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CEBS - THE ANGLICAN BOYS' SOCIETYPROVINCE OF QUEENSLANDCONSTITUTION

(passed 14 February 1976)
(amended 19 AUGUST 1991)

1. NAME The name of the Society is "CEBS - The Anglican Boys' Society in the Province of Queensland".
2. OBJECTS The objects of the Society are -
 - (a) to bring boys and young men to commit themselves to Christ and his Church;
 - (b) to help them to realise their privileges and responsibilities as disciples of Jesus Christ;
 - (c) to band them together for Jesus and his Church;
 - (d) to promote opportunities for spiritual, mental, physical and social development;
 - (e) to encourage them to live according to their Rule of Life.
3. AFFILIATIONS
 - (a) The Society is an integral part of, and exists under the National Constitution of, CEBS - The Anglican Boys' Society in Australia;
 - (b) the Society is associated with the Anglican Men's Society.
4. MEMBERSHIP The Society shall consist of -
 - (a) Members as defined under Diocesan Constitutions;
 - (b) persons who hold office under this Constitution (for their term of office); and
 - (c) other persons as determined by Provincial Council.
5. ORGANIZATION
 - (a) A Branch of the Society exists in accordance with the provisions of the Constitution of the Society in the diocese where the Branch is formed;
 - (b) the Branches in any Diocese in the Province may organise under a Diocesan Constitution; such Constitution shall be registered with the Provincial Council, which shall be notified of any changes as they occur;
 - (c) where no such Diocesan Constitution exists, the Provincial Council shall determine under which appropriate Diocesan Constitution of the Society the Branch shall operate;
 - (d) Provincial Council may make provision for Lone Members.
6. PROVINCIAL COUNCIL The controlling body of the Society shall be the Provincial Council, which may exercise the powers of the Society except where specifically excluded by this Constitution, which shall interpret the Constitution, and which shall consist of -

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6. PROVINCIAL COUNCIL (continued)

- (a) the diocesan bishop of each diocese of the Province of Queensland where a Diocesan Constitution exists, or a person appointed by him; the office of President of the Society shall be held by one of them for a consecutive period of not more than one year, as determined from time to time by resolution of the Provincial Council, and the others of them shall be Vice-Presidents of the Society;
- (b) two delegates appointed by the controlling body of the Society in each diocese of the Province where a Diocesan Constitution exists, for such term as the appointing controlling body in each case determines;
- (c) the Executive Officer for the tenure of office.

7. OFFICERS

- (a) The Provincial Council shall appoint an Executive Officer and may regulate from time to time the term of office and functions;
- (b) at any meeting of the Provincial Council before proceeding to business shall elect one of their number to be Chairman of the meeting;
- (c) the Provincial Council may appoint Commissioners and other officers and may regulate from time to time their term of office and functions.

8. POWERS The Society shall have the following powers -

- (a) to purchase or by any other means acquire real property and any estate or interest in and any rights privileges and easements over or in respect of real property and to purchase and by any other means acquire personal property and to improve develop sell mortgage transfer lease let exchange hypothecate and (without limiting the effect of the foregoing general words) in any other manner dispose of or deal with or use such property or rights or any of them or any part thereof;
- (b) to raise or borrow money and secure the repayment thereof in such manner as the Society thinks fit with power to issue debentures grants mortgages charges or securities upon all or any of the property real or personal both present and future of the Society and to redeem or pay for either wholly or in part any existing or future security;
- (c) to enter into all necessary contracts for the carrying out of the improvement extension or beautification of the Society's property;
- (d) to accept any gifts of property whether subject to any special trusts or not for any one or more of the objects of the Society;
- (e) to invest in securities or otherwise to deal with the moneys of the Society in such manner as may from time to time be determined by the Provincial Council;

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8. POWERS (Continued)

- (f) to employ officers agents and servants in pursuance of the objects of the Society;
- (g) to hold and administer property in trust;
- (h) generally to do and perform such other acts as may appropriately be incidental or conducive to the attainment of the objects of the Society.

