



New South Wales

# Bible Society NSW (Corporate Conversion) Bill 2008

## Explanatory note

This explanatory note relates to this Bill as introduced into Parliament.

## Overview of Bill

The objects of this Bill are as follows:

- (a) to authorise The New South Wales Auxiliary of The British and Foreign Bible Society (*the Society*) to seek registration as a public company limited by guarantee under the *Corporations Act 2001* of the Commonwealth,
- (b) to amend *The New South Wales Auxiliary of The British and Foreign Bible Society Incorporation Act 1928* so as to change the corporate name of the Society to “Bible Society NSW” and to update its objects in preparation for its registration as a company,
- (c) to provide for cessation of the operation and the repeal of *The New South Wales Auxiliary of The British and Foreign Bible Society Incorporation Act 1928* once the Society is registered as a company,
- (d) to make consequential amendments to the *Charitable Fundraising Regulation 2008* and the *Subordinate Legislation Act 1989*.

## Outline of provisions

### Part 1 Preliminary

**Clause 1** sets out the name (also called the short title) of the proposed Act.

**Clause 2** provides for the commencement of the proposed Act on the date of assent to the proposed Act.

**Clause 3** sets out the objects of the proposed Act.

**Clause 4** defines certain words and expressions used in the proposed Act.

### Part 2 Registration of Society as public company

#### Division 1 Authorisation to transfer incorporation

**Clause 5** authorises the Society to apply to the Australian Securities and Investments Commission to be registered as a public company limited by guarantee under Part 5B.1 of the *Corporations Act 2001* of the Commonwealth.

#### Division 2 Provisions consequent on transfer of incorporation of Society

**Clause 6** refers to the provisions of section 601BM of the *Corporations Act 2001* of the Commonwealth. That section provides that the registration of a body corporate as a company under Part 5B.1 of that Act does not:

- (a) create a new legal entity, or
- (b) affect the body's existing property, rights or obligations (except as against the members of the body in their capacity as members), or
- (c) render defective any legal proceedings by or against the body or its members.

The proposed section also provides for references to the Society in certain instruments to be read as if they included a reference to the Society after it is registered as a public company under the *Corporations Act 2001* of the Commonwealth (*the registered Society*).

**Clause 7** provides that the provisions of *The New South Wales Auxiliary of The British and Foreign Bible Society Incorporation Act 1928* and any rules made under that Act cease to have effect on the day on which the Society is registered as a public company under the *Corporations Act 2001* of the Commonwealth. The proposed section also enables the Governor, by proclamation published in the Gazette, to repeal *The New South Wales Auxiliary of The British and Foreign Bible Society Incorporation Act 1928* and the rules made under it after the Society's registration as a company.

**Clause 8** enables the regulations to invoke section 5F or 5G of the *Corporations Act 2001* of the Commonwealth in order to avoid inconsistency between provisions of the proposed Act relating to the registered Society and the Corporations legislation of the Commonwealth.

Section 5F of the *Corporations Act 2001* of the Commonwealth provides that if a State law declares a matter to be an excluded matter for the purposes of that section in relation to all or part of the Corporations legislation, the provisions of the Corporations legislation that are the subject of the declaration will not apply in relation to that matter in the State concerned.

Section 5G of the *Corporations Act 2001* of the Commonwealth provides that if a State law declares a provision of a State law to be a Corporations legislation displacement provision, any provision of the Corporations legislation with which the State provision would otherwise be inconsistent does not apply to the extent necessary to avoid the inconsistency.

### **Part 3 Miscellaneous**

**Clause 9** enables the Governor to make regulations for the purposes of the proposed Act (including regulations of a savings or transitional nature consequent on the enactment of the proposed Act).

**Clause 10** ensures that the operation of the proposed Act will not result in a breach of contract or other instrument or any other civil liability.

**Clause 11** provides that State tax is not payable in respect of matters relating to the registration of the Society as a company under the *Corporations Act 2001* of the Commonwealth.

**Clause 12** is a formal provision that gives effect to the amendments to the Acts and Regulation set out in Schedule 1.

### **Schedule 1 Amendment of other legislation**

#### **Charitable Fundraising Regulation 2008**

**Schedule 1.1** makes an amendment to clause 6 of the *Charitable Fundraising Regulation 2008* that is consequential on the change in the corporate name of the Society resulting from amendments made by Schedule 1.3.

