

Constitution of
Scripture Union Queensland
ACN 009 669 569

The Corporations Act

A company limited by guarantee

Registered in Queensland

[As adopted 28 May 2009.]

[Conformed for deletion of former Rule 2.4 at AGM on 28 May
2009]

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Adopted 28 May 2009

Constitution of Scripture Union Queensland, a public company limited by guarantee.

1. Definitions and Interpretation

1.1 Definitions

The following definitions apply in this Constitution unless the context requires otherwise:

ATO means the Australian Taxation Office.

Chair means the person occupying the position of chair of the Directors under rule 11.6 (and, at the adoption of this Constitution, means the person occupying the position of chair of the directors immediately prior to the adoption of this Constitution on 28 May 2009).

Chief Executive Officer means the chief executive appointed by the Directors under rule 12.1 (and, at the adoption of this Constitution, means the person occupying the position of chief executive immediately prior to the adoption of this Constitution on 28 May 2009).

Corporations Act means the *Corporations Act 2001* (Cth).

Deductible Gift Recipient has the meaning given in the Tax Act.

Director means a person appointed or elected to the office of director of the company in accordance with this Constitution. It includes, at the adoption of this Constitution, each person occupying the position of director or councillor of the company immediately prior to the adoption of this Constitution on 28 May 2009.

Gift means a donation, contribution, gift, settlement, benefaction or other voluntary transfer or disposition of money, money's worth, property or benefits and whether inter vivos or by will.

Gift Fund means a fund established under rule 4 or established otherwise before the adoption of this constitution on 28 May 2009.

Member means a person admitted to the membership of the company in accordance with the provisions of this Constitution (and, at the adoption of this Constitution, means a person who is a member of the company immediately prior to the adoption of this Constitution on 28 May 2009).

Member Present means, in connection with a meeting, the Member present at the venue or venues for the meeting, in person or by proxy, by attorney or, where the Member is a body corporate, by representative.

Mission means Scripture Union Queensland incorporated in Queensland as a company limited by guarantee. The terms Mission and the company have the same meaning and are used interchangeably.

Month means calendar month.

Notice includes a formal notice of meeting and each other document and other communication from the Mission to its members.

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person and words importing persons means any person including partnerships, associations and bodies corporate, unincorporated bodies and all other entities or associations recognised by law as well as individuals.

Public Gift Fund means a fund established under rule 3 or established otherwise before the adoption of this constitution on 28 May 2009.

Responsible Person means an individual who is considered to have a degree of responsibility to the community as a whole and is known to a broad section of the community, including an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) has received formal recognition from government for services to the community; or
- (e) is approved as a Responsible Person by the Commissioner of Taxation.

Secretary means a person appointed as secretary of the company in accordance with this Constitution.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) and the *Income Tax Assessment Act 1997* (Cth).

1.2 Interpretation

Headings are for convenience only and do not affect interpretation. The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:

- (a) The singular includes the plural and conversely.
- (b) Each gender includes each other gender.
- (c) Where a word or phrase is defined, its other grammatical forms have a corresponding meaning.
- (d) A reference to any legislation or to any provision of any legislation includes any modification or re enactment of it, any legislative provision substituted for it, and all regulations and statutory instruments issued under it.
- (e) A word or phrase given a meaning in the Corporations Act has the same meaning in this Constitution.

1.3 Replaceable rules

The replaceable rules contained in the Corporations Act do not apply to the company.

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2. Objects

2.1 Objects of the Mission

The objects of the Mission are to:

- (a) to make God's Good News known to children, young people and their families; and
- (b) to encourage people of all ages to meet God daily through the Bible and prayer so that they may come to personal faith in our Lord Jesus Christ, grow in Christian maturity and become both committed church members and servants of a world in need.

In fulfilment of the above objects, the Mission:

- (c) shall undertake in obedience to our Lord Jesus Christ and in reliance upon the Holy Spirit, a variety of specialist ministries;
- (d) shall preach the need of true conversion and of holiness in heart and life; and
- (e) shall aid the Christian Church in its ministries.

In furtherance of the above objects, the Mission may:

- (f) take such lawful steps as may from time to time be deemed expedient to procure contributions to the funds of the Mission;
- (g) employ persons in designated positions and:
 - (i) pay them salaries, wages and allowances in return for services rendered to the Mission;
 - (ii) provide for them facilities and equipment for carrying out their work;
 - (iii) provide for them superannuation benefits; and
 - (iv) from time to time dismiss, suspend or re-employ them;
- (h) commission, for full-time work in furthering the teaching and practice of Christian religious belief, employees who:
 - (i) have a commitment to the fulfilment of the objects of the Mission; and
 - (ii) accept as tenet the Statement of Beliefs of Members of the Mission;
- (i) provide for former employees and for the spouses, widows, widowers or other dependents of former employees of the Mission who are deserving of assistance by such means as the Board of the Mission shall consider desirable;
- (j) support (by making donations of the Mission's funds or otherwise) and aid the support of any other body (whether corporate or not) having objects altogether or in part similar to those of the Mission; and
- (k) do all such other lawful things as are incidental or conducive to the attainment of the objects.

The general work of the Mission shall not be conducted on the lines of any particular denomination.

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2.2 Working principles of the Mission

The Missions seeks to achieve its aims and to exercise the ministries God has given it:

- (a) in ways that reflect the beliefs of members of the Mission;
- (b) in obedience to our Lord Jesus Christ;
- (c) in reliance on the Holy Spirit;
- (d) in conformity with Biblical principles; and
- (e) emphasising the vital importance of prayer.

