An Act to incorporate the James Brown Memorial Trust, and for other purposes.

[Assented to, December 21st, 1894.]

WHEREAS Jessie Brown, late of Glen Osmond, in the province of South Australia, widow, deceased, by her last will, duly made on the eighteenth day of May, one thousand eight hundred and ninety-one, and duly proved, gave all the residue of her real and personal estate to certain persons as trustees, upon trust, to found, build, and endow, when, and so often, and in such manner as they should think fit, an institution or institutions, or provide and create a fund or funds for certain charitable and benevolent objects, as a memorial to her late husband, James Brown, and bearing his name: And whereas the present trustees of the said residue are Charles Marryat, Adam Adamson, the elder, Adam Adamson, the younger, Charles Henry Goode, Abraham Tobias Boas, Bernard Nevin, and John Brodie Spence: And whereas it is desirable to incorporate the said trustees for more conveniently exercising and carrying into effect the said trusts, and to give further powers for the regulation and management of the said trusts—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:

PRELIMINARY.

1. This Act may be cited as the "James Brown Memorial Trust Incorporation Act, 1894."

2. Unless
Interpretation.

2. Unless the context otherwise require, the following terms shall have the following meanings:

"Trustees" shall mean the trustees hereby incorporated, and their successors:

"The Trust" shall mean "The James Brown Memorial Trust:"

"Trust property" shall mean all the residuary, real, and personal estate of the said Jessie Brown, deceased, and also all other real and personal estate whatsoever and wheresoever which has been heretofore acquired by the said residuary trustees or their successors, or which may hereafter be acquired by The Trust in any manner whatsoever:

"The said will" means the last will and testament of the said Jessie Brown, deceased:

"Residuary trustees" means the persons to whom all the rest, residue, and remainder of the real and personal estate of the said testatrix is given, devised, and bequeathed by the said will, and their successors.

"Officers" shall include managers, inspectors, medical or other superintendents, and all persons in whatever capacity required for the purpose of The Trust.

INCORPORATION.

3. The said Charles Marryat, Adam Adamson, the elder, Adam Adamson, the younger, Charles Henry Goode, Abraham Tobias Boas, Bernard Nevin, and John Brodie Spence shall be a body corporate by the name of "The James Brown Memorial Trust," and by that name shall have perpetual succession and a common seal, and may sue and be sued, and acquire, purchase, accept, and hold lands, tenements, and hereditaments, and shall have and may exercise all the powers and functions of a body corporate.

TRUSTS AND POWERS.

4. The trust property is hereby vested in and shall be held by The Trust upon and subject to the trusts, powers, and directions declared and given by the said will with respect to the said residue, save so far as altered or modified by this Act, and upon and subject to the powers, duties, and obligations given or imposed by this Act.

5. All property of which any disposition shall be made to or in favor of The Trust, whether with or without any special direction or limitation concerning the same, shall, if accepted by The Trust, so far as consistent with the provisions of this Act, be applied in accordance with such direction or limitation (if any), and subject thereto shall be deemed portion of the general funds and property of The Trust.

6. The
6. The Trust or any two trustees thereof may apply to the Supreme Court, or a Judge thereof, for advice or direction as to matters connected with the management or administration of the trust property, or the construction of the said will, or of any other deed or document relating to The Trust or the trust property, in like manner as any unincorporated trustee; and the proceedings upon or relating to such application, and any judgment or order made thereon, shall be the same and have the same effect as if such application were made by any unincorporated trustee.

7. The Trust may invest its moneys or trust funds, or any portion thereof, in the purchase or upon mortgage of real estate in any Australian colony, or in Government securities of any Australian colony, or upon fixed deposit with any incorporated banking company carrying on business in South Australia, or in securities guaranteed by the Government or Parliament of any of the Australian colonies, or on deposit in the Savings Bank of South Australia, and may vary such investments as may be thought desirable into or for others of the same or a like nature. Provided always that The Trust may retain, and renew, or extend from time to time, any existing investment or security.

8. The Trust may sell, exchange, transfer, convey, assign, let, demise, and generally deal with any portion of the trust property.

9. The Trust may take any lands upon lease or tenancy, for any period of time, at such rent and upon and subject to such covenants, terms, provisos, and conditions as it shall think proper.

10. The Trust may found, build, or endow an institution or institutions, and also create a fund or funds, or may adopt either of such methods, for the benefit, care, relief, or maintenance of the poor of any class who shall be destitute, or aged, or blind, or deaf, or dumb, or insane, or physically afflicted, or mentally afflicted, or deserving of benefit, care, relief, or maintenance; and also of persons (whether poor or not) suffering from phthisis, consumption, or any pulmonary disease or complaint, who are able and willing to pay or contribute towards such benefit, care, relief, and maintenance, such payment or contribution to be at such rate or of such amount as The Trust may fix.

11. The Trust may limit the purposes of any institution or institutions, or fund or funds, founded, built, endowed, or created by it to the benefit, care, relief, or maintenance of any one or more of such last-named classes or descriptions of objects, and may select any one or more of such classes or descriptions of objects as the beneficiaries in priority to, and to the exclusion of, the other or others of such classes or description of objects.