#### **Subordinate Legislation Act 1989 No 146**

**Schedule 1.2** amends Schedule 4 to the *Subordinate Legislation Act 1989* to ensure that regulations made under the proposed Act are excluded instruments for the purposes of the *Subordinate Legislation Act 1989*.

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Explanatory note

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**The New South Wales Auxiliary of The British and Foreign Bible Society  
Incorporation Act 1928**

**Schedule 1.3** amends *The New South Wales Auxiliary of The British and Foreign Bible Society Incorporation Act 1928* so as to change the corporate name of the Society to “Bible Society NSW” and to update its objects in preparation for its registration as a company.



New South Wales

# Bible Society NSW (Corporate Conversion) Bill 2008

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New South Wales

# **Bible Society NSW (Corporate Conversion) Bill 2008**

No. , 2008

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## **A Bill for**

An Act to authorise The New South Wales Auxiliary of The British and Foreign Bible Society to seek registration as a public company limited by guarantee under the *Corporations Act 2001* of the Commonwealth; and for other purposes.

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<b>The Legislature of New South Wales enacts:</b>	1
<b>Part 1 Preliminary</b>	2
<b>1 Name of Act</b>	3
This Act is the <i>Bible Society NSW (Corporate Conversion) Act 2008</i> .	4
<b>2 Commencement</b>	5
This Act commences on the date of assent to this Act.	6
<b>3 Objects of Act</b>	7
The objects of this Act are as follows:	8
(a) to authorise The New South Wales Auxiliary of The British and Foreign Bible Society to seek registration as a public company limited by guarantee under the Corporations Act,	9 10 11
(b) to amend <i>The New South Wales Auxiliary of The British and Foreign Bible Society Incorporation Act 1928</i> so as to change the corporate name of the Society to “Bible Society NSW” and to update its objects in preparation for its registration as a company,	12 13 14 15
(c) to provide for cessation of the operation and the repeal of <i>The New South Wales Auxiliary of The British and Foreign Bible Society Incorporation Act 1928</i> once the Society is registered as a company,	16 17 18 19
(d) to make consequential amendments to certain other legislation.	20
<b>Note.</b> The members of the Society at general meetings of the Society held in 2007 and 2008:	21 22
(a) agreed to convert the Society into a public company limited by guarantee and to change its name and update its objects, and	23 24
(b) approved a constitution for the new company.	25
<b>4 Definitions</b>	26
(1) In this Act:	27
<b>ASIC</b> means the Australian Securities and Investments Commission.	28
<b>Corporations Act</b> means the <i>Corporations Act 2001</i> of the Commonwealth.	29 30
<b>Corporations legislation</b> means the Corporations legislation to which Part 1.1A of the Corporations Act applies.	31 32
<b>existing Society Act</b> means <i>The New South Wales Auxiliary of The British and Foreign Bible Society Incorporation Act 1928</i> .	33 34
<b>instrument</b> means an instrument (other than this Act or an instrument made under this Act) or any other document that creates, modifies or	35 36



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extinguishes rights or liabilities (or would do so if lodged, filed or registered in accordance with any law), and includes any judgment, order, process or other instrument issued by a court or tribunal.	1 2 3
<b>Note.</b> Section 21 (1) of the <i>Interpretation Act 1987</i> provides that a reference in an Act to <b>document</b> means any record of information, and includes:	4 5
(a) anything on which there is writing, or	6
(b) anything on which there are marks, figures, symbols or perforations having a meaning for persons qualified to interpret them, or	7 8
(c) anything from which sounds, images or writings can be reproduced with or without the aid of anything else, or	9 10
(d) a map, plan, drawing or photograph.	11
<b>registered Society</b> means the Society after it is registered as a public company limited by guarantee under Part 5B.1 of the Corporations Act.	12 13
<b>registration day</b> means the day on which the Society is registered as a public company limited by guarantee under Part 5B.1 of the Corporations Act.	14 15 16
<b>rules</b> means the rules of the Society in force under the existing Society Act.	17 18
<b>Society</b> means the body corporate constituted by the existing Society Act.	19 20
(2) If this Act provides for an event or other thing to occur on the registration day, that event or thing is taken to occur at the moment on the registration day when the Society is registered as a public company limited by guarantee under Part 5B.1 of the Corporations Act.	21 22 23 24
(3) Words and expressions used in this Act have the same meanings as in section 9 of the Corporations Act, except in so far as they are defined differently in this Act or the context or subject-matter otherwise indicates or requires.	25 26 27 28
(4) Notes included in this Act do not form part of this Act.	29