The Mission works with a staff who, among other things, recruit, motivate, train, equip and support volunteers. Staff and volunteers, who work in partnership, are described collectively in this article as “workers”. For the guidance of workers, the Mission sets forth the following Working Principles:

EVANGELISM AND TEACHING

The Mission:

- teaches basic Christian truths as an essential part of evangelism;
- expresses God’s Good News to children, young people and families both in words and in the building of caring relationships with them;
- communicates the Gospel in contemporary language and in ways appropriate to the context;
- emphasises that faith should always lead to action and to growth in Christian character and service;
- recognises that the Gospel has inescapable social dimensions and therefore involves the Mission in service to others and in a concern for social justice and, as a consequence of its specific aims, in a special responsibility for children and young people who are poor, deprived or exploited;
- encourages children to follow Christ in ways that are appropriate to their age, culture and background, taking special account of their home and family situation and level of maturity;
- teaches that the new birth is a profound supernatural experience, brought about by the Holy Spirit and therefore invites people to respond to what He is doing in their lives and guards against calling for superficial responses; and
- is committed to working in ways that reflect the beliefs of members of the Mission in appropriate co-operation with organisations and institutions, such as schools, that welcome it.

BIBLE MINISTRIES

The Mission, in encouraging people to meet God through the Bible:

- emphasises the significance of the Bible as a whole;
- encourages people to read it so that they come to repentance, faith, obedience to God and worship;

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- prepares systematic programmes and materials for children, young people and adults appropriate to their age and situation;
- is committed to Bible reading that is thoughtful, prayerful and regular and that enables the reader to respond to the message of the whole Bible rather than to isolated passages; and
- interprets the text in a way that enables people in their contemporary situations to hear for themselves the message of the Bible from its original context.

CHURCHES

The Mission:

- recognises its part in God's world-wide family and seeks ways of working positively with a variety of churches; and
- encourages people who come to faith through its ministries to take part in the life of a local church fellowship of their own choice.

EQUALITY AND UNITY

The Mission:

- believes that all human beings are of equal worth in the sight of God and that all those who put their faith in Christ are one in him;
- therefore exercises its ministries without discrimination on the basis of race, colour, gender, language or social position;
- recognises that Scripture Union worldwide is a family of national and regional movements in which resources can be shared in a responsible way on a basis of trust; and
- understands that workers will express their Christian commitment in varied and creative ways since they are drawn from diverse backgrounds.

WORKERS

The Mission:

- believes that the Holy Spirit confers gifts of leadership in Christians of all nations without discrimination so that, while leadership of the Mission as an autonomous movement comes from within Australia, recognition is given to the contribution that those from other countries make to its work;
- requires that workers be united in their commitment to the aims, beliefs and working principles of Scripture Union; and
- requires that workers, while they are involved in Scripture Union activities, handle controversial issues such as baptism, spiritual gifts and church order, in ways that promote harmony.

BIBLICAL STANDARDS

The Mission:

- aims to follow Biblical principles in all areas of its work including its administration, its publicity and its care for workers; and

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- seeks to honour God in carrying out its ministries, by combining prayerful reliance on Him with the use of the best available means thereby maintaining the highest standards possible.

FINANCE

The Mission:

- believes in praying for financial support;
- recognises its dependence on God for financial support; and
- is careful not to distort the truth or to use undue pressure when it tells the Christian public of its financial needs.

2.3 Application of income and property to objects

- (a) Subject to paragraph (b), the income and property of the company must only be used to further the objects of the company and no part of the income or property may be paid or transferred, directly or indirectly, to any Member of the company by way of dividend, bonus or otherwise.
- (b) Paragraph (a) does not prevent the company from making a payment in good faith to a Member of the company:
 - (i) of reasonable and proper remuneration for services provided to the company;
 - (ii) for goods supplied in the ordinary course of business; or
 - (iii) of reasonable and proper rent for premises let by a Member.
- (c) No member of the Board is to be engaged as an employee of the Mission or to be appointed to any office in which the Director is remunerated by salary or fees by the Mission.
- (d) Paragraphs (a) and (c) do not prevent the company from providing to a Director repayment of out-of-pocket expenses.
- (e) Paragraphs (a) and (c) do not prevent the company from providing to a Director, or to a corporation or partnership in which the Director has any financial or economic interest:
 - (i) interest on money loaned to the company, at no more than a reasonable commercial rate of interest (and not more than 10% per annum);
 - (ii) reasonable and proper rent for premises leased to the company;
 - (iii) a reasonable and proper amount for goods or services provided to the company, provided that the Director's interest is declared to the Board and Board approves the amount payable. Subject to any contrary requirement of law, such a Director shall not be required to account to the Mission for any such amount.

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3. Public Fund

3.1 Establishment of Public Fund

The company may maintain a fund (the Public Gift Fund) to which Gifts to the company are to be made subject to the following:

- (a) the objects of the Public Gift Fund will comprise some or all of the objects of the company set out in rule 2.1;
- (b) the company may invite members of the public to make Gifts to the Public Gift Fund;
- (c) any Gifts received by the company under paragraph (b) will be accepted by the company in the following manner receipts under the name of the company will be issued to the person who made the Gift to the company and will state:
 - (i) the Australian Business Number of the company;
 - (ii) the name of the Public Gift Fund to which the Gift has been credited; and
 - (iii) any other information which is required under the Tax Act;
- (d) all Gifts made to the Public Gift Fund must be separately identified and kept separately from any other funds of the company;
- (e) the Public Gift Fund must be managed by a committee appointed under rule 11.10 (a majority of whom must be Responsible Persons);
- (f) money in the Public Gift Fund must operate on a non-profit basis and must not be distributed to members of the committee appointed under paragraph (e) or of the company, except to committee members as reimbursement for out-of-pocket expenses properly incurred by them in carrying on their duties as a member of the Public Gift Fund committee or as proper remuneration for administrative services performed in satisfaction of the objects of the Public Gift Fund and, in both cases, provided that the amount payable has been approved by the Directors; and
- (g) the Public Gift Fund must operate otherwise in accordance with any applicable requirements of the Tax Act.

