

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.

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.