



Recommended for voting

The Incorporated Societies' Act, 2022

RULES

of

Scripture Union in New Zealand Incorporated

**This version adopted by the Annual Meeting -September 2024**

THE INCORPORATED SOCIETIES ACT, 2022

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**RULES**

**Of**

**SCRIPTURE UNION IN NEW ZEALAND INCORPORATED**

**NAME**

1. The name of the Society is "Scripture Union in New Zealand Incorporated".

**OFFICE**

2. The registered office of the Society shall be at Wellington or at such other place or places in New Zealand as the Society may from time to time determine.

**PRIMARY OBJECTS**

3. The Society is evangelical and interdenominational in fellowship and function and the primary objects for which the Society is established are:

- (a) to lead children and young people to personal faith in the Lord Jesus Christ;
- (b) to encourage children and young people to acknowledge and witness to such faith in their own schools;
- (c) to encourage the regular and intelligent reading of the Bible;
- (d) to encourage the development of Christian character;
- (e) to teach the nature and obligations of the Christian vocation;
- (f) to uphold the principles of the Christian home;
- (g) to give instruction in methods of evangelism of children and young people; and
- (h) while always evangelical and interdenominational in fellowship and function to encourage young people to active connection with and regular worship in a congregation or assembly of the Christian Church.

**SECONDARY OBJECTS**

4. The secondary objects for which the Society is established are:

- (a) to produce, publish, and distribute any newspapers, magazines, and books, leaflets or any other form of literature for the promotion of the Society's objects or any of them;
- (b) to purchase lease or otherwise acquire and hold lands buildings and real and/or personal estate and property of every description or any interest in the same respectively and to hire or take on lease or on a tenancy of any duration any camp site building dwelling-house room hall tent boat car truck or other form of property anywhere in New Zealand;
- (c) to erect maintain and alter any buildings upon any land held by or belonging or leased to the Society and to provide or furnish the same with all proper and necessary fixtures, furniture, fittings, apparatus, appliances, conveniences and accommodation;
- (d) to sell, improve, manage, develop, lease, mortgage, exchange, dispose of, turn to account or otherwise deal with all or any part of the property and rights for the time being of the Society;

(e) to borrow or raise money by way of bonds, debentures, debenture stock, bills of exchange, promissory notes, Bank overdraft or other obligations or securities of the Society, or upon mortgage hypothecation or charge of the property of the Society, or otherwise in such a manner as may seem expedient;

(f) to receive any gift legacy or devise of property real or personal whether subject to any special trust or not but so that the Society may nevertheless decline and refuse to accept any gift or donation;

(g) to invest and deal with any moneys of the Society not immediately required for any of the objects aforesaid, in such manner as the Society may think fit;

(h) to manufacture, buy, sell, supply and deal in goods of all kinds calculated to further the objects of the Society;

(i) to institute conduct, defend or compromise any proceedings at law by or against the Society or the Officers or employees thereof;

(j) to do all or any of the above things as principal trustee agent or otherwise and either alone or in conjunction with or through or by means of any other trust, corporate body or person;

(k) in furtherance of the objects of the Society to provide gratuitously or otherwise for the training of teachers or assistants in any activity carried on by the Society;

(l) to employ executive Officers and staff workers to carry out the purposes of the Society, and to act as a responsible employer; and

(m) to do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

#### **USE OF INCOME AND PROPERTY**

5. The income and property of the Society, whencesoever derived, shall be applied solely in New Zealand towards the promotion of the objects of the Society, as set forth in these Rules, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to the members of the Society, provided that nothing herein contained shall prevent the payment in good faith of remuneration to any staff of the Society or to any member thereof, or any other person in return for any services actually rendered to the Society, nor prevent payment of interest at a rate not exceeding normal market rates on any money borrowed from any member of the Society.

6. If on the winding up or dissolution of the Society there remains after payment of all its debts and liabilities any property or assets whatsoever, the same shall not be paid to or distributed among the members of the Society but shall, by the prior or simultaneous resolution of the members of the Society in general meeting, be given or transferred to one or more organisations which are charitable in terms of New Zealand law and have Christian purposes similar to one or more of the primary objects of the Society as set out in clause 3 of the Rules; or to trustees or any organisation to hold and apply such funds for any one or more charitable Christian purposes similar to any of the primary objects, as may be specified in such resolution. In so far as any property or assets are not disposed of pursuant to such a resolution, such property or assets shall be applied to such charitable Christian objects (being as far as practicable an object similar to a primary object) as may be determined by the High Court of New Zealand on application by any member or members of the Society.