3.2 Accounting policies

The company must establish and maintain internal accounting policies exclusively for money, property and benefits received for the Public Gift Fund.

3.3 Books of account

The company must ensure that proper books of account and other records are kept in respect of all receipts and payments and otherwise in relation to the Public Gift Fund.

3.4 Notice to ATO

The company must notify the ATO of any changes to the rules governing any Public Gift Fund established under clause 3.

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3.5 Winding up or revocation of endorsement

On the earlier of:

- (a) the winding up of the Public Gift Fund; and
- (b) if the company is endorsed as a Deductible Gift Recipient because of the Public Gift Fund, the revocation of that endorsement,

any property whatsoever of the Public Gift Fund that remains after satisfaction of all debts and liabilities attributable to the Public Gift Fund, must be dealt with in the same manner as is described in clause 16.1.

4. Gift Fund

4.1 Establishment of Gift Fund

At all times during which the company operates a fund, authority or institution which is endorsed as a Deductible Gift Recipient, the company may maintain a gift fund (the **Gift Fund**) to which Gifts to the company for the principal purpose of that fund, authority or institution are to be made subject to the following:

- (a) all Gifts made to the Gift Fund must be separately identified and kept separately from any other funds of the company; and
- (b) the Gift Fund must operate otherwise in accordance with any applicable requirements of the Tax Act.

4.2 Accounting policies

The company must establish and maintain internal accounting policies exclusively for money, property and benefits received for the Gift Fund.

4.3 Books of account

The company must ensure that proper books of account and other records are kept in respect of all receipts and payments and otherwise in relation to the Gift Fund.

4.4 Winding up or revocation of endorsement

On the earlier of:

- (a) the winding up of the fund, authority or institution; and
- (b) if the company is endorsed as a Deductible Gift Recipient because of the fund, authority or institution, the revocation of that endorsement,

any property whatsoever of the Gift Fund that remains after satisfaction of all debts and liabilities attributable to the Gift Fund, must be dealt with in the same manner as is described in clause 16.1.

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5. Membership

5.1 Beliefs of Members of the Mission/Company

The Statement of Beliefs of members of the Mission is:

- (a) God and the Human Race:
 - (i) We hold that the Lord our God is one Father, Son and Holy Spirit, and that He fulfils His sovereign purposes in creation, revelation, redemption, judgment, and the coming of His kingdom by calling out from the world a people united to Himself and to each other in love.
 - (ii) We acknowledge that though God made us in His own likeness and image conferring on us dignity and worth and enabling us to respond to Himself we now are members of a fallen race; we have sinned and come short of His glory.
 - (iii) We believe that the Father has shown us His holy love in giving Jesus Christ, His only Son, for us, while through our sinfulness and guilt, we were subject to His wrath and condemnation; and has shown His grace by putting sinners right with Himself when they place their trust in His Son.
 - (iv) We confess Jesus Christ as Lord and God; as truly human, born of the virgin Mary; as Servant, sinless, full of grace and truth; as only Mediator and Saviour, dying on the cross in our place, representing us to God, redeeming us from the grip, guilt and punishment of sin; as Victor over Satan and all his forces, rising from death with a glorious body, being taken up to be with His Father, one day returning personally in glory and judgment to establish His kingdom.
 - (v) We believe in the Holy Spirit who convicts the world of guilt in regard to sin, righteousness and judgment; who makes the death of Christ effective to sinners, declaring that they must turn to Christ in repentance, and directing their trust towards the Lord Jesus Christ; who through the new birth makes us partake in the life of the risen Christ, and who is present within all believers, illuminating their minds to grasp the truth of Scripture, producing in them His fruit, granting to them His gifts, and empowering them for service in the world.
- (b) The Scriptures

We believe that the Old and New Testament Scriptures are God-breathed, since their writers spoke from God as they were moved by the Holy Spirit; hence are fully trustworthy in all that they affirm, and are our highest authority for faith and life.
- (c) The Church and its Mission
 - (i) We recognise the Church as the body of Christ, held together and growing up in Him, both as a total fellowship throughout the world, and as the local congregation in which believers gather resulting in service to the church and society, in seeking reconciliation for all with God and their fellows in proclaiming liberty from every kind of oppression; and in spreading Christ's justice in an unjust world.

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- (ii) We acknowledge the commission of Christ to proclaim the Good News to all people, making them disciples, and teaching them to obey him.
- (iii) We acknowledge the command of Christ to love our neighbours, until He comes again.

5.2 Members of the company

- (a) The Members are those persons admitted to the membership of the company whose names are entered into the company's register of members.
- (b) Two or more persons cannot be registered as holding a single membership interest, whether as joint tenants or as tenants in common.
- (c) The number of Members is not limited.

5.3 Limited liability of Members

The liability of the Members of the company is limited.

5.4 Members' liability on winding up

Each Member undertakes to contribute to the assets of the company in the event of it being wound up while they are a Member, or within one year after they cease to be a Member, for payment of the debts and liabilities of the company, the adjustment of the rights of the contributors among themselves and of the costs, charges and expenses of winding up, such amount as may be required not exceeding \$2 (two dollars) per Member.