12. The Trust may, by a resolution to that effect, appoint any of the trustees, not being less than three, to be the trustees of any particular
particular institution or institutions, fund or funds, founded, built, endowed, or created under the powers hereinbefore given, and every such appointment in like manner at pleasure to revoke and to appoint other persons in lieu of the trustees whose appointment shall be so revoked, and upon every such appointment or new appointment the persons so appointed to be trustees shall (as regards the particular institution or institutions, or fund or funds, of which they shall be so appointed the trustees as aforesaid) have and exercise all the powers, authorities, and discretions of the persons so appointing them, except the power of appointing new trustees: Provided always that seven days' previous notice of the intention to propose any such resolution shall have been given to each trustee.

MANAGEMENT.

13. The Trust shall be managed by not less than seven trustees, who shall have the sole control of the business and affairs thereof, and may execute, exercise, and discharge all trusts and powers in the name and on behalf of the Trust.

14. The trustees shall hold office subject to the provisions of this Act; and the first trustees shall be the said Charles Marryat, Adam Adamson, the elder, Adam Adamson, the younger, Charles Henry Goode, Abraham Tobias Boas, Bernard Nevin, and John Brodie Spence.

15. The trustees may, at a special meeting duly convened, specifying the general object, by a resolution passed by an absolute majority of the trustees, remove any trustee from office, and any trustee may resign.

16. In case of any vacancy occurring in the number of trustees by removal pursuant to section 15, or by death or resignation, or by reason of any trustee being unwilling or incapable to act as such, the remaining or continuing trustees (and for this purpose a resigning trustee shall be deemed to be a continuing trustee) shall, at a special meeting, duly convened, specifying the general object, by a resolution of an absolute majority of the trustees, elect some other person as trustee in the place of the one so removed or so dying, resigning, refusing, or becoming unwilling or incapable to act.

17. The trustees may, by a resolution passed unanimously at a special meeting, add to their number by appointing some person or persons as an additional trustee or trustees, but it shall not be necessary upon a vacancy occurring after such additional appointment or appointments to fill such vacancy so long as the number of trustees is not less than seven.

18. The trustees may appoint any of their members to be a committee for any purpose to be defined in the resolution of appointment,
appointment, and may delegate all or any of their powers, except the powers conferred by the last three preceding sections, to such committee, and fix the quorum thereof, and may cancel such appointment and delegation; and every such committee, in exercise of its powers, shall conform to such regulations as may be imposed by the trustees.

19. No act or proceeding of The Trust shall be invalidated or illegal in consequence only of the number of the trustees at any meeting not being complete at the time of such act or proceeding. All acts and proceedings of any meeting of the trustees, or of any committee, shall, notwithstanding any defect in the appointment of any trustee, chairman of trustees, or member of committee, or notwithstanding that any such appointment was improper or illegal, be as valid as if there were no such defect, impropriety, or illegality in any such appointment.

20. The trustees shall cause minutes to be kept of the proceedings at all meetings, whether of the trustees or any committee, and such minutes, if signed by any person purporting to be the chairman of the meeting, shall be conclusive evidence of all matters therein stated, and that the meeting was duly convened and held.

21. The trustees shall appoint a secretary, and may appoint all such other officers as they may deem necessary.

22. The seal of The Trust shall not be used except by the authority of the trustees, and all documents to which the seal shall be affixed shall be signed by the secretary and two trustees, and any instrument so executed shall be deemed to have been duly executed by The Trust for all purposes whatsoever.

23. The trustees may make, repeal, add to, amend, alter, or vary any rules not inconsistent with this Act for the purpose of prescribing the mode of summoning and conducting their meetings, the voting and proceedings thereat, and quorum thereof, the duties of officers, and generally for the management and administration of the affairs and business of The Trust, and of the trust property, and for carrying this Act into effect. All such rules may be in writing or print, or partly in writing and partly in print, and shall have the common seal of The Trust affixed thereto; and a copy thereof, signed by the chairman of the meeting at which the same were passed, and having the common seal of The Trust affixed thereto, shall be deposited with the Master of the Supreme Court; and the said rules, or the copy deposited, or a copy of such deposited copy certified by the Master as correct, shall, on production, without further proof, be conclusive evidence of such rules and that same were duly made.

24. Until
24. Until rules shall be made, pursuant to the last preceding section, dealing with the matters next hereinafter mentioned, the following rules shall be observed:

Meetings.

(a) A meeting of the trustees or any committee thereof shall be deemed to be duly convened if summoned by the secretary, or the chairman, or any two trustees, by notice in writing, specifying the place, day, and hour of meeting, and, in the case of a special meeting, specifying, in addition, the general nature of the business to be transacted, addressed and delivered or posted to each trustee or member of committee, as the case may be, at his usual or last known place of business or residence in South Australia two days at least before the appointed day of meeting:

(b) At every meeting of the trustees four shall form a quorum:

(c) At every meeting of a committee (unless otherwise directed when such committee is appointed) two shall form a quorum:

(d) At every meeting of the trustees the chairman, or, in his absence, another trustee, to be chosen by those present, shall preside, and in addition to his ordinary deliberative vote he shall have an additional or casting-vote, and every question shall be decided by a majority of the votes of the persons voting thereon:

(e) The trustees shall annually, in the month of June, elect one of their number to be chairman for the year beginning on the first day of July, and the retiring chairman shall always be eligible for re-election. The said Adam Adamson, the elder, shall be the first chairman of trustees, and he shall hold office till the thirtieth day of June, one thousand eight hundred and ninety-five.

(f) Every committee shall elect its own chairman, who shall hold office so long as such committee shall, at the time of election, or from time to time, subsequently determine.

Succession duties.

25. Nothing herein contained or hereby implied shall release the trustees or the trust property from liability for the payment of any unpaid succession duties.

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

KINTORE, Governor.