

1. NAME

The Name of this association shall be

“St Vincent de Paul Society (Canberra/Goulburn) Incorporated”.

2. DEFINITIONS

In this constitution unless the contrary intention appears:

“Annual General Meeting” means the meeting of the Society to be held once in each calendar year.

“Conference” means an organised group of members of the St Vincent de Paul Society (ACT) Incorporated.

“Financial year” means the year ending on 30 June each year.

“Member” means any person duly admitted in pursuance of The Rule and this constitution, to membership of the Society.

“National Council” means that body of persons constituting the Australian National Council of the Society.

“Officer” has the meaning defined in the Act.

“Public Officer” means the person appointed to be the public officer of the association in relation to an incorporated association in accordance with Section 57 of the Act.

“Regional Council” means a council of the Society established within a defined geographical area.

“The Act” means the Associations Incorporations Act 1991.

“The Rule” means The Rule of the St Vincent de Paul Society in Australia as amended from time to time and as set out in the Schedule hereto.

“Society” means the association formed under this constitution.

“Special General Meeting” means the meeting(s) of the members of the Society to be held if and when required.

“Territory” means the Australian Capital Territory of the Commonwealth of Australia.

“Territory Council” means that body of persons constituting the Territory Council of the Society.

3. OBJECTS AND PURPOSE OF THE SOCIETY

(1) The Society is a Catholic, benevolent and charitable organisation whose objects are:

- (a) To follow the teaching and charism of Blessed Frederic Ozanam within the Roman Catholic Archdiocese of Canberra and Goulburn.
- (b) To facilitate the spiritual welfare of members by sharing their skills and talents, and what has been given to the Society, on a person to person basis with those in need.
- (c) To seek to cooperate in shaping a more just, compassionate Australia and to share the Society’s resources with our twinned countries.

- (d) To work with and assist people in need whilst respecting their dignity, share our hope and encouraging them to take control of their own future.
 - (e) To promote informed discussion on the plight of those in need and to advocate improved services and facilities for them.
 - (f) To liaise with and share resources with other charitable and benevolent organisations with the objective of assisting those people in need.
- (2) The property and income of the Society shall be applied solely towards the implementation of the objects or purposes of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to the members of the Society, except in good faith in the promotion of these objects and purposes.

4. SCOPE OF OPERATIONS OF THE SOCIETY

The Society shall operate throughout the Roman Catholic Archdiocese of Canberra and Goulburn, drawing upon the strength of that Archdiocese and sharing its resources across the entire Archdiocese without regard to State or Political boundaries.

5. POWERS

The Society shall have the following powers:

- (a) acquire, hold, deal with, and dispose of, any real or personal property; and
- (b) administer any property on trust; and
- (c) open and operate bank accounts in accordance with current national and international accounting standards; and
- (d) invest its moneys –
 - (i) in any security in which trust moneys may, by Act of Parliament, be invested; or
 - (ii) in any other manner authorised by The Rule of the Society; and
- (e) borrow money upon such terms and conditions as the Society thinks fit; and
- (f) give such security for the discharge of liabilities incurred by the Society as the Society thinks fit; and
- (g) appoint agents to transact any business of the Society on its behalf; and
- (h) enter into any other Contract it considers necessary or desirable.

- (i) to keep its books of accounts in accordance with the current national and international standards adopted within Australia.

6. MEMBERSHIP

(1) “member” means any person duly admitted, in pursuance of The Rule, to membership of the Society:

- (a) No member, or his or her executor or assigns, shall have any rights, title or claim to any property or effects of the Society.
- (b) No member shall be required to contribute towards the payment of any liabilities of the Society.
- (c) The Society shall maintain a register of membership.

(2) Membership shall cease:

- (a) when the member ceases to be actively involved as a member;
- (b) on receipt of a written resignation or advice of an intention to retire from the Society to the Secretary;
- (c) when the member is expelled in accordance with Clause (7).

(3) In the event of any dispute over whether a person is a member of the Society or not, the President of the Territory Council shall decide the issue and his decision shall be final.