5.5 Admission as a Member

- (a) No person shall be admitted to or shall retain membership of the Mission who, in the absolute opinion of the Board, does not accept unequivocally as tenet the Statement of Beliefs of members of the Mission set out in rule 5.1 of this Constitution.
- (b) Subject to paragraph (a), any person who makes application to the Board, or any person who, not having made application, is considered by members of the Board to be a fit and proper person, shall be admitted as a member of the Mission provided that person:
 - (i) is elected by the Board as a member of the Mission;
 - (ii) supplies the Mission with the information to be entered into the register of members of the Mission; and
 - (iii) accepts such election in writing and, at the same time, signifies in writing unequivocal acceptance as tenet of the Statement of Beliefs of members of the Mission.
- (c) A person who wants to apply for membership must submit a written application to the Secretary signed by the applicant and in the form determined by the Board.
- (d) At the next meeting of the Board after the receipt of an application for membership, the Directors will consider the application and decide whether or not to admit the applicant in their absolute discretion.
- (e) If the Directors decide not to admit an applicant to the membership, they do not have to give any reasons for their decision.

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- (f) When an applicant is to be admitted, the Secretary must notify the applicant.

5.6 Resignation of a Member

A Member may resign from the company by giving notice in writing to the Secretary. The resignation will be effective from the date it is received by the Secretary.

5.7 Removal of a Member

- (a) The Directors may expel from the company any Member:
 - (i) who, in the absolute opinion of the Board, does not accept unequivocally as tenet the Statement of Beliefs of members of the Mission set out in rule 5.1 of this Constitution;
 - (ii) who does not comply with the provisions of this Constitution; or
 - (iii) whose conduct in the opinion of the Directors is prejudicial to the interests of the company,and remove the Member's name from the register.
- (b) At least 21 days before the Directors meet to expel a Member the Directors must send a notice to the Member which states:
 - (i) all relevant information, including any allegations against the Member;
 - (ii) the proposed resolution for the Member's expulsion;
 - (iii) that the Member has an opportunity to address the meeting either orally or in writing; and
 - (iv) that the Member may elect to have the question of expulsion dealt with by the company in general meeting, with the notice of meeting to enclose a copy of the notice sent to the relevant Member and such relevant information as the Member reasonably requests, provided that the Member notifies the Secretary in writing, at least 48 hours before the meeting at which the resolution is to be considered by the Directors.
- (c) The company must expel a Member and remove the Member's name from the register where:
 - (i) a general meeting is held to expel a Member; and
 - (ii) a resolution is passed at the meeting for the expulsion of the Member.

5.8 Ceasing to be a Member

A Member's membership of the company will cease if:

- (a) in the case of a Member who is a natural person:
 - (i) the Member dies;
 - (ii) the Member becomes a person whose estate or assets are liable to be dealt with in any way under the laws relating to mental health;
 - (iii) the Member becomes insolvent or is declared bankrupt;

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- (iv) the Member resigns from membership by written letter to the company;
- (b) in the case of a Member which is a body corporate, on the date that:
 - (i) a liquidator is appointed in connection with the winding up of the Member; or
 - (ii) an order is made by a court for the winding up or deregistration of the Member.

5.9 Readmission to Membership

The Board may re-admit as a member of the company a person whose membership ceased pursuant to rule 5.7, 5.8(a)(ii), 5.8(a)(iii) or 5.8(a)(iv).

5.10 Liability after a person ceases to be a Member

A person who ceases to be a Member must pay to the company all amounts owing to the company which are due and unpaid at the date that the person ceases to be a Member.

5.11 Register of Members

The register of Members must be kept by the Secretary and must contain the full name and address of each Member and any other information required by the Directors.

5.12 Address of Members

Every Member must inform the Secretary in writing of any change in their address and any such change of address must be entered in the register of Members. The latest address in the register of Members is deemed to be the Member's registered address.

6. General Meetings

6.1 Annual General meeting

The company shall hold an Annual General meeting of all members of the company at Brisbane as required by law. All general meetings other than an Annual General Meeting shall be called extraordinary general meetings.

6.2 Power to call an extraordinary general meeting

An extraordinary general meeting may be convened:

- (a) by the Board whenever it thinks fit;
- (b) by the Secretary within fourteen days of receipt of a requisition that states the purpose for which an extraordinary general meeting is required and is signed by at least six members of the Mission;
- (c) by the requisitioners or a majority of them if the Secretary has not convened such a meeting within fourteen days of receipt of a duly completed requisition; or
- (d) as required by law.

6.3 Power to call a general meeting

Any 2 Directors may convene a general meeting of the company whenever they think fit.

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6.4 Power to cancel or postpone a general meeting

Any Director may cancel or postpone any meeting convened by that Director by notice in writing to all persons who were entitled to receive notice of that meeting, except where the cancellation or postponement would be contrary to the Corporations Act. Any failure to give notice of cancellation or postponement does not invalidate the cancellation or postponement or any resolution passed at a postponed meeting.

6.5 Adjourned Meetings

The Secretary shall issue fresh notices of any adjourned meeting.

If any general meeting shall be adjourned for more than twenty-one days a notice of such adjournment shall be given to all the members of the Mission in the same manner as notice was or ought to have been given of the original meeting.

6.6 Notice of General Meetings

The company shall give notice of meetings as required by law.

6.7 Non-receipt of notice

The fact that a person entitled to receive notice of a general meeting does not receive that notice or is accidentally not given notice, does not invalidate any resolution passed at the meeting.

6.8 Right of others to attend general meeting

A Secretary who is not a Member is entitled to be present and, at the request of the Chair, to speak at any general meeting. Any other person (whether a Member or not) requested by the Directors or the Chair to attend any general meeting is entitled to be present and, at the request of the Chair, to speak at that general meeting.

7. Proceedings at General Meetings

7.1 Number for a quorum

Except as otherwise provided in this Constitution, six Members Present constitutes a quorum.

7.2 Requirement for a quorum

No business may be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business.

7.3 No quorum

- (a) If there is no quorum at a general meeting within 30 minutes after the time specified in the notice of the meeting, the meeting is dissolved unless the Directors adjourn the meeting to a date, time and place determined by the Directors.
- (b) If no quorum is present at any adjourned meeting within 30 minutes after the time appointed for the meeting, the meeting is dissolved.

