

South Australia

# Prince Alfred College Incorporation Act 1878

An Act to provide for the incorporation of the Prince Alfred College, and for other purposes.

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## Preamble

WHEREAS in or about the year one thousand eight hundred and sixty-five, it was resolved by a number of persons to establish a college in the neighborhood of Adelaide in connection with the Wesleyan Methodist Church:

AND WHEREAS the necessary funds having been contributed from private sources the land described in the first part of the Schedule hereto has been purchased by Trustees for the Institution, and a college known as Prince Alfred College has been erected thereon:

AND WHEREAS the college has been open for some years, and is now largely attended, and it is desirable by Act to incorporate the college and to declare the trusts of the property thereof, and to provide for and regulate the management and affairs thereof.

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**The Parliament of South Australia enacts as follows:**

## Part 1—Introductory

### 1—Division

This Act shall be divided into four parts, as follows—

Part 1—Introductory;

Part 2—Incorporation;

Part 3—Trusts;

Part 4—Management and miscellaneous.

## 2—Short title

This Act may be cited as *Prince Alfred College Incorporation Act 1878*.

## 3—Interpretation

In this Act the extent and meaning of general words shall not be limited by the addition of particular words, and unless the context shall otherwise indicate, the following terms shall have the following meanings—

*College* shall mean Prince Alfred College as incorporated by this Act;

*Council* means the Council of the College;

*Property* shall mean real and personal estate of all kinds;

*College Estate* shall mean the lands described in the first part of the Schedule hereto;

*Synod* means the Synod of The Uniting Church in Australia within South Australia or the Standing Committee thereof.

## Part 2—Incorporation

### 4—Incorporation of subscribers

All persons who have heretofore voluntarily subscribed, or shall hereafter voluntarily subscribe to the funds of the college, shall be incorporated as and form one body politic and corporate by the name of Prince Alfred College, and by that name shall have perpetual succession and a common seal, with power to break, alter, or vary such seal, and to acquire, accept, hold and dispose of property, and to exercise all the powers and functions of an incorporated body.

### 5—Subscribers to incur no personal liability

No subscriber shall in any event incur any personal responsibility for the debts and liabilities of the college, but the property of the college shall alone be liable to satisfy the same.

### 7—Vesting of estate

The college estate is hereby vested in the college for an estate in fee simple subject to the mortgage noted on the registered certificate of title (Vol CCIV., folio 23), as regards the land comprised therein, and shall henceforth be held by the college upon the trusts hereinafter mentioned.

## Part 3—Trusts

### 8—Trusts of college estate

The college estate shall be held upon the following trusts, that is to say—

- (I) The college shall maintain the buildings erected thereon, and any buildings which may be in future erected thereon, out of such funds as may be applicable to the purpose, but with power, nevertheless, to pull down or alter any existing or future buildings as the Council may deem expedient;

- (II) The college shall permit the land and buildings to be used and occupied for the purposes of a college, or place of education and learning, and in connection therewith, and so far as the Council may deem expedient for the benefit of the professors, masters, teachers, officers, and students of the college.

### **9—General funds**

All moneys which may be received by the college from or on account of any student, and all property of which any disposition may be made to or in favor of the college, or which may become applicable to the purposes thereof, without any special direction or limitation, shall be deemed portion of the general funds of the college.

### **10—Special gifts**

All property of which any disposition shall be made to or in favor of the college, with any special direction or limitation, shall, if accepted by the college, so far as consistent with the provisions of this Act, be applied in accordance with such direction or limitation, and subject thereto, shall be deemed portion of the general funds of the college, and no law of mortmain, or relating to the disposition of property for charitable purposes, shall extend to invalidate any disposition of property to or in favor of the college.

### **11—Trusts of general funds**

The general funds of the college shall be applicable in such manner as the Council shall deem expedient in carrying on and extending the business and operations, and promoting the interests and increasing the attractions of the college, and in payment and discharge of all working expenses, debts and liabilities of the college, particularly including mortgage debts, and the cost of building, maintaining altering rebuilding, improving, and enlarging buildings, and particularly including any building for religious worship.