7. EXPULSION OF MEMBERS

(1) Subject to this clause, the Territory Council may suspend or expel any member of the Society:

- (a) who commits any breach of this constitution or The Rule or any lawful order or direction of the Territory Council or any annual general or special meeting; or
- (b) who, in the opinion of the Territory Council, is guilty either in or out of the Society of an act, practice, conduct, matter or thing unbecoming a member of the Society or prejudicial to the interests of the Society or calculated in any manner to bring discredit on the Society or its members or to impair or affect the enjoyment of Society property by the members.

(2) The expulsion of a member in pursuance of this clause does not take effect:

- (a) until the expiration of twenty one (21) days after the member has been notified in writing of the Territory Council decision; or

- (b) if the member exercises the right of appeal pursuant to this clause, until the conclusion of a special general meeting convened to hear the appeal, whichever is the later date.
- (3) A member may appeal against a decision of the Territory Council by notifying the Secretary, in writing, of an intention to appeal within twenty one (21) days of having been notified of the decision. Such period of time shall be from the date of the Secretary's letter.
- (4) Upon the receipt of the notice of appeal, the Secretary shall notify the Territory Council and shall cause a special meeting to be held within twenty eight (28) days from the date the Secretary so notifies the Territory Council.
- (5) At a special general meeting called for the purpose of this clause:
 - (a) Territory Council may place before the meeting, details of the grounds of suspension, or expulsion;
 - (b) the member appealing shall be given the opportunity to be present and to be heard and to be assisted by an advocate;
 - (c) the members present shall vote by secret ballot on the question of whether the Territory Council's decision should be revoked or confirmed;
 - (d) in the event of the Territory Council's notice of expulsion being revoked, such notice shall forthwith be withdrawn and the member shall be reinstated, without any loss of rights or privileges.
- (6) The decision of the special general meeting hearing the appeal shall be final.

8. COUNCIL OF MANAGEMENT

- (1) The management of the Society shall be vested in the "Territory Council".

9. TERRITORY COUNCIL

- (1) The Territory Council shall be comprised of the holders of the following offices: -

- The President
- The Vice President/s
- The Secretary
- The Treasurer
- A Youth Representative
- The Presidents of Regional Councils of the Archdiocese of Canberra and Goulburn
- A Spiritual Advisor

- (2) Advisors to the Territory Council shall include:

- The Chief Executive Officer of the Society ("Chief Executive Officer")

Other Advisors as decided by the Territory President

- (3) The role and responsibilities of the President, Vice President(s), Secretary, Treasurer and the Spiritual Advisor are as defined in The Rule.
- (4) The Territory Council may establish such 'Special Works' (as defined in The Rule) and Committees, as it considers necessary.
- (5) The Territory Council shall receive reports from its various Committees and Special Works.
- (6) The Territory Council shall develop and promulgate policy for the management and administration of the Society.
- (7) The President, after consultation, may appoint committees to assist him or her in governing the Society.

10. TERM OF OFFICE AND ELECTION TO THE TERRITORY COUNCIL

- (1) The President of the Territory Council shall be the elected President of the St Vincent de Paul Society Archdiocesan Council of Canberra and Goulburn.
- (2) The appointed members of the Territory Council being the Vice President(s), the Treasurer and Youth Representative shall be appointed by the President of the Territory Council and hold office at the discretion of the President.
- (3) A member of the Territory Council, whose office has, in accordance with The Rule expired, may be extended upon such terms and conditions as approved by the National Council.
- (4) Should any member of the Territory Council:
 - (a) resign; or
 - (b) become incapable to act, or die; or
 - (c) permanently reside outside the Commonwealth of Australia; or
 - (d) be directly or indirectly interested in any contract or proposed contract with the Society and does not declare that interest to the Society; or
 - (e) becomes insolvent under administration; or
 - (f) be absent without the consent of the Territory Council for three consecutive meetings of the Territory Council; or
 - (g) cease to be a member of the Society or is convicted of a criminal offence; or
 - (h) for any reason whatsoever cease to act as a member of the Territory Council;

then, if appropriate or if decided by the Territory Council, the position of such Territory Council member or members on the Territory Council shall be declared vacant by the Territory Council and filled in accordance with The Rule.