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7.4 Chair of general meetings

The Chair is entitled to preside at every general meeting.

7.5 Absence of Chair

Where a general meeting is held and:

- (a) there is no Chair; or
- (b) the Chair is not present within 15 minutes after the time appointed for the meeting or does not wish to act as chair of the meeting,

the Directors present may elect one of their number or, in the absence of all Directors or if none of the Directors present wish to act, the Members Present may elect one of their number to be chair of the meeting.

7.6 Conduct of general meetings

- (a) The general conduct of each general meeting of the company and the procedures to be adopted at the meeting are as determined at, during or prior to the meeting by the chair of the meeting.
- (b) The chair of the meeting may make rulings without putting the question (or any question) to the vote if the chair of the meeting considers action is required to ensure the orderly conduct of the meeting.
- (c) At any time the chair of the meeting considers it necessary or desirable for the proper and orderly conduct of the meeting, the chair of the meeting may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting and require the business, question, motion or resolution to be put to a vote of the Members Present.
- (d) Any determination by the chair of the meeting in relation to matters of procedure (including any procedural motions moved at, or put to, any meeting) or any other matter arising directly or indirectly from the business is final (including any procedural motions moved at, or put to, any meeting). Any challenge to a right to vote (whether on a show of hands or on a poll) or to a determination to allow or disregard to vote may only be made at the meeting and may be determined by the chair of the meeting whose decision is final.
- (e) If a person purports to cast a vote in contravention of the Corporations Act, the chair of the meeting may determine that the vote be disregarded and treated as not having been cast.
- (f) Nothing contained in this rule limits the powers conferred on a chair of a meeting by law.

7.7 Adjournments

- (a) During the course of a general meeting, the chair of the meeting may, and if so directed by the meeting must, adjourn the meeting or any business, motion, question or resolution being considered or remaining to be considered by the meeting or any debate or discussion either to a later time at the same meeting or to a meeting held at another time and place determined by the chair of the meeting.

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- (b) If the chair of the meeting exercises a right of adjournment under paragraph (a), the chair of the meeting has the sole discretion to decide whether to seek the approval of the Members Present to the adjournment and, unless the chair of the meeting exercises that discretion, no vote may be taken by the Members Present in respect of the adjournment.
- (c) The only business that may be transacted at any adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- (d) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7.8 Voting at general meetings

- (a) Any resolution submitted to a general meeting is to be decided by a show of hands of the Members Present and entitled to vote unless a poll is demanded.
- (b) On a show of hands, every person present and entitled to vote (whether as a Member or as proxy, attorney or representative of a Member) shall have one vote, regardless of how many Members that person may represent as proxy, attorney or representative.
- (c) In the case of an equality of votes, the chair of the meeting does not have, both on a show of hands and on a poll, a casting vote.
- (d) Unless a poll is demanded, a declaration by the chair of the meeting following a vote on a show of hands that a resolution has been passed or lost is conclusive.
- (e) A poll may be demanded by a Member in accordance with the Corporations Act (and not otherwise) or by the chair of the meeting. No poll may be demanded on the election of a chair of a meeting or, unless the chair of the meeting otherwise determines, the adjournment of a meeting. A demand for a poll may be withdrawn.

7.9 Procedure for polls

- (a) When demanded, a poll may be taken in the manner and at the time the chair of the meeting directs.
- (b) The result of a poll may be announced in the manner and at the time (whether during the relevant meeting or afterwards) as the chair of the meeting considers appropriate.
- (c) The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.
- (d) The demand for a poll does not prevent a meeting from continuing for the transaction of any business other than that on which a poll has been demanded. A poll demanded on any question of adjournment is to be taken at the meeting and without adjournment.

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8. Votes of Members

8.1 Voting rights

Subject to this Constitution and any rights or restrictions for the time being placed on any Member:

- (a) at meetings of Members each Member entitled to attend and vote may attend and vote in person or by proxy, by attorney or (where the Member is a body corporate) by representative;
- (b) a Member is not entitled to vote at a general meeting unless all sums presently payable by the Member in respect of membership of the company have been paid; and
- (c) each Member has one vote both on a poll and, subject to rule 7.8(b), on a show of hands.

8.2 Right to appoint proxy

- (a) A Member may appoint one proxy.
- (b) A proxy need not be a Member.

8.3 Form of proxy

A form of appointment of a proxy is valid if it is in accordance with the Corporations Act or in any form (including electronic) which the Directors may prescribe or accept.

8.4 Lodgement of proxies

An instrument appointing a proxy is not valid unless it and the power of attorney or other authority (if any) under which the instrument is signed is received at the registered office of the company or, if notice of a meeting provides for electronic lodgement of proxies, at the electronic mail address specified in the notice, not less than 24 hours before the time for commencement of the meeting.

8.5 Validity of proxies

- (a) A vote exercised in accordance with the terms of an instrument of proxy, a power of attorney or other relevant instrument of appointment is valid despite:

- (i) the previous death or unsoundness of mind of the principal; or
- (ii) the revocation of the instrument (or of the authority under which the instrument was executed) or the power,

if no notice in writing of the death, unsoundness of mind or revocation (as the case may be) has been received by the company at its registered office at least 24 hours (or any shorter period as the Directors may permit or specified by the Corporations Act) before the commencement of the meeting, or adjourned meeting at which the instrument is used or the power is exercised.

- (b) A proxy is not revoked by the principal attending and taking part in the meeting unless the principal actually votes at the meeting on a resolution for which the proxy is proposed to be used.

