###

26 February 2019

###

### Michael Turner

**District Executive Officer**

All District Church Council Members

All Congregation Pastors, Chairpersons, Secretary, and Treasurers

All Heads of Department

Greetings in Christ

**Governance Concerning the Signing of Documents under the Lutheran Church of Australia Queensland District Seal**

**Introduction**

In the normal course of conducting the administration of the Lutheran Church of Australia Queensland District (LCAQD) it is common to enter into contracts that require the application of the LCAQD seal.

The purpose of this document is to ensure:

* Management of risk associated with the approval of contracts;
* Consistency in the approval and use of the Seal of the LCAQD;
* The application of the LCAQD Seal is in accord with the Constitution and By-Laws of the LCAQD (Annex A); and
* The application of the LCAQD Seal is in accord with the Corporations Act 2001 (Annex D)

**Seal Holders**

The constitution of the Lutheran Church of Australia Queensland District (LCAQD) identifies the following positions as Seal Holders:

* The Bishop
* The First Assistant Bishop;
* The Second Assistant Bishop; and
* The Secretary

The Constitution also allows the District Church Council, (the District Church Council is similar to a company’s Board of Directors), to appoint, by resolution other Seal Holders. An extract of the relevant LCAQD By-Law is at Annex A.

The District Church Council will often appoint another three or four executives to act as Seal Holders. They are then subject to the work instruction outlined at Annex B.

**Seal Holder Indemnity**

The LCAQD indemnifies its seal holders against a number of liabilities and actions. A copy of the DCC Resolution (197.05- 27 Oct 2005) is at Annex C.

**Seal Clause**

Accompanying the application of the LCAQD Seal on a document, a seal clause will also be affixed attesting to the authority of the Seal Holders to sign the document. A copy of the seal clause is available on request to District Office. (Annex D)

**Commonwealth Law**

The Commonwealth has legislated a number of minimum requirements pertaining to a Common Seal. (Corporations Act 2001) An extract of these requirements is at Annex E.

**Process**

All persons seeking to have documents signed under the Seal of the LCAQD are required to follow the processes described in this document.

**Assistance**

Assistance relating to the signing of documents under seal can be obtained from District Office.

Yours faithfully,

**Michael Turner**

**District Executive Officer**

|  |  |  |  |
| --- | --- | --- | --- |
| Version | Wriiten by | Reviewed By | Comment |
| 0.01 | M Turner 2 Aug 2011 | RAFC | Initial. For Department Review |
| 0.02 | M Turner 2 Oct 2011 | LEQ LCC | Changes made to seal approval component. For RAFC and DCC approval |
| 0.03  | M Turner 9 Oct 2011 | RAFC | Changes made to seal approval component. For RAFC and DCC approval |
| 1.0 | M Turner 27 Oct 2011 | DCC | Approved by DCC Resolution 27 Oct 2011 |
| 1.1 | M Turner 26 Feb 2019 |  | Replace President with Bishop |
|  |  |  |  |

**Annex A**

**LCAQD By-Law pertaining to the Common Seal**

**BY-LAWS,  PART B,  SCHEDULE VI**

**OFFICERS AND APPOINTEES**

**C.    SEALHOLDERS**

* 1. The District shall have a seal.
	2. The Church Council shall determine from time to time the number of Sealholders to be appointed. The Sealholders shall be appointed by the Church Council and shall hold office at its pleasure. The Sealholders shall keep the seal in a safe place.

2.         The seal of the District shall not be affixed to any document save as herein provided.

3.         No Sealholder shall permit the affixation of the seal to any document, nor shall he/she subscribe his/her name unless the affixation of the seal has been authorised by the District or the Church Council.

\*4.        All documents requiring the affixing of the seal of the District shall be signed by any two of the Bishop, First Assistant Bishop, Second Assistant Bishop,  Secretary,  Treasurer and Sealholders.

(\*DCC Res 181:92)

**Annex B**

**Work Instruction - Use of the LCAQD Seal**

Documents requiring signature may be signed by officers operating within their delegated authority unless there is a requirement for signature under the Common Seal.

