the secretary or acting secretary, as attesting witnesses.

18. The secretary shall keep a minute-book of all proceedings of the said Society, and shall also keep a book in which he shall enrol the names of all life and other members of the said Society, which book shall be *prima facie* evidence of the enrolment of such persons as members.

19. All
19. All acts, deeds, matters, and things heretofore made, done, or executed by the said "The Church of England Endowment Society," or by its directors, shall be, and the same are hereby declared to be, valid and effectual to all intents and purposes, notwithstanding any error or irregularity in the constitution of the said Society, or in the appointment, continuance in office, or action of the said directors, or any of them.

20. This Act may be cited as the "Church of England Endowment Society Act."

In the name and on behalf of Her Majesty, I hereby assent to this Bill.

KINTORE, Governor.