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<b>Part 2</b>	<b>Registration of Society as public company</b>	1
<b>Division 1</b>	<b>Authorisation to transfer incorporation</b>	2
<b>5</b>	<b>Society may apply to be registered as public company under Corporations Act</b>	3 4
(1)	The Society may apply to ASIC for the Society to be registered under Part 5B.1 of the Corporations Act as a public company limited by guarantee, but only as provided by this section.	5 6 7
(2)	An application under subsection (1) must be made in accordance with the provisions of section 601BC of the Corporations Act.	8 9
(3)	An application under subsection (1) may not be made after the expiry of the period of 12 months commencing on the date of assent to this Act unless:	10 11 12
(a)	subject to paragraph (b)—a special resolution (a <i>registration resolution</i> ) is passed at a general meeting of the Society, held in accordance with the existing Society Act and the rules, that resolves that the Society be registered as a public company limited by guarantee under the Corporations Act and approves a constitution for the new company, and	13 14 15 16 17 18
(b)	the members of the Society were given at least 21 days notice of the general meeting and the proposed resolution, and	19 20
(c)	the application is made within the period of 12 months commencing on the day on which the special resolution is passed.	21 22
(4)	Nothing in subsection (3) prevents a further proposal for a registration resolution being put to the members of the Society or an application being made under subsection (1) following the passing of such a resolution if:	23 24 25 26
(a)	a previously proposed registration resolution was not passed or is declared invalid, or	27 28
(b)	an application for registration under Part 5B.1 of the Corporations Act was not made by the Society within the period referred to in subsection (3) (c) after a previous registration resolution was passed.	29 30 31 32
(5)	For the purposes of section 601BC (8) (d) of the Corporations Act, the Society is authorised by this Act to transfer its incorporation in accordance with this Act.	33 34 35

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(6)	In this section:	1
	<i>special resolution</i> means a resolution passed by at least 75 percent of the votes cast by members of the Society who are entitled to vote on the resolution at the general meeting at which the resolution is put.	2 3 4
<b>Division 2</b>	<b>Provisions consequent on transfer of incorporation of Society</b>	5 6
<b>6</b>	<b>Registered Society is continuation of Society</b>	7
(1)	Section 601BM of the Corporations Act makes provision for the legal consequences of the registration of a body corporate as a company under Part 5B.1 of that Act.	8 9 10
	<b>Note.</b> Section 601BM of the Corporations Act provides that the registration of a body corporate as a company under Part 5B.1 of that Act does not:	11 12
	(a) create a new legal entity, or	13
	(b) affect the body's existing property, rights or obligations (except as against the members of the body in their capacity as members), or	14 15
	(c) render defective any legal proceedings by or against the body or its members.	16 17
(2)	A reference in any instrument (other than the existing Society Act) to the Society is to be read on and after the registration day as including a reference to the registered Society.	18 19 20
<b>7</b>	<b>Existing Society Act and rules cease to have effect on registration day</b>	21
(1)	The provisions of the existing Society Act and the rules cease to have effect on the registration day.	22 23
(2)	Section 30 of the <i>Interpretation Act 1987</i> extends to rules that cease to have effect by operation of subsection (1) in the same way as that section extends to statutory rules that cease to have effect.	24 25 26
	<b>Note.</b> Section 30 of the <i>Interpretation Act 1987</i> provides that the repeal of an Act or statutory rule does not, among other things, affect the previous operation of the Act or statutory rule or anything duly suffered, done or commenced under the Act or statutory rule or affect any right, privilege, obligation or liability acquired, accrued or incurred under the Act or statutory rule. The section provides that a reference to the repeal of an Act or statutory rule in that section includes a reference to the abrogation, limitation or extension of the effect of the Act or statutory rule.	27 28 29 30 31 32 33 34
(3)	After the registration day, the Governor may, by proclamation published in the Gazette, repeal the existing Society Act and the rules.	35 36

