

Good Shepherd Lodge Incorporation Canon

(Assented to and passed July 2003)

A Canon to provide for the incorporation of Good Shepherd Lodge and for the repeal of the Good Shepherd Lodge Canon

Preamble

WHEREAS it is proposed to incorporate a company limited by guarantee to take over the assets and liabilities of the Good Shepherd Lodge and to operate and manage the Lodge.

Be it therefore declared and established by the Bishop, Clergy and Laity of the Diocese of North Queensland in Synod assembled as follows: -

1. Interpretation

“Lodge” means Good Shepherd Lodge

“Operative Date” means 31 December 2003 or such other date as the Diocesan Executive may determine, upon which the provisions of this Canon are to come into force.

2. Executive Authorisation

The Diocesan Executive is authorised to –

- i Establish a separate entity, being a Company limited by guarantee and having a Constitution in accord with the Constitution set out in Appendix A (with such amendments as the Diocesan Executive may after consultation with the Council of the Lodge determine);
- ii Transfer on such conditions as it considers necessary and for such consideration as it may determine, the property and assets standing in the name of the Corporation of the Diocesan Synod of North Queensland and used exclusively for the purposes and objects of the Lodge to the new entity;
- iii Negotiate and enter into contracts and agreements on behalf of the Diocese with the new entity in such form as it may determine, for the orderly transfer to the new entity of the property and assets and the assumption by the new entity of liabilities undertaken by the Diocese for the purpose of the objects of the Lodge.

3. Conditions to be satisfied prior to the Operative Date

The provisions of this Canon are not to take effect unless and until the Diocesan Executive has resolved after making due enquiry, that each of the following conditions have been met prior to the Operative Date:

- i The Lodge will, after the Operative Date, be able to operate profitably and remain solvent;
- ii A sufficient number of members of the Council of the Lodge holding office immediately prior to the establishment of the new entity and such other persons as may be required have consented to act as

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- Directors of the new entity to satisfy the requirements of the Constitution and the Corporations Act;
- iii Each and every bank or other financial institution, authority or person to which the Diocese is indebted by way of borrowing's, overdraft loans, commercial bills, leasing agreements or other borrowing facilities has agreed to the assumption of those liabilities by the new entity or to the release of the Diocese from the liabilities.
 - iv All other legal financial taxation insurance and industrial agreements and arrangements entered into by the Diocese for the purposes of the operation of the Lodge are capable of being transferred to or assumed by the new entity.
 - v The new entity has been established.
4. Repeal of Good Shepherd Lodge Canon 1973-2000
Subject to the Diocesan Executive having resolved that all of the conditions in Section 3 have been met, on the Operative Date the Good Shepherd Lodge Canon 1973-2000 is repealed.
5. Short Title
The Short Title of this Canon is the "Good Shepherd Lodge Incorporation Canon".