11. ANNUAL GENERAL MEETING

- (1) An Annual General Meeting of the Members of the Society shall be held each year at a time and place determined by the Territory Council. The meeting shall be held not later than 30 November in any year.
- (2) The Annual General Meeting may transact business for which notice is given in accordance with this constitution.
- (3) The Secretary shall forward notice of the Annual General Meeting to all registered members at least fourteen (14) days in advance of the meeting.
- (4) Notice of the Annual General Meeting shall be forwarded to the Roman Catholic Archbishop of the Archdiocese of Canberra and Goulburn.
- (5) Inadvertent failure to give notice to any member shall not invalidate an Annual General Meeting.
- (6) The ordinary business of the Annual General Meeting shall be:
 - (i) To confirm the minutes of the last preceding Annual General Meeting and of any Special Meeting held since that meeting;
 - (j) To receive the annual accounts of the Society for the period ending on the 30 June prior to the meeting and a budget for the new financial year;
 - (k) To appoint the Auditor;
 - (l) To consider any other business, for which prior notice has been given to members in the notice of the meeting;
 - (m) To present the Annual Report of the Society for the year ending on the preceding 30 June.
- (5) A Quorum shall be five (5) members. If at any Annual General Meeting there is no quorum after thirty (30) minutes of the specified starting time, then those members present shall adjourn the meeting to another time and date within a period not exceeding

twenty eight (28) days. Notice requirements for any meeting so called shall be introduced with this clause.

- (6) Minute of the meeting shall be taken in the same manner as a meeting of the Territory Council.

12. SPECIAL MEETINGS

- (1) A Special General Meeting of members of the Society may be convened by the Territory Council at any time.
- (2) A Special General Meeting shall be convened upon receipt by the Chief Executive Officer of a request in writing by not less than ten (10) members of the Society. In such case a Special General Meeting shall be convened by the Territory Council and held within forty (40) days of receipt of the request.
- (3) Notice of a Special General Meeting shall be given to all members of the Society advising the venue and time of the meeting and stating the purpose of the meeting. No other business shall be dealt with at that meeting.
- (4) Inadvertent failure to give notice to any member shall not invalidate a Special General Meeting.
- (5) The proceedings of the Special General Meeting shall be chaired by the President of the Territory Council, unless the Territory Council, by resolution appoints another member of the Territory Council to chair the meeting. Minutes of the meeting shall be taken in the same manner as a meeting of the Territory Council.
- (6) A Quorum shall be five (5) members. If at any Special Meeting there is no Quorum present after thirty (30) minutes of the specified time, then those present may adjourn the meeting to another time and place within a period not exceeding twenty eight (28) days. Notice requirements for any meeting so called shall be in accordance with this clause.

13. PROXY VOTING

- (1) At an Annual General Meeting or Special General Meeting of members of the Society, a member may not act as proxy for other members.

14. TERRITORY COUNCIL MEETINGS

- (1) A meeting of the Territory Council shall be convened on such dates and at such places the Territory Council thinks fit.
- (2) Unless otherwise herein specified it shall not be necessary at any meeting of the Territory Council to pass resolutions by more than a simple majority.
- (3) The business of the Territory Council meetings shall be specified in the Notice convening it.
- (4) The Chair of the meetings of the Territory Council shall be the President or in his or her absence a Vice President.
- (5) Minutes shall be taken of the proceedings of the Territory Council and shall be circulated to the Territory Council members for comment. The minutes, subject to any amendments, shall be signed by the Chair as the true and correct record of that meeting.
- (6) The President or any three (3) members of the Territory Council may call a meeting of the Territory Council at any time.
- (7) A least seven (7) clear days written notice of any meeting (and in the case of any special business to be discussed at the meeting) shall be posted to each member of the Territory Council or delivered in person or by e-mail or facsimile transmission to that member's normal residence or place of business PROVIDED THAT the non receipt by any member of the Territory Council shall not invalidate or in any way affect the proceedings of the meeting.
- (8) One half of the members present of the Territory Council shall form a quorum for the transaction of any business providing the elected members are in the majority.
- (9) If at any meeting of the Territory Council a quorum is not present within thirty (30) minutes of the scheduled commencement time, such meeting shall stand adjourned for seven (7) days or such other time not exceeding fourteen (14) days as the Territory Council shall determine.
- (10) Subject to the provisions contained in this constitution, voting at any meeting shall be by a show of hands or by voices for or against a motion, unless the Chair of the meeting determines otherwise or unless a majority of those present and entitled to vote determine otherwise. In such case voting shall be by secret ballot.