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8.6 Where proxy is incomplete

- (a) No instrument appointing a proxy is treated as invalid merely because it does not contain:
 - (i) the address of the appointor or of a proxy;
 - (ii) the proxy's name or the name of the office held by the proxy; or
 - (iii) in relation to any or all resolutions, an indication of the manner in which the proxy is to vote.
- (b) Where the instrument does not specify the name of a proxy, the instrument is taken to be given in favour of the chair of the meeting.
- (c) A proxy may vote as the proxy thinks fit on any motion or resolution in respect of which no manner of voting is indicated.

9. Appointment, Removal and Remuneration of Directors

9.1 Appointment of Directors

- (a) The number of Directors (not including alternate Directors) must be not less than three and not more than 12 unless otherwise determined by general meeting.
- (b) The Directors may at any time appoint a person to be a Director to fill a casual vacancy or as an addition to the existing number of Directors, provided the total number of Directors does not exceed the maximum number under paragraph (a).
- (c) Any Director appointed under paragraph (b) may hold office only until the next annual general meeting of the company and is then eligible for election at that meeting.
- (d) Subject to the previous sub-rules, Directors shall be elected annually by members of the Mission from amongst their number at the Annual General meeting held in each year.
- (e) No person who is not a retiring Director shall be eligible for election to the office of Director at any general meeting unless:
 - (i) the person is recommended for election by the Board;
 - (ii) the person has, at least fourteen days before the meeting, left at the office a duly signed notice of candidature; or
 - (iii) some other member intending to propose the person has, at least fourteen days before the meeting, left at the office a duly signed notice of intention to propose the person.
- (f) No notice shall be necessary in the case of a person recommended for election by the Board.
- (g) The acts of any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Director or that such Director was disqualified, be as valid as if the person had been duly appointed or qualified to be a Director.
- (h) A retiring Director will be eligible for re-election as a Director.

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9.2 Qualification as a Director

- (a) Each Director must be a Member.
- (b) Each Director must unequivocally accept the Statement of Beliefs of the Mission.

9.3 Remuneration

- (a) No Director is entitled to be paid a fee for his or her service as a Director.
- (b) The Directors will be entitled to be paid or reimbursed for all out-of-pocket expenses properly incurred by them in the performance of their duties as Directors where the amount payable has been approved by the Directors.
- (c) Subject to rule 2.3. a Director may be engaged by the company in any other capacity (other than auditor) and may be appointed on such terms as to remuneration, tenure of office and otherwise as has been approved by the Directors.

9.4 Vacation of office

- (a) In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act, the office of a Director becomes vacant if the Director:
 - (i) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (ii) ceases to be a Member for reasons set out in this Constitution;
 - (iii) resigns from the office by notice in writing to the company;
 - (iv) is removed from office by extraordinary resolution of a general meeting;
 - (v) is appointed an employee of the Mission or the occupant of any salaried office of the Mission or the occupant of any office of the Mission paid by fees;
 - (vi) is absent without the consent of the Directors from meetings of the Directors held during a continuous period of six months; or
 - (vii) dies.
- (b) The continuing Directors may act notwithstanding any vacancy in their body.
- (c) The office of a Director who is an employee of the company is terminated on the Director ceasing to be employed but the person concerned is eligible for reappointment or re election as a Director of the company.

9.5 Resignation of Director

A Director may, at any given time, give a written letter of resignation by:

- (a) delivering it to the Chair or Secretary;
- (b) leaving it at the office of the Mission; or
- (c) tendering it at a meeting of the Board.

The resignation of a Director shall have effect and the office of Director shall become vacant upon acceptance by the Board of the letter of resignation of the Director but not before such acceptance.

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9.6 Alternate Director

A Director may not appoint an alternate Director in the Director's place, whether for a stated period, until the happening of a specified event or otherwise.

10. Powers of Directors

The business of the company will be managed by the Directors, who may exercise all powers of the company which are not, by the Corporations Act or this Constitution, required to be exercised by the company in general meeting.

11. Proceedings of Directors

11.1 Directors meetings

The Directors may meet together for conducting business and may adjourn and otherwise regulate their meetings as they see fit.

11.2 Power to call for a Directors meeting

A Director may at any time, and the Secretary must on the request of a Director, call a meeting of the Directors.

11.3 Quorum for Directors meetings

The Board shall determine a quorum necessary for the transaction of business which:

- (a) until otherwise determined by the Board shall be four Directors entitled to vote; and
- (b) in no case shall be less than two.

11.4 Notice

Reasonable notice must be given to every Director of the place, date and time of every meeting of the Directors. Notice of a meeting of the Directors may be given by mail (electronic or otherwise), personal delivery or facsimile transmission to the usual place of business or residence of the Directors or at any other address given to the Secretary by the Director or by any technology agreed to by all the Directors.

11.5 Directors meetings by technology

- (a) For the purposes of the Corporations Act, each Director, by consenting to be a Director (or by reason of the adoption of this Constitution), consents to the use of each of the following technologies for holding a Directors meeting:
 - (i) video conference;
 - (ii) telephone;
 - (iii) electronic mail;
 - (iv) any other technology which permits each Director to communicate with every other Director; or

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- (v) any combination of these technologies.

A Director may withdraw the consent given under this rule in accordance with the Corporations Act.

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
 - (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Directors, taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of those Directors conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in one location.

11.6 Chair of Directors

- (a) The Directors may elect one of their number as their chair and may decide the period for which the Chair is to hold office as Chair.
- (b) Where a meeting of the Directors is held and:
 - (i) a Chair has not been elected as provided by paragraph (a); or
 - (ii) the Chair is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,the Directors present may elect one of their number to be chair of the meeting.
- (c) The Chair is to convene a meeting of the Board upon the written request of two Directors.