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<b>8</b>	<b>Exclusion of Corporations legislation that applies to the registered Society as federal law</b>	1 2
(1)	<b>Application of section</b>	3
	This section enables the regulations to exclude the operation of provisions of the Corporations legislation that would otherwise apply to the registered Society (or a matter relating to the registered Society) as a law of the Commonwealth.	4 5 6 7
(2)	<b>Declarations under section 5F of the Corporations Act</b>	8
	The regulations may declare any matter relating to the registered Society to be an excluded matter for the purposes of section 5F of the Corporations Act in relation to:	9 10 11
	(a) the whole of the Corporations legislation, or	12
	(b) a specified provision of that legislation, or	13
	(c) that legislation other than a specified provision, or	14
	(d) that legislation otherwise than to a specified extent.	15
	<b>Note.</b> Section 5F of the Corporations Act provides that if a State law declares a matter to be an excluded matter for the purposes of that section in relation to all or part of the Corporations legislation of the Commonwealth, the provisions that are the subject of the declaration will not apply in relation to that matter in the State concerned.	16 17 18 19 20
(3)	<b>Declarations under section 5G of the Corporations Act</b>	21
	The regulations may declare any provision of this Act relating to the registered Society to be a Corporations legislation displacement provision for the purposes of section 5G of the Corporations Act (either generally or specifically in relation to a provision of the Corporations legislation).	22 23 24 25 26
	<b>Note.</b> Section 5G of the Corporations Act provides that if a State law declares a provision of a State law to be a Corporations legislation displacement provision, any provision of the Corporations legislation with which the State provision would otherwise be inconsistent does not apply to the extent necessary to avoid the inconsistency.	27 28 29 30 31
(4)	<b>Definition</b>	32
	In this section:	33
	<i>matter</i> includes act, omission, body, person or thing.	34

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<b>Part 3</b>	<b>Miscellaneous</b>	1
<b>9</b>	<b>Regulations</b>	2
(1)	The Governor may make regulations, not inconsistent with this Act, for or with respect to any matter that by this Act is required or permitted to be prescribed or that is necessary or convenient to be prescribed for carrying out or giving effect to this Act.	3 4 5 6
(2)	Without limiting subsection (1), the regulations may contain provisions of a savings or transitional nature consequent on the enactment of this Act.	7 8 9
(3)	Any such provision may, if the regulations so provide, take effect from the date of assent to this Act or a later date.	10 11
(4)	To the extent to which any such provision takes effect from a date that is earlier than the date of its publication in the Gazette, the provision does not operate so as:	12 13 14
(a)	to affect, in a manner prejudicial to any person (other than the State or an authority of the State), the rights of that person existing before the date of its publication, or	15 16 17
(b)	to impose liabilities on any person (other than the State or an authority of the State) in respect of anything done or omitted to be done before the date of its publication.	18 19 20
<b>10</b>	<b>Effect of this Act on contracts, instruments and related matters</b>	21
	The operation of this Act is not to be regarded as:	22
(a)	a breach of contract or confidence or otherwise as a civil wrong, or	23 24
(b)	a breach of any instrument (including, without limitation, any provision prohibiting, restricting or regulating the assignment or transfer of assets or liabilities), or	25 26 27
(c)	an event of default under any contract or other instrument, or	28
(d)	giving rise to any remedy by a party to a contract or other instrument, or as causing or permitting the termination of, or exercise of rights under, any contract or other instrument.	29 30 31
<b>11</b>	<b>Exemption from State tax</b>	32
(1)	In this section:	33
	<i>exempt matter</i> means any of the following:	34
(a)	the registration of the Society as a company under Part 5B.1 of the Corporations Act,	35 36

Clause 12 Bible Society NSW (Corporate Conversion) Bill 2008

Part 3 Miscellaneous

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(b) such other matters in connection with this Act as may be prescribed by the regulations. 1  
2

*State tax* means application or registration fees, duty under the *Duties Act 1997* or any other tax, duty, fee or charge imposed by any Act or law of the State. 3  
4  
5