If a document is required to be signed under seal the following process must be followed:

1. Attach a Seal Authority Form.
	1. When a document is received and identified as requiring to be signed under Seal, a (pink) Seal Authority Form is to be attached to the document.
	2. A copy of the Seal Authority Form is at Annex F.
2. Obtain authorisation to proceed.
	1. The Senior Manager (CEO/Executive Officer/Director) or Congregation Key Office Holder (Chairperson), hereafter known as ‘the Originator’ must authorise the commencement of the process to seek approval from District Church Council Executive Sealholders.
	2. The Originator completes and signs the Seal Authority Form.
3. Register the Seal Authority Form.
	1. The Originator ensures the Seal Authority Form is registered locally.
	2. The Registration Number is entered by the Originator on the Seal Authority Form.
4. Communicate with District Church Council Executive.
	1. The Originator sends via fax, email, post to all members of the District Church Council Executive (Bishop, First Assistant Bishop, Second Assistant Bishop, Secretary), a completed seal authority form requesting their authority to apply the Seal over the Sealholders’ signatures.
	2. A copy of the seal authority form is sent to the District Executive Officer.
	3. The request must contain sufficient information to enable the District Church Council Executive to make an informed decision.
5. Consolidate Approvals.
	1. The District Church Council Executive Officers will signify approval (or other) for the document to be signed under seal by communicating in writing by fax, emailed scanned copy or hard copy, showing their actual signature to the person seeking approval.
	2. The Originator of the request for District Church Council Executive approval will retain on file a record of all approvals (or other) obtained.
	3. When approval is received from at least three of the District Church Council Executive members, the Originator may move to the Document signing stage of the process.
	4. In the event that approval from three or more District Church Council members cannot be obtained or is refused, the Originator is to advise the District Executive Officer and seek further guidance.
6. Document Signature.
	1. Two Sealholders will confirm that at least three of the District Church Council Executive members have approved the signing of the document under seal.
	2. Two Sealholders must sign while both are together adding their signature in the presence of a witness, who is a JP or Commissioner of Declarations, who will sign and date the document as witness.
	3. Two Sealholders from the same Department may not apply their signature to a document from that Department other than in exceptional circumstances (and then those circumstances must be documented on the Seal Authority Form).
	4. The appropriate Seal Clause label (containing the names of the available Sealholders) may be attached to the document, or entered into the document electronically where possible. A sample of the Seal Clause to be used is available below as Annex D.
7. Application of LCAQD Seal.
	1. The LCAQD Executive Officer will then be requested to apply the Common Seal to the document.
8. Document Storage.
	1. The Originator is responsible for ensuring the ongoing security and storage of a copy of the document signed under Seal.
9. Seal Authority Form.
	1. The Originator retains a copy of the completed Seal Authority Form for storage with the document signed under Seal
	2. The Originator forwards the original completed Seal Authority Form to District Office for District Office action
10. Security.
	1. Documents signed under Seal are valuable items. When documents under Seal are mailed, an Express Post Envelope or Registered Mail must be used when mailing the document.
	2. When mailing a document under Seal, the date mailed, Express Post ID Number or Registered Mail ID and the addressee are to be recorded on the document or Seal Authority Form.
11. Alternate Officers.
	1. In exceptional circumstances, when two or more District Church Council Executives may be absent or, due to other considerations, be unable to consider a request for signature under seal, the District Church Council may appoint from the Council an Alternate Officer to carry out the required functions.
12. Presentation to District Church Council.
	1. District Office presents a consolidated list of all documents signed under Seal to each District Church Council meeting.

**Annex C**

**Seal Holders Indemnity**

***Resolution 197.05***

**Seal holders indemnity**

The LCAQD indemnifies its seal holders against all liabilities, claims, actions, suits, proceedings, demands, looses, damages, costs, fees and expenses whatever incurred, arising out of or in connection with, or in consequence of LCAQD in LCAQD’s capacity as a director in the course of, or in connection with LCAQD accepting the appointment as a director, performing the duties imposed upon LCAQD as a seal holder by law, or failing, neglecting or omitting to perform any duties other than through the actual dishonesty of LCAQD.

**Annex D**

**A copy of the seal clause is available on request to District Office**

**Seal Clause**

THE COMMON SEAL of LUTHERAN CHURCH OF AUSTRALIA

QUEENSLAND DISTRICT A.B.N. 30 051 602 996 was hereunto

 affixed this ............... day of ............... 20xx.by the authority

of the Church and in the presence of ………………………………..

and …………………………………………….. two of the

sealholders thereof who by their signatures hereto certify that

they are the proper officers of the Church to affix the Common Seal.

IN MY PRESENCE ......................................................... JP

**Annex E**

**Extract from Commonwealth Corporations Act 2001 pertaining to Common Seal**

**Common Seal (**Corporations Act 2001)

A company may have a common seal (s123), and then use it to execute documents in accordance with its constitution. It is not compulsory for a company to have a common seal. If a company does have a common seal, it must set out the following information:

1. for a company that has its Australian Company Number (ACN) as its name - the company’s ACN; or
2. otherwise:

the company’s name, the expression 'Australian Company Number' and the company’s ACN; or

if the last 9 digits of the company's ABN are the same, and in the same order, as the last 9 digits of its ACN - the expression "Australian Business Number" and the company's ABN.

ACN or A.C.N. are acceptable abbreviations for Australian Company Number. A company may make contracts and execute documents without using a seal (see s126 and s127).