11.7 Directors' voting rights

- (a) Subject to this Constitution, questions arising at a meeting of the Directors are decided by a majority of votes of Directors present and voting.
- (b) In the case of an equality of votes, the Chair does not have a casting vote in addition to the Chair's deliberative vote.
- (c) Subject to rule 11.9, a Director who has a material personal interest in a matter may vote in respect of that matter if it comes before the Directors and be counted as part of the quorum.

11.8 Conflict of interests

- (a) A Director is not disqualified from contracting with the company in any capacity by reason of holding the office of Director.
- (b) In relation to a contract or arrangement in which a Director is in any way interested:
 - (i) the fact that the Director signed the document evidencing the contract or arrangement will not in any way affect its validity;
 - (ii) the contract or arrangement may not be avoided merely because the Director is a party to the contract or arrangement or otherwise interested in it; and

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- (iii) the Director will not be liable to account to the company for any profit derived in respect of the contract or arrangement merely because of the Director's office or the fiduciary relationship it entails.

11.9 Material personal interest

- (a) Subject to paragraph (b), a Director who has a material personal interest in a matter that relates to the affairs of the company must give the other Directors notice of his or her interest in accordance with the Corporations Act.
- (b) A Director with a material personal interest in a matter that relates to the affairs of the company is not required to give notice in the following circumstances:
 - (i) if all of the following conditions are met:
 - (A) the Director has already given notice of the nature and extent of the interest and its relation to the affairs of the company;
 - (B) if a person who was not a Director at the time the notice was given is appointed as a Director, the notice is given to that person; and
 - (C) the nature or extent of the interest has not materially increased above that disclosed in the notice;
 - (ii) if the Director has given a standing notice of the nature and extent of the interest in accordance with the Corporations Act and that standing notice is still effective in relation to the interest; or
 - (iii) as otherwise permitted under the Corporations Act.
- (c) A Director who has a material personal interest in a matter that is being considered at a meeting of the Directors must not be present while the matter is being considered at the meeting or vote on the matter, except as permitted in accordance with the Corporations Act.
- (d) Nothing in this rule affects the duty of a Director:
 - (i) who holds any office or possesses any property whereby, directly or indirectly, duties or interests might be created in conflict with the Director's duties or interests as a Director, to declare at a meeting of the Directors, the fact and the nature, character and extent of the conflict; or
 - (ii) to comply with the Corporations Act or any other law.

11.10 Committees

- (a) The Directors may delegate any of their powers to committees consisting of any one or more Directors or any other person or persons as the Directors think fit and may revoke that delegation.
- (b) A committee to which any powers have been delegated under paragraph (a), must exercise those powers in accordance with any directions of the Directors. These powers are then taken to have been exercised by the Directors.

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- (c) Subject to paragraph (b), the meetings and proceedings of any committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Directors so far as they are applicable.
- (d) Nothing in this rule 11.10 limits the power of the Directors to delegate.

11.11 Written resolutions

- (a) A resolution in writing signed by all Directors or a resolution in writing of which notice has been given to all Directors and which is signed by a majority of the Directors entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Directors) is a valid resolution of the Directors and is effective when signed by the last of all the Directors or the last of the Directors constituting the majority, as required.
- (b) The resolution may consist of several documents in the same form each signed by one or more of the Directors. A facsimile transmission or other document produced by mechanical or electronic means under the name of a Director with the Director's authority is considered a document in writing signed by the Director and is deemed to be signed when received in legible form.

11.12 Defects in appointments

- (a) All acts done by any meeting of the Directors or person acting as a Director are as valid as if each person was duly appointed and qualified to be a Director or a member of a committee.
- (b) Paragraph (a) applies even if it is afterwards discovered that there was some defect in the appointment of a person to be a Director or to act as a Director or that a person so appointed was disqualified.

11.13 If less than minimum number of Directors

If the number of Directors is reduced below the minimum number fixed under this Constitution, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of calling a general meeting of the company but for no other purpose.

11.14 Appointing representatives of the Mission

The Board may appoint any person or persons to represent the Mission, to vote and to bind the Mission by such vote at any meeting of an organisation that has objects wholly or in part similar to the objects of the Mission if the Mission is entitled to vote at such meeting.

12. Officers of the Company

12.1 Appointment of Chief Executive Officer

The Directors may appoint a person to be the Chief Executive Officer of the company for such period and on such terms as they think fit. Subject to the terms of any agreement entered into in a particular case, the Directors may at any time terminate any such appointment.

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12.2 Powers of a Chief Executive Officer

The Directors may delegate, on the terms and conditions and with any restrictions as they determine, to the Chief Executive Officer any of the powers exercisable by them under this Constitution and may at any time withdraw, suspend or vary any of those powers. Giving powers to the Chief Executive Officer does not prevent the exercise of those powers by the Directors.

12.3 Appointment of Secretary

There must be at least one Secretary who is to be appointed by the Directors.

12.4 Powers, duties and authorities of Secretary

A Secretary of the company holds office on the terms and conditions, and with the powers, duties and authorities, as the Directors decide.

12.5 Termination of appointment of Secretary

The Directors may at any time terminate the appointment of a Secretary.

12.6 Appointment of other officers

The Directors may from time to time:

- (a) create any other position or positions in the company with the powers and responsibilities as the Directors may from time to time decide; and
- (b) appoint any person, whether or not a Director, to any position or positions created under paragraph (a).

12.7 Termination of appointment of other officers

The Directors may at any time terminate the appointment of a person holding a position created under rule 12.6(a) and may abolish the position.

13. Seals

The company may have a common seal and a duplicate common seal which are to be used by the company as determined by the Directors.

14. Notices

14.1 Notices generally

Any Member who has not left at or sent to the registered office, a place of address or an electronic mail address (for registration in the register) at or to which all notices and documents of the company may be served or sent is not entitled to receive any notice.