- (11) Questions arising in any Territory Council Meeting shall be determined by a majority of those Territory Council members present and voting subject to anything herein elsewhere contained. In the event of a tied vote the Chair shall be entitled to a casting vote.

15. FINANCE

- (1) The funds of the Society shall be deposited and kept in a bank account or accounts by the Territory Council and in the name of the Society.
- (2) All payments from Society funds must be made by cheque drawn on a Society Bank account or by electronic transfer or by credit card. All payments shall be supported by documentation and recorded in books of account.
- (3) No payment shall be drawn on the Society's bank unless the payment of that expenditure has been authorised in accordance with the procedures approved by the Territory Council.
- (4) All cheques, draft bills of exchange, promissory notes, and other negotiable instruments shall be signed by at least two members appointed by the Territory Council for that purpose.
- (5) The Treasurer of the Society and each Conference, Regional Council, Special Work or Committee of the Society shall ensure that all accounting records of the Society are maintained in such form and manner as the Territory Council may direct.

16. ACCOUNTS

- (1) The Society shall keep such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Society and as are required by the Act.
- (2) The Society shall cause to be attached to the accounts, before the auditor reports on the accounts, a statement made in accordance with a resolution of the Territory Council and signed by two or more of its members stating that the accounts represent fairly the result of the operations of the Society for the financial year and the state of affairs of the Society as at the end of the financial year; and the Territory Council has reasonable grounds to believe that the Society will be able to pay its debts as and when they fall due; and giving particulars:
 - (a) of any body corporate that is a subsidiary of the Society; and

(b) of any trust of which the Society is a trustee.

17. INSPECTION OF RECORDS

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Society.

18. AUDITOR

- (1) The auditor of the Society shall be a registered company auditor, a member of the Australian Society of Certified Practising Accountants or a member of the Institute of Chartered Accountants in Australia.
- (2) The auditor shall be appointed at an Annual General Meeting of the Society and shall hold office until the next Annual General Meeting.
- (3) If a vacancy arises in the office of the auditor after an Annual General Meeting or if the appointment is not fixed at an Annual General Meeting, the Territory Council shall appoint the auditor who shall hold office until the next Annual General Meeting.
- (4) The auditor shall prepare a statement of the audit of the Society's finances which shall be presented at each Annual General Meeting. In the report the auditor shall state:
 - (a) whether the information required by the auditor has been obtained;
 - (b) whether, in the auditor's opinion, the accounts are properly drawn up so as to exhibit a true and correct view of the financial position of the Society according to the information at the auditor's disposal and the explanations to the information at the auditor's disposal and the explanations given to the auditor and as shown in the books of the Society; and
 - (c) whether The Rule in this constitution relating to the administration of the Society's funds has been observed.
- (5) The Secretary of the Society shall cause to be delivered or make available to the auditor all the accounts, books and records of the Society that the auditor requires for the purpose of his or her audit.

- (6) The auditor:
- (a) has a right of access to the accounts, books, records, vouchers and documents of the Society;
 - (b) may require from the employees of the Society such information and explanations as may be necessary for the performance of the auditor's duties;
 - (c) may employ persons to assist in investigating the accounts of the Society;
 - (d) may, in relation to the accounts of the Society, examine any member or employee of the Society;
- and
- (e) is entitled to payment by the Society of reasonable fees and expenses of the audit.

