

A CANON TO PROVIDE FOR THE MANAGEMENT OF ST. JAMES' VILLAGE

(Assented to and passed 1st May, 1988)

Preamble

WHEREAS the Diocese of North Queensland has a Retirement Village for persons at Townsville to be known as "St. James' Village" for the purpose of caring in a Christian manner for people who are over the age of 55 years and wish to live in the Village.

BE IT THEREFORE DECLARED and established by the Bishop, Clergy and Laity in Synod assembled, as follows:

1. **The Council.** That the St. James' Village Council (hereinafter called "the Council" be hereby created for the following purposes:
 - (a) To establish and operate St. James' Village at Townsville (hereinafter referred to as "the Village" upon lands owned by The Corporation of the Diocesan Synod of North Queensland.
 - (b) To provide in a Christian environment for the housing, accommodation, maintenance and welfare of men and women over the age of 55 years who wish to live in the Village.
 - (c) To maintain and to manage the Village.
 - (d) Subject to the prior approval of the Diocesan Council to make improvements, alterations or additions to the Village.
 - (e) To provide, endow, furnish and equip the Village with all necessary furniture, instruments, appliances and other equipment.
 - (f) To do all such other lawful things as are incidental or conducive to the attainment of any of the above purposes.

2. **Members of the Council.** The Council shall consist of:
 - The Bishop or his representative.
 - The Chairman who shall be appointed by the Bishop.
 - Three members appointed by Bishop-in-Council.
 - Three members appointed by the Council.

3. **Appointment of Person to Act for a Period as a Member of the Council in the Place of an Appointed Member.**

When any member appointed by Council is unable to fulfil the appointment for a period then the body which appointed the member may appoint a person to act in the place and stead of the member until such time as the member is able to fulfil the appointment.

4. **Terms of Office of Members of the Council.** Appointments shall be made annually on or before the first day of July in each year or the date of appointment whichever is the later until the thirtieth day of June following the date of appointment. A retiring member shall be eligible for reappointment.

5. **Appointment of Deputy Chairman of Council.** The Bishop after consultation with the Chairman may appoint a Deputy Chairman from amongst members of Council to act during the absence of the Chairman.

6. **Validation of Council Proceedings.** The Council may act notwithstanding any vacancy in their number and all proceedings at any meeting of the Council shall be valid and effectual notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any member.

7. **Cessation of Office.** The office of each member of Council shall become vacant and each member shall cease to hold office if such member:

- (a) Becomes bankrupt or compounds with his creditors.
- (b) Dies or becomes a mentally ill person within the meaning of The Mental Health Act 1962 as amended of the State of Queensland.
- (c) Resigns office by giving notice in writing to the Council to that effect.
- (d) Is convicted of an indictable offence.
- (e) Being Chairman is dismissed from office by the Bishop.
- (f) Being a member appointed by the Council by either the Bishop-in-Council or the Council is removed from office by a resolution of the body which appointed such member.

8. Meetings of the Council.

- (a) The Council shall meet at least six times each year.
- (b) Subject to this section the Council may meet for the dispatch of business, adjourn and otherwise regulate its meetings as it may think fit.
- (c) The Chairman or in his absence the Deputy Chairman shall preside at all meetings of the Council.
- (d) Four members of the Council one of whom shall be the Chairman of the Meeting shall be a quorum.
- (d) The Secretary shall upon the written request of three members of the Council stating the nature of the business to be discussed at a meeting of the Council summon a meeting of the Council. Such meeting shall take place within fourteen days of such written request being made to the Secretary.
- (f) The Chairman may summon a meeting of the Council provided that in so doing he shall state the nature of the business to be discussed thereat.
- (g) If at any meeting of the Council both the Chairman and the Deputy Chairman be absent or if a quorum be not present then such meeting shall stand adjourned to the same place and at the same time twenty-one days later. If at that adjourned meeting both the Chairman and the Deputy Chairman are absent or if a quorum not be present then the meeting shall lapse and the agenda for such meeting shall be incorporated in the agenda of the next properly constituted meeting of the Council and shall be considered and dealt with at that meeting.

