

JAMAICA

No. 3 – 2022

I assent,

[L.S.]

Sgd. P. L. Allen
Governor-General.

18th day of March 2022

AN ACT to Amend the Sisters of Mercy of Jamaica, British West Indies Incorporation and Vesting Law, 1954 to make provision for the replacement of the offices which constitute the Sisters of Mercy of Jamaica, British West Indies, to make provision for the Sisters of Mercy of Jamaica, British West Indies to be conferred with express powers to govern its management and administration, and to validate and indemnify acts carried out by the Sisters of Mercy of Jamaica, British West Indies in good faith during the period commencing on the 12th day of April, 1954 and ending on the date of commencement of this Act.

WHEREAS on the 12th day of April, 1954 a Law was passed for the incorporation of the Sisters of Mercy of Jamaica, British West Indies (“the Corporation”) and for the vesting of certain property in the body so incorporated:

AND WHEREAS the several offices of the Corporation listed in the said Law which were therein declared and appointed a Corporation or Body Corporate having continuance forever and perpetual succession by the name of “Sisters of Mercy of Jamaica, British West Indies”, being the offices of Local Superior of the Convent of Mercy, Alpha, Local Superior of Mount St. Joseph Academy, Mandeville, Procurator of the Convent of Mercy, Alpha, Secretary of the Convent of Mercy, Alpha, and a Trustee of the said Religious Order in Jamaica, are defunct and have no incumbents or successors:

AND WHEREAS it is expedient and desirable to change the offices listed in the said Law in order to ensure the continuity of the Corporation and to make certain consequential amendments:

AND WHEREAS it is expedient and desirable for the Corporation to be conferred with express powers to govern its management and administration:

AND WHEREAS the Corporation, acting in good faith and believing that the power to do so existed in fact, engaged in and carried out charitable and religious activities, contracts for goods and services, contracts of employment and connected matters between the 12th day of April, 1954 and up to the present time, and doubts have now arisen as to the validity of those actions by the Corporation:

AND WHEREAS it is expedient and desirable to remove all such doubts, and to validate and indemnify all acts performed by the Corporation in good faith outside the scope of its powers during the period commencing the 12th day of April, 1954 and ending on the date of commencement of this Act:

[18 March 2022]

NOW, THEREFORE, BE IT ENACTED by The Queen’s Most Excellent Majesty, by and with the advice and consent of the Senate and House of Representatives of Jamaica, and by the authority of the same as follows:—

Short title
and
construction.

1. This Act may be cited as the Sisters of Mercy of Jamaica, British West Indies (Validation, Indemnification and Amendment) Act, 2022 and shall be read and construed as one with the Sisters of

Mercy of Jamaica, British West Indies Incorporation and Vesting Law, 1954 (hereinafter referred to as “the principal Act”).

2. Section 3 of the principal Act is amended:—

Amendment
of section 3
of the
principal Act.

(1) by deleting subsection (1) and substituting therefor the following:—

“ (1) The following persons:—

- (a) Sister Susan Frazer RSM, Area Administrator, Sisters of Mercy of Jamaica, British West Indies;
- (b) Sister Benedict Chung RSM, Secretary, Sisters of Mercy of Jamaica, British West Indies; and
- (c) Sister Jane Hotstream RSM, Sister Mary Rose Bumpus RSM and Sister Patricia McDermott RSM, being three members of the Institute of the Sisters of Mercy of the Americas appointed by the President of the Institute of the Sisters of Mercy of the Americas to serve as members of the Corporation,

and their successors for the time being in the respective offices of Area Administrator, Sisters of Mercy of Jamaica, British West Indies, Secretary, Sisters of Mercy of Jamaica, British West Indies and any three members of the Institute of the Sisters of Mercy of the Americas appointed by the President of the Institute of the Sisters of Mercy of the Americas from time to time to serve as members of the Corporation are hereby declared, constituted and appointed a Corporation or Body Corporate to have continuance forever by the name of “Sisters of Mercy of Jamaica, British West Indies” and possessed of a Corporate Seal and by that name may sue and be sued in all Courts in Jamaica.”.

(2) by deleting subsection (4) and substituting therefor the following:—

“ (4) Unless its by-laws shall otherwise provide, no deed or document purporting to be executed by the Corporation shall be

of any force or validity unless it is sealed with the Corporate Seal and signed by not less than three members of the Corporation.”.

