

LET YOUR LIGHT SHINE

YEARS

1881-2021

PROPOSED CHANGES TO THE CONSTITUTION OF SCECGS REDLANDS LIMITED

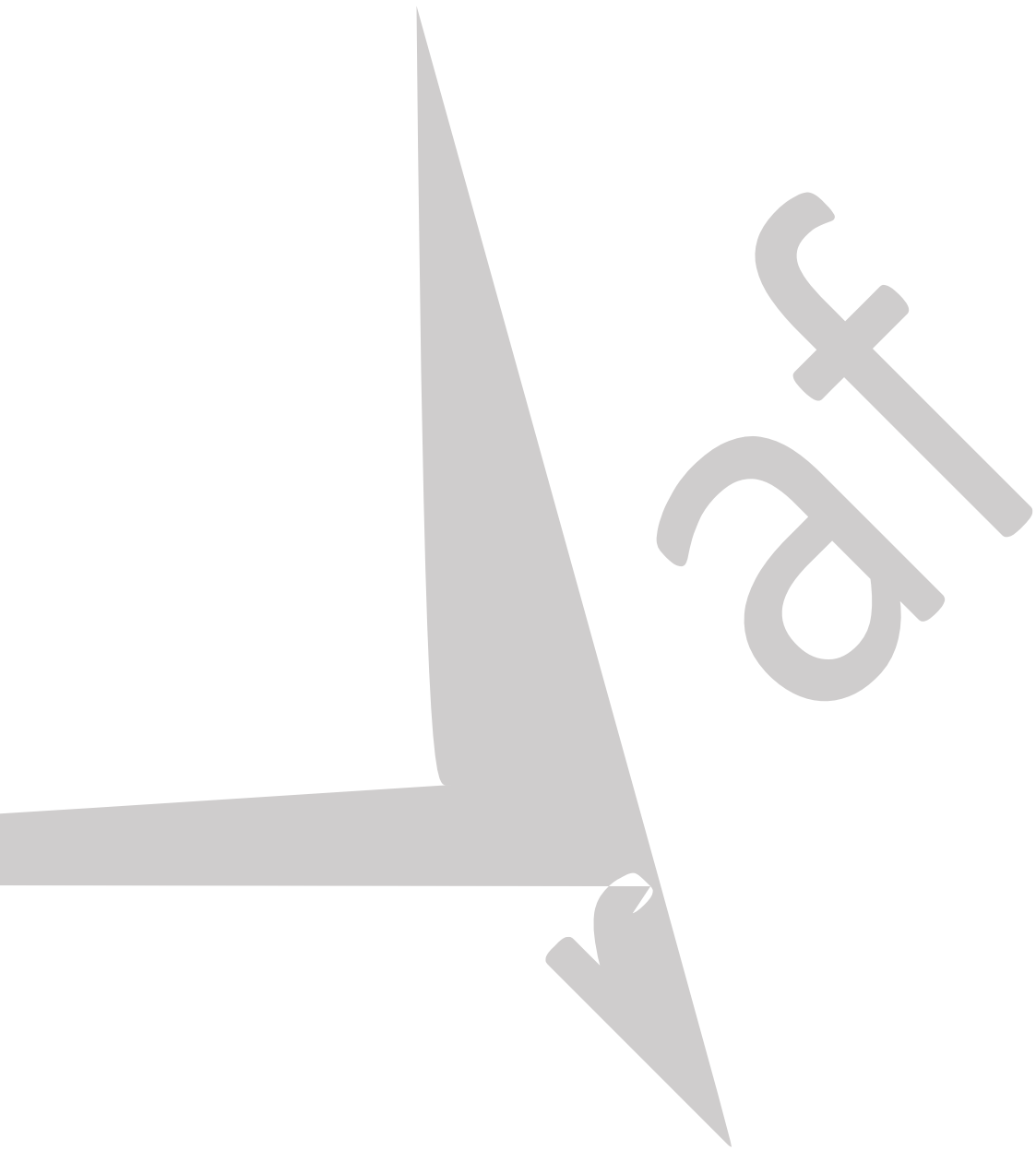
to

Redlands, Sydney Christian Educational Grammar School
272 Military Road, Cremorne, NSW 2090
P: 02 9909 3133 www.redlands.nsw.edu.au

Operated by SCEGSL Limited (ABN 62 122 000 000) 

Change in voting powers of the Diocese





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pay for, aid in, and contribute towards carrying the same into effect; and to appropriate any of the Company's shares, ~~notes~~, or other securities and assets to defray the necessary costs, charges, and expenses thereof.

- (x) ~~To~~ apply for, promote, and obtain any statute, order, regulation, or other authorisation or enactment which may seem calculated directly or indirectly to benefit the ~~Company~~; and to oppose ~~any~~ bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the ~~Company's~~ interests.
- (y) ~~To~~ carry out all or any of the objects of the Company and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee or otherwise, and by or through trustees or agents or otherwise and either alone or in conjunction with others.
- (z) ~~To~~ do all such other things as are incidental or conducive to the attainment of the objects of the exercise of the powers of the Company.