#### **MEMBERSHIP**

7. A member of Scripture Union will be anyone who falls within one or more of the categories listed in clause 8 and who has applied to the Board to become a member and has been accepted. Members will be required to indicate their acceptance of the Scripture Union Statement of Faith.

(a) Members will be required to affirm the continuation of their membership every three years.

(b) Scripture Union will keep a register of members including:

- I. Name;
- II. Last known name;
- III. Last known contact details (phone, email, and physical address where available);
- IV. Date membership commenced; and for past members,
- V. Date membership ceased.
- VI. The register will be reviewed and updated in the three months prior to AGM each year.

8. Eligibility:

(a) Members of the Board and the President.

(b) Volunteers and supporters of Scripture Union.

(c) Staff of Scripture Union.

### **STATEMENT OF FAITH**

9. All members and persons elected to office under authority of these Rules shall, upon taking up their position, signify in writing their acceptance of and agreement with the Statement of Faith of Scripture Union New Zealand at the end of these Rules, and shall be deemed to have resigned on ceasing to adhere to the same of which the Board shall be the judge.

10. The membership of any member of the Society shall be deemed to be personal and shall forthwith cease to exist in the event of any member dying, resigning or becoming insolvent, bankrupt or lunatic or ceasing to permanently be a resident in New Zealand or denying any of the doctrines contained in the Statement of Faith or on being requested in writing in pursuance of a resolution carried by at least three quarters of the members of the Society to retire from membership of the Society.

11. The Board has the power also to remove from membership and office by a majority vote any person or persons who act in contradiction to the Statement of Faith or who bring the organisation into disrepute or who are unable to resolve issues of significant difference with governance, staff or volunteers.

### **GENERAL MEETINGS**

12. The final management and control of and responsibility for the activities business and affairs of the Society shall be vested in the members of the Society meeting in general meeting which may exercise all such powers and do all such acts and things as are within the scope of these Rules.

13. Scripture Union will hold a general meeting every calendar year as its Annual General Meeting and shall specify the meeting as such in the notices calling it. The Annual General Meeting shall be held within six calendar months of the balance date.

14. *The Annual General Meeting* shall be responsible for:

- (a) amendments to these Rules;
- (b) the election of Officers and appointment of members of the Board;
- (c) election of a President in accordance with these Rules;
- (d) ratifying appointments to the 'Advisory Group';
- (e) receiving Annual Reports;
- (f) receiving and adopting the Annual Statement of Income and Expenditure, the Balance

Sheet and the Budget; and

(g) appointing Auditors for the Society.

### **NOTICE OF GENERAL MEETINGS**

15. The Board may whenever they think fit convene an Extraordinary General Meeting and shall do so if required by 20% of members. Should the Board fail to convene such meeting within 28 days of receiving notice to convene such meeting the requisitionists may do so at the expiration of such 28 days.

16. A minimum of 14 days' notice of every Annual General Meeting and 14 days' notice of every Extraordinary General Meeting (exclusive in every case of the day for which it is given) specifying the place, the day and the hour of meeting, and in the case of special business, the general nature of that business shall be given in manner provided in Rule 47 to every member of the Society but with the consent of a majority of the members entitled to receive notices thereof, an Extraordinary General Meeting may be convened by such notice as those members think fit.

### **PROCEEDINGS AT GENERAL MEETINGS**

17. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the income and expenditure account and balance sheet and the reports of the Officers of the Society and auditors, the election of the Officers of the Society and members of the Board and the appointment of the Auditors.

### **ELECTION OF OFFICERS**

18. At the Annual General Meeting, members shall vote on the nominations for the positions of Chairperson and Treasurer who shall be the Officers of the Society. The members may also appoint a Deputy Chairperson who shall also be an Officer of the Society.

(a) The members shall also elect at the Annual General Meeting the remaining members of the Board.

(b) No staff person, with the exception of the National Director, may become a member of the Board.

(c) The Treasurer may be (but is not required to be) a member of the Board.

### **PRESIDENT AND ADVISORY GROUP**

19. The members shall have power to nominate and appoint as President and members of the Advisory Group men and women who are known to adhere to the Statement of Faith and who by reason of their standing in the Christian community will in the opinion of the members further the interests of the Society by their identification with it because of the skills and experience they contribute. The President and members of the Advisory Group shall hold office until the Annual General Meeting following their appointment and shall be eligible for re-election.