(2) State tax is not payable in relation to: 6

(a) an exempt matter, or 7

(b) anything done because of, or for a purpose connected with or arising out of, an exempt matter. 8  
9

**12 Amendment of other legislation** 10

The Acts and Regulation specified in Schedule 1 are amended as set out in that Schedule. 11  
12

<b>Schedule 1</b>	<b>Amendment of other legislation</b>	1
	(Section 12)	2
<b>1.1</b>	<b>Charitable Fundraising Regulation 2008</b>	3
	<b>Clause 6 Religious organisations exempt from Act</b>	4
	Omit “NSW Auxiliary of the British and Foreign Bible Society (trading as Bible Society NSW)”.	5
		6
	Insert in alphabetical order in the list of religious bodies or religious organisations:	7
		8
	Bible Society NSW	9
<b>1.2</b>	<b>Subordinate Legislation Act 1989 No 146</b>	10
	<b>Schedule 4 Excluded instruments</b>	11
	Insert at the end of the Schedule (with appropriate item number):	12
	Regulations under the <i>Bible Society NSW (Corporate Conversion) Act 2008</i> .	13
		14
<b>1.3</b>	<b>The New South Wales Auxiliary of The British and Foreign Bible Society Incorporation Act 1928</b>	15
		16
<b>[1]</b>	<b>Section 3A</b>	17
	Insert after section 3:	18
	<b>3A Change of name and objects of body corporate</b>	19
	(1) On and from the commencement of this section:	20
	(a) the corporate name of the body corporate constituted by this Act is to be “Bible Society NSW”, and	21
		22
	(b) the objects of the body corporate are to be those specified by section 5 (as substituted by the <i>Bible Society NSW (Corporate Conversion) Act 2008</i> ), and	23
		24
		25
	(c) a reference in any instrument to “The New South Wales Auxiliary of The British and Foreign Bible Society” or “New South Wales Auxiliary of The British and Foreign Bible Society” is taken to be a reference to “Bible Society NSW”.	26
		27
		28
		29
		30

- (2) The alteration of the name and the objects of the body corporate effected by the operation of subsection (1) does not operate: 1  
2
- (a) to create a new legal entity, or 3
  - (b) to prejudice or affect the identity of that body or its continuity as a body corporate, or 4  
5
  - (c) to affect the property, or the rights and obligations, of the body, or 6  
7
  - (d) to render defective any legal proceedings by or against that body, 8  
9
- and any legal proceedings that could have been continued or commenced by or against that body in its former corporate name may be continued or commenced by or against it in its new corporate name. 10  
11  
12  
13
- (3) The operation of this section is not to be regarded as: 14
- (a) a breach of contract or confidence or otherwise as a civil wrong, or 15  
16
  - (b) a breach of any instrument (including, without limitation, any provision prohibiting, restricting or regulating the assignment or transfer of assets or liabilities), or 17  
18  
19
  - (c) an event of default under any contract or other instrument, or 20  
21
  - (d) giving rise to any remedy by a party to a contract or other instrument, or as causing or permitting the termination of, or exercise of rights under, any contract or other instrument. 22  
23  
24  
25
- (4) This section applies despite anything to the contrary in this Act (particularly, section 3) or an instrument made under this Act (including the rules). 26  
27  
28
- (5) In this section: 29
- instrument** means an instrument (other than this Act or an instrument made under this Act) or any other document that creates, modifies or extinguishes rights or liabilities (or would do so if lodged, filed or registered in accordance with any law), and includes any judgment, order, process or other instrument issued by a court or tribunal. 30  
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32  
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<b>[2] Section 5</b>	1
Omit the section. Insert instead:	2
<b>5 Objects of body corporate</b>	3
The objects of the body corporate are the advancement of the Christian faith by:	4
	5
(a) encouraging the wider circulation and use of the Holy Scriptures in every language and dialect throughout the world, and	6
	7
	8
(b) co-operating with other Christian organisations or any other Bible Society or person for the attainment of these objects, and	9
	10
	11
(c) acting as trustee and performing and discharging the duties and functions incidental to acting as trustee where this is incidental or conducive to the attainment of these objects, and	12
	13
	14
	15
(d) doing such other things as are incidental or conducive to the attainment of these objects.	16
	17