9. Voting by Council.

- (a) Subject to sub-clause (c) hereof all questions shall be decided by the vote of the majority of the members of the Council present and voting thereon at a meeting of the Council.
- (b) In the event of a tied vote, the Chairman of the meeting shall have a casting in addition to a deliberative vote.
- (c) A resolution signed by all the members of the Council for the time being in Queensland and consisting of one or more pieces of paper shall be as valid and effectual for all purposes as a resolution of the Council at a meeting duly convened, held and constituted.
- (d) Should a quorum not be present at any meeting of the Council then provided all reasonable means are taken to contact all members of Council not present any urgent matter or question on the Council Agenda for the meeting at which a quorum is not present may be considered and dealt with by those members of the Council present who do not constitute a quorum and those members of the Council not present who have been so contacted if they together constitute a quorum and are able to speak to and hear one another by means of any telecommunication device for the purpose of discussing such matter or question and of voting thereon. Any resolution passed at any such meeting shall be a valid resolution of the Council.

10. **Secretary and Treasurer.** The Council may appoint from amongst members of the Council one person to be the Secretary of Council and another person to be the Treasurer of Council and these persons shall perform respectively such duties as the Council shall from time to time direct.

11. **Minutes.** Minutes of all resolutions and proceedings shall be taken by the Secretary or some other person appointed for that purpose and shall be entered in a minute book for that purpose.
12. **Notice of Meeting.** Notice of every meeting of the Council accompanied by a written agenda for the meeting and general particulars in writing of all business to be considered at such meeting shall be sent by post to each member of the Council at least seven days before such meeting unless the majority of the members present at such meeting shall by resolution agree to accept retrospectively shorter notice of such meeting. The proceedings of any meeting of the Council shall not be validated by any irregularity in respect of such notice, or by reason of any business being considered which is not comprised in such agenda or general particulars.
13. **Power and Duties of Council.** The powers and duties of the Council at all times shall be:
 - (a) To pay the cost of all improvements, additions, or alterations to the Village and for all furniture equipment and instruments required by it.
 - (b) To pay out all debts incurred by the Diocese in the establishment of the Village or any debts subsequently incurred by the Diocese on behalf of the Village.
 - (c) To control all moneys received for the purpose of the Village and all expenditure necessary for the proper operation and maintenance of the Village.
 - (d) To open banking accounts for the Village and to authorize operations thereon provided that no account shall be operated upon by less than two persons and shall not be overdrawn without the approval of the Diocesan Council.
 - (e) To invest the funds of the Village in or upon any investment approved by Diocesan Council.
 - (f) To lay down the period for which and the terms and conditions upon which residents shall be admitted to the Village and to remove any resident without having to give any reason for so doing.
 - (g) Notwithstanding the provisions as to age contained in Section 1(b) the Council may in its discretion allow a person who has not attained the age of 55 years to live in the Village.
 - (h) To fix Village fees and charges.
 - (i) To decide in consultation with the Manager the salaries to be paid to the staff and servants of the Village, and their conditions of employment (the Manager excepted). The salary of the Manager and his conditions of employment shall be decided by the Bishop.
 - (j) To sue and be sued in the name of the Corporation in respect to all suits, claims and demands which the Village may have against others or which others may have against the Village as the case may be.
 - (k) To determine after consultation with the Manager the number and classification of staff and servants to be employed at the Village.
 - (l) To forward to Diocesan Council the annual financial statement of the Village.
 - (m) To report to the Diocesan Council at each of its meetings and to the Synod of the Diocese annually.
 - (n) To recommend to the Diocesan Council any proposal to:
 - (i) alter the number of units at the Village;
 - (ii) alter existing facilities or construct new buildings;
 - (iii) incur any overdraft or loan;
 - (iv) purchase, sell mortgage, lease or otherwise deal with any real property;
 - (v) to lease or hire any personal property.