Amendment
of section 5
of the
principal Act.

3. Section 5 of the principal Act is amended by inserting next after subsection (d) the following as subsections (e) to (1):—

- “(e) to engage in and carry out charitable activities pursuant to one or more charitable purposes as defined by and in accordance with the Charities Act, religious activities, and any acts incidental to or in connection with the foregoing;
- (f) to make by-laws, policies and rules governing the constitution, control, management, operation and administration of the Corporation, in terms that the Corporation shall think fit subject to the provisions of this Act, which shall include the power to create and appoint a board of directors and prescribe rules and regulations governing the functions, conduct and all other affairs thereof, and which may be amended or varied by the Corporation from time to time in such manner and in such terms as the Corporation shall think fit;
- (g) to erect, construct, lay down, enlarge, alter and maintain any buildings, work plant and machinery necessary or convenient for the business of the Corporation and subsidize the erections, construction and maintenance of any of the above;
- (h) to solicit, raise, procure and obtain subscriptions, funding, financing, gifts, donations, devises, grants, bequests and other gratuitous transfers of money and property for the purposes of the Corporation and to receive and deal with such moneys or property (subject to any trust, terms or conditions imposed by the donors thereof) for the objects of the Corporation as may seem expedient;
- (i) to draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments and to operate bank accounts;

- (j) to invest and deal with the moneys of the Corporation whether or not immediately required for the purposes of its object in or upon such investments or securities and in such manner as may from time to time be determined in accordance with sound financial advice and with a view to yielding a commercially positive rate of return, provided that at all times the moneys of the Corporation shall be invested in a prudent manner;
- (k) to appoint and employ at such remuneration and on such terms and conditions as it thinks fit a secretary and such other officers, servants and agents as it thinks necessary in furtherance of the exercise of its powers; and
- (1) to do anything and enter into any transaction which, in the opinion of the Corporation, is necessary in furtherance of the exercise of its powers.”.

4. Section 6 of the principal Act is hereby repealed.

Repeal of section 6 of the principal Act.

5. Notwithstanding anything to the contrary in any law—

Validation and indemnity.

- (a) all acts done by the Corporation, its officers, staff and persons authorized to act on its behalf pursuant to the principal Act, in good faith, during the period commencing the 12th day of April, 1954 and ending on the date of commencement of this Act (hereinafter “the relevant period”), including the carrying out of various charitable and religious activities and the entry into various contracts for goods, services, employment and connected matters, believing that there was statutory authority to do so shall, notwithstanding the absence of such authority, not be deemed to have been improper for the reason that such acts were not authorized by the principal Act and are hereby declared to have been validly, properly and lawfully done, and to have been valid and effective, for all intents and purposes and with legal effect as if authorized pursuant to the principal Act; and

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- (b) the Corporation and every other person who may be liable (directly or indirectly) to be legally proceeded against on the grounds that acts done by the Corporation, in good faith, during the relevant period, were not authorized by the principal Act are hereby freed, acquitted, discharged and indemnified as well against The Queen's Most Excellent Majesty, Her Heirs and Successors, as against all other persons, from such liability.

Vesting of
Property.

6. All land and hereditaments and all goods, chattels and personal property in Jamaica which by virtue of the principal Act are vested in the Corporation shall continue to so vest notwithstanding the deletion of subsection (1) of section 3 of the principal Act and the substitution therefor of the new subsection contained in Section 2 of this Act.

Registration
under the
Charities Act.

7. Nothing in this Act shall prejudice or affect the registration or status of the Corporation as a registered charitable organization under the Charities Act.

Saving.

8. Nothing in this Act shall prejudice or affect the rights of Her Majesty the Queen, Her Heirs and Successors, or of any body politic or corporate and all others, except such as are mentioned in this Act and those claiming by, from, through or under them.

Passed in the Honourable House of Representatives this 18th day of January, 2022 with three (3) amendments.

M. DALRYMPLE PHILIBERT, CD, MP
Speaker.

Passed in the Honourable Senate this 28th day of January, 2022.

THOMAS TAVARES-FINSON, OJ, CD, QC, JP
President.

This printed impression has been carefully compared by me with the authenticated impression of the foregoing Act, and has been found by me to be a true and correct printed copy of the said Act.

Sgd. Valerie A Curtis
Clerk to the Houses of Parliament.