19. ALTERATIONS TO THE CONSTITUTION

- (1) Any provisions of the constitution may be altered, rescinded, or added to by resolution of the members at an Annual General Meeting or a Special General Meeting called for that purpose.
- (2) No Resolution shall be deemed to be carried at such meetings unless approved by at least seventy five per cent (75%) of the members present and voting at such meeting.
- (3) Notice of any proposed alteration to the constitution must be given to the Territory Council at least thirty (30) days before the meeting.
- (4) Notice containing the nature of the proposed change to the constitution shall be given to members together with notice of the meeting twenty one (21) days prior to the scheduled date of the meeting.

20. DISCLOSURE OF INTEREST IN CONTRACTS

- (1) A member of the Territory Council, who may receive a direct or indirect benefit as a result of his or her interest in any contract or arrangement made or proposed to be made with the Society, shall disclose his or her interest at the first meeting at which the contract or arrangement is first taken into consideration. Such disclosure shall also be made to the next Annual General Meeting.

- (2) No member shall participate in decision-making at any meeting as a member in respect of any contract or arrangement in which he or she or members of his or her family, have an interest.

21. OFFICERS' INDEMNITY

- (1) If it is lawful to do so, any officer shall be entitled to be indemnified out of the assets of the Society against all losses and other liabilities incurred by such officer in the execution or attempted execution or as a consequence of the failure to exercise any of the authorities, power, duties and discretions contained in The Rules or otherwise by virtue of being an officer of the Society provided however that: -
- (2) An officer shall not be entitled to be indemnified for any such loss or liability directly attributable to: -
- (a) the personal dishonestly of the officer; or
 - (b) the wilful commission by the officer of an act known by such officer to be a breach of his or her obligations hereunder:
- (3) No officer shall be bound by or under any obligation whatsoever to take any proceedings against any other officer of the Society for any alleged breach of duty committed by any such other officer.

22. INSURANCE

- (1) The Society may effect and maintain insurance on its real property, major assets and in respect of its members, auxiliaries, volunteers and employees undertaking services on its behalf.

23. COMMON SEAL

- (1) The common seal of the Society shall only be used with the authority of the Territory Council or the Territory President.
- (2) Every instrument to which the seal is affixed shall be signed by a member of the Territory Council and the Secretary of the Society or by two (2) members of the Territory Council.
- (3) The seal shall remain in the custody of the public officer.

24. POLITICAL NEUTRALITY

- (1) The Society shall not identify itself in any way whatsoever with any political party or take part in the activities of any such party. The Society funds shall not be used for any political purposes.
- (2) The Society shall, when it considers appropriate to do so, make representation to political parties to further the interests of its clients, those in need of assistance and charity.

25. DISSOLUTION OF THE SOCIETY

- (1) The Society may be dissolved or wound up by a resolution of any Territory Council Meeting or at a Special General Meeting called for such purpose provided that no less than one month's notice in writing of the proposed meeting has been given and upon the resolution of seventy-five percent (75%) majority of members present and voting.
- (2) If upon the winding up or dissolution of the Society there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members but shall be given or transferred to the National Council of Australia of the St Vincent de Paul Society.
- (3) If the National Council of Australia of the St Vincent de Paul Society does not exist at the time of winding up or dissolution, surplus assets are to be transferred to a fund, authority or institution in Australia which has similar objects and to which income tax deductible gifts and public benevolent institution status applies for the purposes of any Commonwealth Taxation Act.
- (4) In the event of winding up or dissolution of the Society, the Commissioner of Taxation shall be advised of the date of dissolution within thirty (30) days of the dissolution.

Schedule

- PART I** RULE OF THE INTERNATIONAL CONFEDERATION OF
 THE ST VINCENT DE PAUL SOCIETY
- PART II** STATUTES OF THE INTERNATIONAL CONFEDERATION
 OF THE ST VINCENT DE PAUL SOCIETY
- PART III** ARTICLES FOR AUSTRALIA OF THE ST VINCENT
 DE PAUL SOCIETY