No proposal so recommended shall be proceeded with until the approval of the Diocesan Council is first had and obtained and then only upon the terms and conditions (if any) upon which such proposal has been approved.

- (o) To do all such other matters, acts and things and to exercise such other powers and carry out such other duties as the Council may in its absolute discretion consider necessary for proper operation and good government of the Village.

Notwithstanding the powers and duties of the Council herein-before set forth the Diocesan Council shall at all times have the power to suspend, rescind or vary any resolution or decision of the Council.

- 14. **Sub-committees.** The Council may from time to time appoint such sub-committees from its members as the Council deems necessary or expedient and may delegate, depute or refer to them such of the powers and duties of the Council as the Council may determine (including powers and duties delegated by the Diocesan

Council to the Council). Such sub-committees shall periodically report their proceedings to the Council and shall conduct their business in accordance with the directions of the Council. The Council may at any time revoke any such appointment or delegation.

- 15. **Not Responsible for Loss.** No member of the Council shall be responsible:

- (a) for any loss or damage occasioned by the exercise of any direction or power hereby conferred or by law conferred on persons occupying like positions or by failure to exercise any direction or power or the delegation of any such direction or power being delegated as herein authorised or permitted; or
- (b) for any breach of duty or trust whatsoever unless it shall be proved to have been committed made or omitted with prior knowledge, bad faith or gross neglect by the member charged to be so liable.

- 16. **The Manager**

- (a) The Manager shall be a communicant member of the Anglican Church of Australia or any Church in communion therewith as approved by the Bishop.
- (b) The Manager shall be appointed by the Bishop after consultation with the Council in accordance with regulations laid down for the appointment of a Manager.
- (c) The Bishop shall have the power to terminate the services of the Manager.
- (d) The Manager shall be responsible to the Council for the efficient administration of the affairs of the Village, the control over the staff and servants of the Village, and take all necessary steps as to maintain discipline among residents, staff and servants of the Village.

- 17. **Village Employees**

All staff and servants of the Village shall be chosen and appointed by the Manager in whom shall be vested the power of their dismissal.

All appointments together with the appointee's qualifications and all dismissals of staff and servants of the Village together with the reasons for same shall be reported by the Manager to the Council.

- 18. **Chaplain**

- (a) A Chaplain may be appointed to the Village by the Bishop and licensed by him. Such appointment shall be made in consultation with the Council.
- (b) The Chaplain shall care for the pastoral and spiritual needs of persons living in the Village.
- (c) In all other matters he shall be responsible to the Council.
- (d) The Bishop shall have the power after consultation with the Council to suspend or

remove the Chaplain from his office by the withdrawal of his licence as Chaplain.

19. **Vacancy in the Office of Manager**

- (a) Whenever there shall be a vacancy in the office of Manager or in the event of his incapacity from ill health or he becomes a mentally ill person within the meaning of “The Mental Health Acts 1962” as amended in the State of Queensland the Bishop may appoint after consultation with the Council a person to perform the duties of Manager at the pleasure of the Bishop until such time as a new appointment is made in accordance with this Canon.
 - (b) Whenever the Manager shall be absent from the Village on leave or absent from the Village for any extended period the Bishop may appoint after consultation with the Manager and the Council a person to perform the duties of Manager at the pleasure of the Bishop until the resumption of normal duties by the Manager.
20. **Property.** The Corporation of the Diocesan Synod of North Queensland shall hold all real or personal property for and on behalf of the Village.
21. **Amendment of Canon.** The amendment of this Canon may be made by the Synod of the Diocese of North Queensland in accordance with the Constitution of the Diocese of North Queensland.
22. **Short Title.** The Short Title of this Canon shall be “The St. James’ Village Canon of 1988”.