5. POWERS

- 5.1. Subject to ~~the~~ ~~provisions~~ of clause 6.74 (g) 1.1.1094 (an) 6.651 (d) 6.72 (d) 1.1094 (l)

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audio visual link or by using any other technology consented to by all Directors. Such consent may be a standing one.

7.3. In so far as the business of the Company at any time or from time to time touches on,

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to employ staff to operate a library and to purchase books and other literary material (Library Object).

16.3. The Gift Fund established under ~~Clause 16.2-66(a)-67(w)~~ will be known as the SCECGS Redlands Limited School Library Gift Fund.

16.4. The SCECGS Redlands School Library Gift Fund maintained by the Company will receive all Property through:

- (a) donations, gifts, legacies and bequests from the public to the Company for the purpose of the Library Object;
- (b)

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- vi. ~~and~~ will not receive any other Property.
- (b) The Company must ensure that:
- i. all Property held in the Gift Fund is kept separately from other Property held by the Company;
 - ii. a separate bank account(s) is opened and maintained for the Gift Fund;
 - iii. adequate financial records are kept for the purpose of ensuring the separation of

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SCECGS REDLANDS LIMITED

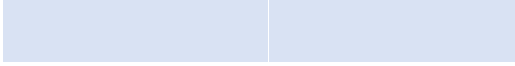
COMPARISON BETWEEN

CURRENT CONSTITUTION (2023)

AND

PROPOSED AMENDED CONSTITUTION (2024)

For information



			and support for the continuation of the School as a place of religious instruction CI 7.11 Quorum of the Board CI 10.1 Quorum of a General Meeting CI 10.4 Voting at a General Meeting CI 10.8 Protection of a Preserved Provision CI 19 Official Visitor CI 21 Company Winding Up
		“Secretary” is defined	
1.2 Interpretation			A new section outlining the Interpretation of the Constitution which is a standard explanatory section of most legal documents
1.3 Headings		CI 1.3 Headings	Headings in the document do not affect the interpretation of the document
2. Preamble			Unchanged
3. General	1-5		Typographical changes
4. Objects	6		Typographical changes
5. Powers	7		Typographical changes
6. Membership	8-18	CI 6.3 and 6.3A Church Member	Rather than the Anglican Diocese to be represented by the Secretariat, the Diocese is to be represented by the Membership of the Company by a “Church Member”. Changes to this clause address: <ul style="list-style-type: none"> - Nomination of a member to be a Church Member - Process of application to be a Church Member - Consent to be a Church Member - Admission of a Church Member; and

CI 7.6 Re-appointment of Church Directors

Minor typographical change reflecting the replacement of "Secretariat Director" by "Church Director"

CI 7.7 Elective Directors to support Anglican Ethos

Minor typographical change

CI 7.8 Retirement of Elective Directors

At each General Meeting one quarter of Elective Directors will retire by rotation (ie two (2) Directors)

CI 26 Deleted
Nominee Directors

CI 7.10 Appointment of Directors to casual vacancy

CI 7.11 Quorum of the Board

as “Special Resolutions” under the Corporations Act and the Company

			<p>For example: if a Ballot is called and 50 votes are cast by Members excluding the Church Member then the Church is entitled to 25 votes (one half of the votes cast). These are then added together 50+25=75 and the result decided by majority. The effect of this is that no Special Resolution can be passed without the Church voting in favour. In addition, under the current CI 45 all business other than the election of directors and the appointment of auditors is considered Special Business requiring the same super majority vote (or "Super Vote")</p> <p>The Anglican Diocese of Sydney considers that this clause is important to preserve the Anglican ethos of the School. The Diocese has advised that it is open to supporting the removal of this clause on the proviso that a number of clauses in this Constitution are "Preserved".</p> <p>These "Preserved Provisions" are the following:</p> <p>CI 4.1(a) – Objects of the Company</p> <p>CI 6.2(c) – Church Membership of the Company</p> <p>CI 6.3, 6.3A – Changes to Church Membership of the Company</p> <p>CI 7.3, 7.4, 7.5, 7.6, 7.7 second sentence and paragraphs (a) and (b) and 7.11 (second sentence) Anglican Ethos provisions</p> <p>10.1, 10.4 and 10.8 – Rights of Church Member at General Meetings</p> <p>19 – Archbishop of Sydney is Official Visitor to the School</p>
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			21 – Rights in the event of Winding Up of the Company Any resolution to modify or repeal “Preserved Provision” has no effect unless the Church Members also votes in favour of the resolution (CI 10.8)
11. Seal	CI 54		Unchanged
12. Accounts	CI 55-56		Unchanged
13 Auditors	CI 57		Unchanged
14 Inspection of Records	CI 58		Typographical corrections
15 Building Fund	CI 59-66		Typographical corrections
16 Public Library Fund	CI 67-73		Typographical corrections
17. Establishment of Further Funds	CI 74-78		Typographical corrections
18 Notice	CI 79-82		Unchanged
19 Official Visitor	CI 83		Unchanged
20 Indemnity	CI 84-85		Unchanged
21 Company Winding Up	CI 86-87		Typographical corrections