### **QUORUM**

20. No business shall be transacted at a general meeting unless a quorum is present when the meeting proceeds to business. A quorum shall be the lesser of 25% of the membership or 20 members.

21. The Chairperson of the Board for the time being shall preside at any general meeting. In the absence of the Chairperson, the Deputy Chairperson will preside or the members present at the meeting shall elect one of their number to preside at such meeting.

22. The Chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a general meeting from time to time and from place to place. Whenever a meeting is adjourned for 30 days or more notice of the adjourned meeting shall be given in the same manner as for an original general meeting.

## **VOTING**

23. Every member shall have one vote and no more except as is otherwise provided by these Rules. At all general meetings unless otherwise provided in these Rules, a resolution put to the meeting shall be decided on a show of hands by a majority of members present in person, and entitled to vote, unless a poll is demanded before or upon the declaration of the result of the show of hands by the Chairperson, or at least three members present in person and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried or lost and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. If a poll be demanded in the manner aforesaid it shall be taken at such time and place and in such manner as the Chairperson of the meeting shall direct and the result of the poll shall if carried by a majority of members voting be deemed to be the resolution of the meeting at which the poll was demanded.

(a) Voting on the election of Officers and amending these Rules, shall require a 75% vote of members present or represented by a proxy.

(b) Procedure for voting by proxy.

- I. Voting at a general meeting, shall be by members, or their proxy, signifying individually their intention by the voting method determined by the Chairperson.
- II. Nominated proxy voters must also be members.

## **THE BOARD**

24. The responsibility of the Board is to:

- (a) safeguard the Vision, Aims and Values, and financial probity of the Society;
- (b) maintain the doctrinal integrity of the Society;
- (c) develop the vision and strategic direction, in conjunction with the National Director;
- (d) approve the budget for presentation to the annual meeting and monitor income and expenditure of the organisation and to report to the Annual Meeting the financial position;
- (e) recommend nominations to the Annual General Meeting for President, Advisory Group, and for the role of Chairperson, Deputy Chairperson, Treasurer and elected members of the Board;
- (f) appoint the National Director on such terms of salary, tenure and other conditions of appointment including job description as the Board sees fit, subject to provisions of these Rules. Complete at least annually the National Director's performance review;
- (g) delegate management of the Society to the National Director;
- (h) approve annual strategic plans and key performance indicators for the National Director; prepared by the National Director in conjunction with the Board and to regularly monitor progress;
- (i) set and monitor the application of policies that guide the operation of the Society;
- (j) approve applications for ministry initiatives that may be different to the Society's regular ministry;
- (k) affirm the bicultural heritage of Aotearoa/New Zealand, and to ensure that the Society reflects this diversity and works with an inclusive approach; and

(l) continue a close relationship with Scripture Union movements in other parts of the world and the Pacific in particular.

#### **BOARD COMPOSITION:**

25. The Board shall consist of at least three and not more than nine members including:

- a) The Chairperson,
- b) The National Director (ex-officio),
- c) and other members with experience relevant to the governance of Scripture Union ministries elected by the Annual General Meeting.

Any nominee for a Board position shall confirm in writing that they consent to being a Board member and are not disqualified under Section 47(3) of the 2022 Incorporated Societies Act.

25A For the purposes of the 2022 Incorporated Societies Act the National Director shall be the contact person for Scripture Union.

26. The Board has the power to co-opt to vacant positions (including to the positions of Chairperson, Deputy Chairperson and Treasurer) up to a maximum of three positions until the following Annual General Meeting.

27. The positions of Chairperson, Deputy Chairperson, and Treasurer (whether or not the Treasurer is a member of the Board), are to be held for two years, and may be re-elected.

- a) Other members of the Board are elected for up to a five year term.
- b) No person shall be elected to any position after 10 years of continuous service.
- c) Members may stand for re-election after a three year interval.

28. A person should not normally be considered for a Board position who has less than 12 months involvement with Scripture Union.

29. The office of a member of the Board shall be forthwith vacated:

- a) if he or she ceases to be a member of the Society; or
- b) if by notice in writing to the Chairperson of the Board for the time being he or she resigns his office: or
- c) Become disqualified from being an officer under Section 47(3) of the Incorporated Societies Act 2022
- d) Dies; or
- e) Otherwise vacates office in accordance with these rules.