### **12—Power to found or assist other institutions**

Any surplus of the general funds of the college remaining after payment and satisfaction, or making due provision for the payment and satisfaction of the working expenses, debts, and liabilities of the college for the current year, may be applied in such manner as the Council shall think fit, in promoting the foundation of, or founding and establishing, or assisting any collegiate or educational institution, whether for males or females, and which in the management thereof shall not violate the fundamental principle of the college.

### **13—Power to borrow**

The College may borrow money and for that purpose may give security over the property of the College.

## 14—Investment

The College may invest any portion of the general funds of the College which are not required for immediate expenditure in any of the investments for the time being authorised by the laws of the Commonwealth of Australia or any State or Territory thereof for investment of trust funds and in the purchase or mortgage of real estate or leasehold estate and in the purchase or acquisition of bonds debentures debenture stock mortgages unsecured deposits registered notes obligations or securities or the guaranteed preference or ordinary stock or shares or ordinary preferred or deferred or other stock or shares of any company or public municipal or local body or authority in the Commonwealth of Australia with power to vary or transpose any of such investments from time to time.

## Part 4—Management and miscellaneous

### 15—Fundamental principle

The fundamental principle of the College is that no instruction shall be imparted thereat which shall in any way contravene the doctrines of The Uniting Church in Australia and nothing in this Act or in any rule shall in any way violate this principle.

### 16—The Council

The College shall be managed and governed by a council to be called *The Prince Alfred College Council*, which shall have the sole management and government of the College and of the business and affairs thereof, and may execute and exercise all trusts and powers in the name and on behalf of the College.

### 17—Constitution

- (1) Subject to subsection (2) of this section the composition of the Council and its method of election and operation shall be defined from time to time in rules to be known as "The Constitution of The Prince Alfred College Council". The Constitution shall subject to this Act be as set out in Part 2 of the Schedule hereto. Subject to the Constitution the proceedings of the Council shall be conducted in such manner as the Council determines.
- (2) Not less than one-third but not more than one-half of the ordinary members of the Council must be ministers of The Uniting Church in Australia.

A majority of the members of the Council must be confirmed members of The Uniting Church in Australia.

There shall be a President of the Council who must be a minister of The Uniting Church in Australia.

- (3) In this section—

*ordinary member* means a member of the Council other than an officer or *ex officio* member.

## 18—Council to abide by directions of Synod

The Council shall conform to and abide by all directions to be given by the Synod with reference to the College, but no such direction shall invalidate any prior act of the Council or be of any effect so far as it may be repugnant to this Act or to the fundamental principle of the College.

## 19—Variation of Constitution

- (1) Subject to this section the Council may vary the Constitution.
- (2) A variation must not be inconsistent with this Act.
- (3) A variation shall come into force upon being approved by the Synod.
- (4) A variation must be passed by twelve members of the Council present and voting at a meeting of the Council, or three-quarters of the members present and voting, whichever is the greater.
- (5) At least twenty-eight days notice in writing of the meeting setting out the proposed variation must be given to members of the Council in accordance with the Constitution.
- (6) A resolution passed at a meeting of the Council varying the Constitution shall not be invalidated solely by the accidental failure to give notice to any member of the Council as required by this section.
- (7) In this section—  
*vary* means vary by any means whatever whether by addition revocation or substitution and *variation* has a corresponding meaning.
- (8) Section 38 of the *Acts Interpretation Act 1915* shall not apply to any variation made pursuant to this section.

## 20—Certificate of Moderator

A certificate purporting to be signed by the Moderator of the Synod and purporting to certify that any act was done by or on behalf of the Synod for the purposes of this Act shall be conclusive evidence of that act and that the act was validly done by or on behalf of the Synod.

## Schedules referred to

### Part 1—College estate

*Firstly.*—That piece of land situated in the Hundred of Adelaide, County of Adelaide, being portion of the section No. 255, laid out as Kent Town, and bounded as appears in the plan in the margin of Certificate of Title, Vol. CCIV., folio 23; which said piece of land contains ten acres, three roods, and fifteen perches, or thereabouts, and is the whole of the land comprised in the said certificate. Subject to mortgage No. 87804.

*Secondly.*—That piece of land situated in the Hundred of Adelaide, County of Adelaide, being the allotments numbered respectively 4, 5, and 6, each containing twenty-seven perches, or thereabouts, of the section 255, laid out as Kent Town, which said piece of land is bounded as appears in the plan in the margin of Certificate of Title, Vol. CCIV., folio 25, and is the whole of the land comprised therein.