14.2 How notice may be given

The company may give notice to a Member or Director, in its discretion, by:

- (a) serving it on the Member or Director personally;

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- (b) sending it by post to or leaving it at:
 - (i) the Member's address as shown in the register of Members; or
 - (ii) the Director's address as shown in the register of Directors;or an alternative address supplied by the Member or Director;
- (c) sending it to the fax number or electronic mail address supplied by the Member or Director;
- (d) if the Member or Director has nominated an electronic means by which the Member or Director may be notified that notices are available and an electronic means that the Member or Director may use to access the notice – notifying the Member or Director that the notice is available and how the Member or Director may use the nominated access means to access the notice;
- (e) printing it in the Mission's journal or other periodic publication and sending the journal or other publication through the post in a prepaid envelope or wrapper addressed to the Member or Director at the Member's or Director's registered place of address;
- (f) sending it by any other means permitted by law; or
- (g) in the case of a Member - serving it in any manner contemplated in this rule 14.2 on a Member's attorney as specified by the Member under a notice given under rule 14.4.

14.3 Registered Place of Address

Each Member whose registered place of address is not in Australia may from time to time notify in writing to the Mission an address in Australia which shall be deemed to be the Member's registered place of address within the meaning of the last preceding rule.

14.4 Notices to an attorney

By written notice to the Secretary left at or sent to the registered office, a Member may request that all notices to be given by the company or the Directors be served on the Member's attorney at an address specified in the notice and the company may do so in its discretion.

14.5 Personal service or delivery

A notice served on a Member personally or left at the Member's address is considered to have been served when delivered.

14.6 Notice by post

A notice sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is considered to have been served at the expiration of 24 hours after the notice is posted, provided that it is properly addressed.

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14.7 Notice by fax or electronic mail

Any notice sent by fax or electronic mail is considered to have been served on the day it is sent, provided that it is properly addressed.

15. Financial Records and Accounts

15.1 Funds and Property of the Mission

The funds of the Mission shall be under the control of the Board.

Subject to any contrary requirement of law, all funds and property of the Mission not impressed with a trust for a particular purpose shall be available, at the discretion of the Board, for any purpose of the Mission that is within the scope of the constitution of the Mission.

15.2 Accounting Records

True accounts shall be kept. The Mission shall keep such accounting records as correctly record and explain the transactions of the Mission and the financial position of the Mission and shall keep its accounting records in such manner as will enable:

- (i) true and fair accounts of the Mission to be prepared from time to time; and
- (ii) the accounts of the Mission to be conveniently audited in accordance with the Corporations Act.

15.3 Inspection of Financial Records and Accounts

The accounting records shall be kept at the office or at such places as the Board thinks fit.

Subject to any other requirement of the law, the Board shall subject to the provisions of the Corporations Act, from time to time determine:

- (a) whether; and
- (b) to what extent; and
- (c) under what conditions or regulations

the accounting records of the Mission or any of them shall be open to the inspection of members. Subject to any reasonable restrictions as to the time and manner of inspecting them that may be imposed in accordance with the regulation of the Mission for the time being, the accounts and accounting records shall be open to the inspection of the members.

15.4 Auditing

The accounts of the Mission shall be duly audited as required by the Corporations Act.

16. Winding Up or Revocation of Endorsement of the Company

16.1 Winding up or revocation of endorsement

On the earlier of:

- (a) the winding up or dissolution of the company; and

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- (b) if the company is endorsed as a Deductible Gift Recipient, the revocation of that endorsement,

any property whatsoever (including any property in the Public Gift Fund or Gift Fund established under rule 3.1 or 4.1), that remains, after satisfaction of all debts and liabilities, must not be paid to or distributed among the Members but must be given or transferred to one or more organisations selected by the Board at or before the time of dissolution or revocation of endorsement:

- (c) having objects similar to the objects of the company set out in rule 2.1;
- (d) which is covered by an item in any of the tables in subdivision 30-B of the Tax Act; and
- (e) which by its Constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from distributing its income and property to its Members (except for exceptions of the same general kind as set out in rule 2.3).

16.2 Amalgamation

Where it furthers the objects of the company to amalgamate with any one or more other organisations having similar objects to the objects of the company, the other organisation or organisations must have rules prohibiting the distribution of its income and property to Members.

17. Indemnity and Insurance

- (a) The company must indemnify each officer of the company out of the assets of the company to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer.
- (b) Where the Directors consider it appropriate, the company may execute a documentary indemnity in any form in favour of any officer of the company or a subsidiary.
- (c) Where the Directors consider it appropriate, the company may:
 - (i) make payments by way of premium in respect of any contract effecting insurance on behalf or in respect of an officer of the company against any liability incurred by the officer in or arising out of the conduct of the business of the company or in or arising out of the discharge of the duties of the officer; and
 - (ii) bind itself in any contract or deed with any officer of the company to make the payments.
- (d) Where the Directors consider it appropriate, the company may:
 - (i) give a former Director access to certain papers, including documents provided or available to the Directors and other papers referred to in those documents; and
 - (ii) bind itself in any contract with a Director or former Director to give the access.
- (e) In this rule 17:
 - (i) **officer** means:
 - (A) a Director or Secretary, chief executive officer or employee; or

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- (B) a person appointed as a trustee by, or acting as a trustee at the request of, the company,
and includes a former officer.
- (ii) **duties of the officer** includes, in any particular case where the Directors consider it appropriate, duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the company or, where applicable, the subsidiary of the company to any other corporation.
- (iii) **to the relevant extent** means:
 - (A) to the extent the company is not precluded by law from doing so;
 - (B) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, but without limitation, a subsidiary or an insurer under any insurance policy); and
 - (C) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another corporation, to the extent and for the amount that the officer is not entitled to be indemnified and is not actually indemnified out of the assets of that corporation.
- (iv) **liability** means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or other body.