30. Meetings of the Board shall be convened at such times and at such places upon notice to the members thereof as the Board shall itself determine or as the Chairperson of the Board or any three members of the Board may direct.

31. Meetings of the Board shall be presided over by the Chairperson of the Board or in their absence, the Deputy Chairperson, or in the absence of both such person as the members of the Board present at any such meeting may themselves elect.

#### **PROCEDURE AT BOARD MEETINGS**

32. The Board may adjourn and otherwise regulate their meetings in such manner as the Board shall subject to the provisions of these Rules think fit. At meetings of the Board, a majority of its members shall be the quorum necessary for the transaction of business. No resolution shall be passed at any meeting except by a majority consisting of three-quarters of the members present. Three days' notice

shall be given of every meeting.

32A. Board members shall declare any conflicts of interest, as defined in Section 62 of the Incorporated Societies Act 2022, as they arise. A register of any such conflicts will be maintained by the Board.

#### **ALTERNATIVE METHODS OF MEETING**

33. From time to time it may be necessary for the Board to meet by means of audio or audio visual communication by which all the Board members participating and constituting a quorum can simultaneously hear each other throughout the meeting.

#### **POWERS OF DELEGATION**

34. The Board may, subject to any resolution of the Annual General Meeting, delegate any of its powers to committees consisting of such member or members of the Society as the Board shall think fit and any Committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Board or by the Annual General Meeting. The meetings and proceedings of any such Committee shall be governed by the provisions of these Rules for regulating the meetings and proceedings of the Board so far as applicable and not be superseded by regulations made by the Annual General Meeting. Any such Committee shall have power to co-opt such persons not exceeding in number two thirds of the number of the members of the Society forming such Committee to carry out the work of the Committee more effectively and it shall not be necessary for co-opted members of a Committee to be members of the Society but such persons so co-opted shall act in an advisory capacity only and shall have no power to vote at any meeting of such Committee. The chairperson of any such Committee shall always be a member of the Society.

#### **COMMON SEAL**

35. The Society shall have a Common Seal with power from time to time to destroy the same and substitute a new seal in lieu thereof and the Common Seal for the time being of the Society shall be kept under such custody and control as the Annual General Meeting or the Board shall from time to time prescribe and in the absence of any prescription in that behalf shall be kept in the custody of the Chairperson.

36. The Common Seal of the Society shall not be used except in pursuance of a resolution of the Board. Any deed, document, debenture, security or other contract which is required to be under the Common Seal of the Society by Section 15 of the Incorporated Societies Act, 1908, or which the Board may by resolution determine shall be under the Common Seal of the Society shall have the Common Seal affixed thereto in the presence of any one officer of the Society and any two other members of the Board as may be authorised in that behalf by resolution of the Annual General Meeting or in lieu by the Board.

#### **FINANCE**

37. The Board may establish a Finance, Remuneration & Audit group, or equivalent, and set its terms of reference.

38. The general funds of the Society shall be under the control of the Annual General Meeting or under the control of the Board in pursuance of any delegation thereto.

39. The Annual General Meeting or, in lieu thereof, the Board will ensure satisfactory accounting with respect to:

- a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
- b) all sales and purchases of goods by the Society; and
- c) the assets and liabilities of the Society.

40. The books of account shall be kept at the registered office of the Society or at such other place or



places as the Annual General Meeting or, in lieu thereof, the Board shall think fit and shall always be open to inspection by members of the Society

41. All funds of the Society shall be invested to the credit of the Society in New Zealand in public sector investments, registered banks, and such other investments as approved by the Board. The Board will establish a policy in relation to the ethical investment of funds.

42. Official receipts for subscriptions, donations or payments to the Society shall be given by the Treasurer or another member or employee of the Society duly authorised by the Annual General Meeting or, in lieu thereof, by the Board. All cheques shall be signed as may be directed from time to time by the Annual General Meeting or, in lieu thereof, by the Board.

43. All funds or property of the Society not impressed with a trust for any particular charitable object shall be available at the discretion of the Annual General Meeting or of the Board for the objects of the Society in any part of the Society's sphere of operations.

44. At the Annual General Meeting in every year the Treasurer shall present a proper income and expenditure account for the period since the last preceding account made up to a date not more than 12 months before such meeting together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Treasurer and the Auditors of the Society and copies of such account balance sheet and reports (including every document required by law to be annexed or attached thereto) shall be available not less than seven days before the date of the Annual General Meeting to any member who requests them. A summarised version shall be sent to all persons entitled to receive notice of a General Meeting of the Society not less than seven days before the date of the Annual General Meeting.