## **Part 2—The Constitution of the Prince Alfred College Council**

### **1—Electoral Committee**

- (1) The Annual Meeting of the Synod shall appoint the President, Treasurer and Secretary of the College and in addition shall appoint not less than forty persons but not more than fifty persons (of whom not less than one-third and not more than one-half must be Ministers of The Uniting Church in Australia) as an Electoral Committee who shall appoint from their number sixteen ordinary members of the Council.
- (2) The persons appointed by the Synod as an Electoral Committee shall include all persons serving immediately prior to the Annual Meeting of the Synod as an officer or member of the Council.
- (3) Two meetings of the Electoral Committee shall be held in each year, one of which shall be held not more than six weeks after the Annual Meeting of the Synod for the purpose of electing the sixteen ordinary members of the Council and the other of which shall be held not less than four weeks before the next Annual Meeting of the Synod for the purpose of recommending to the Synod the names of persons to be appointed to the Electoral Committee for the following year.
- (4) A decision or resolution carried by a majority of the votes cast at a meeting of the Electoral Committee shall be a valid decision or resolution of the Electoral Committee.
- (5) The quorum of the Electoral Committee shall be twenty.

### **2—Membership of Council**

- (1) The Council shall consist of the following members:
  - (a) the President;
  - (b) the Treasurer; and
  - (c) the Secretary,who shall be officers of the Council;
  - (d) the Headmaster for the time being of the College who shall be an additional member of the Council *ex officio*;
  - (e) sixteen ordinary members appointed by the Electoral Committee; and
  - (f) not more than four additional ordinary members who shall be appointed by a majority vote of the other members of the Council.
- (2) The Chairman of the Council shall be appointed from one of their number by the Council at the first meeting of the Council held after each Annual Meeting of the Synod.

### **3—Term of appointment**

The term of appointment of each of the President Treasurer and Secretary shall be for one year, and (subject to clause 4 hereof) the term of the appointment of each ordinary member of Council shall be for two years except that the term of appointment of each additional member of Council appointed under clause 2(1)(f) hereof shall be for such period not exceeding two years as the Council shall think fit.

No person shall be appointed by the Electoral Committee as an ordinary member of Council on more than five consecutive occasions.

Any person who has served as an ordinary member of Council for five consecutive terms may nevertheless be appointed an officer of the Council or serve for one additional term as an appointee under clause 2(1)(f) hereof after which he may be re-appointed by the Electoral Committee as an ordinary member of the Council.

#### **4—Half Council to retire each year**

One-half of the ordinary members of the Council shall retire each year. Those to retire at the end of the first year after this Constitution comes into operation shall be selected by agreement and in default of agreement by lot.

#### **5—Transitional**

The members of the subcommittee known as the Prince Alfred College Council holding office on the day on which this Constitution comes into operation and the Headmaster of the College holding office *ex officio* shall comprise the Council and remain in office until the Council is appointed pursuant to this Constitution.

#### **6—Casual vacancy**

- (1) The Synod may appoint a person to fill any casual vacancy in the office of President Treasurer and Secretary.
- (2) The Council may appoint a person to fill any casual vacancy in the ordinary members of the Council.
- (3) A person appointed under this clause to fill any casual vacancy shall remain in office for the remainder of the term of the person in whose place he is appointed.

#### **7—Quorum**

The quorum of the Council shall be seven.

#### **8—Auditor**

The Auditor of the College shall be appointed by the Synod.

#### **9—Removal of member**

- (1) The Council may, by passing a motion at a meeting at which at least twelve members are present and voting for that motion, recommend to the Synod that the appointment of any member of the Council be terminated.

Written notice of the meeting setting out the proposed motion shall be given in accordance with the Constitution to members of the Council at least twenty-eight days before the meeting at which the vote is taken.

- (2) The Synod may, on the recommendation of the Council, terminate the appointment of any member of the Council.

## 10—Subcommittees

The Council may appoint subcommittees of any number of its members or of other people and may delegate any of its powers to any subcommittee and fix the quorum thereof and may cancel such appointment and delegation. Every subcommittee in exercise of its powers shall conform to such regulations as may be imposed by the Council. A subcommittee may co-opt any person and on so doing shall notify the Council of that fact.