9. TRUSTEES The property of the Society both real and personal (save and except the ordinary working capital or such other property not being real property as the Society or the Provincial Council may prescribe) shall be vested in one or more trustees (hereinafter referred to as "the trustees") to be appointed by the Council to be dealt with by them as the Council shall from time to time direct by resolution (of which an entry in the minute book shall be conclusive evidence). The trustees shall be indemnified against risk and expense out of the property of the Society. The trustees shall hold office until death or resignation or until removed from office by a resolution of the Council duly agreed to pursuant to this Constitution, which may for any reason which may seem sufficient to those agreeing to the resolution remove any trustee or trustees from the office of trustee. If by reason of any such death, resignation or removal it shall appear necessary to the Council that a new trustee or trustees shall be appointed or if the Council shall deem it expedient to appoint an additional trustee or additional trustees the Council shall by resolution nominate the person or persons to be appointed the new trustee or trustees. For the purpose of giving effect to such resolution the Executive Officer is hereby nominated as the person to appoint new trustees of the Society within the meaning of the Trusts Act 1973 or any Act passed in amendment thereof or in substitution therefor and shall by deed duly appoint the person so nominated by the Council as the new trustee of the Society and the provision of the said Act shall apply to any such appointment. Any statement of fact in any such deed of appointment shall in favour of a person dealing bona fide and for value with the Society or the Council be conclusive evidence of the fact so stated. A body corporate may be appointed as trustee pursuant to this section to act as sole trustee or jointly with any other trustee or trustees.

10. RESOLUTIONS & BYLAWS

- (a) At a meeting of the Provincial Council a resolution may, subject to this Constitution, be passed by a majority of the members present and voting thereon;
- (b) the Provincial Council may pass a resolution which is circulated in writing by the Executive Officer to all members of the Council, provided that a majority of the members of the Council agree and signify their agreement in writing to the Executive Officer;
- (c) the Provincial Council may from time to time by resolution agreed to by a majority of the members of the Council enact, amend or repeal Bylaws of the Society prescribing anything necessary or convenient for carrying out and giving effect to any part of this Constitution or for controlling and regulating the administration of the affairs of the Society provided that such Bylaws do not conflict with the provision of this Constitution.

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11. MEETINGS

(a) A meeting of the Provincial Council may be called by the Executive Officer, who will in turn call a meeting of the Council at the written request of two members of the Council;

(b) when the Executive Officer calls a meeting of the Council he/she shall circulate to members of the Council details of any business to be considered at the meeting of which he/she has given notice, but this shall not preclude the Council from resolving to deal with any other business at this meeting;

(c) for all meetings of the Provincial Council the quorum shall be five members;

(d) a member of the Council may appoint a person to exercise a proxy vote for them at a meeting of the Council, and in that event the member shall be counted as present in determining whether a quorum exists.

12. AMENDMENT

(a) Any amendment to this Constitution shall first be passed by a majority of the members of the Provincial Council;

(b) an amendment so passed shall be notified by the Executive Officer to the controlling body of the Society in each diocese of the Province where a Diocesan Constitution exists; and shall be deemed effective three months after it shall have been so notified, unless any of the said controlling bodies shall have objected to the amendment and the Executive Officer shall have received that objection within the said three-month period.

13. DISSOLUTION OF THE SOCIETY If a resolution for the dissolution of the Society shall be passed by a majority of the members of the Provincial Council and such resolution shall be confirmed by the controlling body of the Society in each diocese of the Province where a Diocesan Constitution exists, the Provincial Council shall thereupon or at such future date as shall be specified in such resolution proceed to realize and procure the trustees to realize the property of the Society and after the discharge of all liabilities shall pay or transfer and direct the trustees to pay or transfer the same to The Corporation of the Synod of the Diocese of Brisbane upon trust for such charitable body or institution of the Anglican Church in Queensland having objects closely resembling the objects of the Society as the said Corporation in its sole discretion may determine and failing such body or institution then upon trust for such charitable and religious purposes of the said Anglican Church in Queensland as the said Corporation shall in its sole discretion think fit.