#### **AUDIT**

45. The Annual General Meeting shall annually appoint one or more Auditors who shall audit the accounts of the Society once every year and such Auditor or Auditors shall have access at all reasonable times to the books and accounts of the Society and shall make a report to the Annual General Meeting on the accounts and state whether the same exhibit a true and correct record and view of the affairs of the Society.

#### **MINUTES**

46. The Annual General Meeting, the Board and any Committee of the Society shall cause minutes:

- a) of all appointments of Officers and other persons under the provisions of these Rules;
- b) of the names of the persons present at each general meeting, of Board meeting and meeting of any Committee of the Society;
- c) of all resolutions and proceedings of each general meeting, Board meeting and meeting of any Committee of the Society,
- d) to be duly entered in the books provided for the purpose and any such minutes, if purporting to be confirmed at and signed by the Chairperson of the next succeeding meeting, shall be receivable as prima-facie evidence of the matters stated in such minutes.

#### **NOTICES**

47. A notice may be served by the Society upon any member either personally or by sending it through the post addressed to such member at his registered address. Any notice served by post shall be deemed to have been served on the third day following that on which such notice is posted.

## **RELATIONSHIP WITH OTHER MOVEMENTS**

48. The Society, while being autonomous and self-governing, shall maintain the fullest fellowship with Scripture Union movements around the world.

## **WINDING UP**

49. In accordance with Clause 24 of the Incorporated Societies Act 1908, the Society shall be wound up or dissolved voluntarily whenever a resolution to wind up or dissolve has been passed by a simple majority at an Extraordinary General Meeting. Such resolution shall be confirmed by a resolution passed by a like majority at a subsequent Extraordinary General Meeting called for that purpose and held not earlier than thirty days after the meeting at which the resolution so to be confirmed was passed.

## **ALTERATION OF RULES**

50. Subject to the further requirements set forth in Section 21 of the Incorporated Societies Act 2022, and its amendments, these Rules may be altered added to or rescinded by the Society in manner following:

(a) in the case of any alteration or addition to the Primary Objects of the Society set forth in Clause 3 of these Rules or to the Statement of Faith attached as Appendix 1 of these Rules by a resolution passed by three quarters of members present at an Annual General Meeting which resolution shall also be agreed to in writing by three quarters of members of the Society who shall not have been present at the meeting at which such resolution was passed; and

(b) in the case of any other alteration of or addition to these Rules by resolution passed by three quarters of members present at an Annual General Meeting at which such resolution is passed or, if not so present who shall have signified in writing their vote in favour of such resolution.

## **DISPUTE RESOLUTION**

51. Where a dispute arises between any party and the Board it shall be resolved in manner following:

- a) The party raising the dispute should notify the Board in writing of their dispute and the nature of the dispute.
- b) The Board should, as soon as practical, attempt to resolve the matter with the party raising the dispute.
- c) If the matter cannot be resolved to the satisfaction of both parties the Board should appoint a mediator drawn from the Advisory Committee.
- d) If the matter cannot be resolved by the mediator the party raising the dispute may wish to further pursue the matter with the Charities Commission.

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## **Appendix 1.**

### The Statement of Faith

- (a) The Unity of the Father, the Son and the Holy Spirit in the Godhead.
- (b) The Sovereignty of God in creation, providence, revelation, redemption and final judgement.
- (c) The divine inspiration and entire trustworthiness of Holy Scripture and its supreme authority in all matters of faith and conduct.
- (d) The sinfulness and guilt of people since the fall, rendering them subject to God's wrath and condemnation.
- (e) Redemption from the guilt, penalty and power of sin solely through the sacrificial death (as our representative and substitute) of Jesus Christ the incarnate Son of God.
- (f) The bodily resurrection of the Lord Jesus Christ from the dead, and His ascension to the right hand of God the Father.
- (g) The necessity of the work of the Holy Spirit to make the death of Christ effective to the a. individual sinner, granting them repentance towards God and faith in our Lord Jesus Christ.
- (h) The justification of the sinner by the grace of God through faith in Christ alone.
- (i) The indwelling and work of the Holy Spirit in the believer.
- (j) The one holy universal church which is the body of Christ, and to which all true believers belong.
- (k) The expectation of the personal return of the Lord Jesus Christ.