## 11—Voting

At every meeting, whether of the Council or of a subcommittee, the chairman of the Council shall have a deliberative as well as a casting vote and every question, except as provided by the Act or clause 9 hereof, shall be decided by a majority of the votes of persons voting thereon and the decision shall be deemed the act of the Council or of the subcommittee.

## 12—Validity of acts done

An act or proceeding of the Council or of a subcommittee shall not be invalid by reason only of a vacancy in its membership and notwithstanding the subsequent discovery of a defect in the appointment or tenure of a member of the Council or of a subcommittee or in the composition thereof, any such act or proceeding shall be as valid and effectual as if the member had duly held office or the Council or subcommittee had been duly composed.

## 13—Minutes

The Council shall cause minutes to be kept of the proceedings at all meetings, whether of the Council or of any subcommittee, and such minutes, if signed by the Chairman of the meeting, or by three members of the Council or subcommittee present at the meeting shall be prima facie evidence of all matters therein stated, and that the meeting was duly convened and held and the validity of the proceedings shall not be impeached on any ground not appearing on the face of the minutes themselves.

## 14—Notice of meetings

Notice of meeting may be given to a member by delivering the notice of the meeting to him or by posting notice of the meeting in an envelope addressed to the member at his last known or most usual address. Notice given by post shall be deemed to be given on the day following the posting of the notice. Except where the Act or this Constitution requires notice in writing to be given, notice may be given orally.

## 15—Annual report

The Council shall annually present to the Synod a report of its proceedings for the period of twelve months ending on the prescribed day immediately preceding the day on which the Annual Meeting of the Synod is held and a balance-sheet, exhibiting the receipts and expenditure of the College for the same period, and the debts and liabilities of the College so that the general and financial position of the College may plainly appear.

In this clause—

*prescribed day* means the 31st day of December or other day selected by the Council.

## **16—Seal**

The Seal of the College shall be used only on the authority of the Council and all documents to which the seal shall be affixed shall be countersigned by two members of the Council.

## Legislative history

### Notes

- For further information relating to the Act and subordinate legislation made under the Act see the Index of South Australian Statutes or [www.legislation.sa.gov.au](http://www.legislation.sa.gov.au).

### Principal Act and amendments

New entries appear in bold.

Year	No	Title	Assent	Commencement
1878	—	<i>Prince Alfred College Incorporation Act 1878</i>	30.11.1878	30.11.1878
<b>1977</b>	<b>8</b>	<b><i>The Uniting Church in Australia Act 1977</i></b>	<b>28.4.1977</b>	<b>22.6.1977 (Gazette 16.6.1977 p 1708)</b>

### Provisions amended

New entries appear in bold.

Entries that relate to provisions that have been deleted appear in italics.

Provision	How varied	Commencement
Pt 1		
s 1	amended by 8/1977 Sch 3	22.6.1977
s 2	amended by 8/1977 Sch 3	22.6.1977
s 3		
<i>Committee</i>	<i>deleted by 8/1977 Sch 3</i>	22.6.1977
Council	inserted by 8/1977 Sch 3	22.6.1977
<i>South Australian Wesleyan Methodist Conference</i>	<i>deleted by 8/1977 Sch 3</i>	22.6.1977
Synod	inserted by 8/1977 Sch 3	22.6.1977
Pt 2		
s 6	<i>deleted by 8/1977 Sch 3</i>	22.6.1977
Pt 3		
s 8	amended by 8/1977 Sch 3	22.6.1977
s 11	amended by 8/1977 Sch 3	22.6.1977
s 12	amended by 8/1977 Sch 3	22.6.1977
s 13	substituted by 8/1977 Sch 3	22.6.1977
s 14	substituted by 8/1977 Sch 3	22.6.1977
Pt 4		
heading	amended by 8/1977 Sch 3	22.6.1977
ss 15—20	substituted by 8/1977 Sch 3	22.6.1977
ss 21—31	<i>deleted by 8/1977 Sch 3</i>	22.6.1977
Sch		
Pt 2	substituted by 8/1977 Sch 3	22.6.1977

