



Catholic Social Services
Australia Ltd

**CATHOLIC SOCIAL SERVICES (AUSTRALIA)
LIMITED**

ACN 061 834 197

CONSTITUTION

**AS APPROVED BY THE
AUSTRALIAN CATHOLIC BISHOPS CONFERENCE**

Revised December 2008

**CATHOLIC SOCIAL SERVICES (AUSTRALIA) LIMITED
CONSTITUTION**

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PART A

OBJECTS AND ESTABLISHMENT OF THE ORGANISATION

NAME

- A. The name of the organisation is " Catholic Social Services (Australia) Limited " (in this Constitution called the **Organisation**).

ESTABLISHMENT

- B. The Organisation was established by the initial Members who were desirous of being formed into a Company in pursuance of the Constitution. The Members present at the 2000 annual general meeting voted to amend the Constitution in order to limit the membership of the Organisation to those persons who hold an appointment from the Australian Catholic Bishops' Conference (in this Constitution called the **Conference**) to the Board of Catholic Social Services (Australia) (in this Constitution called the **Commission**). Accordingly this amended Constitution takes effect from midnight on 25 September 2001.

MISSION

- C. Catholic Social Services (Australia) Limited envisages an Australian society that reflects and supports the dignity, equality and participation of all people. The Organisation has a mission to promote a fairer, more inclusive society that preferentially assists those people most in need.

OBJECTS

- D. The Organisation carries out its Mission by interacting with Catholic organisations, governments, other churches and all people of good will, to develop social welfare policies, programs and other strategic responses that enhance the human dignity of every person and work towards the economic, social and spiritual well-being of the Australian community.
- E. The objects for which the Organisation is established are:
- (a) **Poverty Relief**
 - (i) to provide direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness to people in Australia;
 - (ii) to provide relief in the form of money, goods and services to people in Australia in necessitous circumstances; and
 - (iii) to plan for and assist underprivileged, neglected children and families, people who are unemployed, single parents, people with a disability, the sick, the infirm and the aged within Australia.
 - (b) **Catholic Identity**

- (i) to promote and support marriage, relationships and family for the people of Australia, irrespective of their race, colour or creed;
- (ii) to promote and support the well-being of children, parents, and individuals as well as families especially those disadvantaged, distressed or devalued throughout Australia irrespective of their race, colour or creed;
- (iii) to deliver services in support of marriage, relationships and family life;
- (iv) to deliver services in support of the welfare of children, unemployed people, people with a disability and people who are ageing; and
- (v) to promote the ministry of Catholic social welfare as an integral element of the mission of the Catholic Church.

(c) Co-ordination

- (i) to create and co-ordinate a network involving members of the Commission for the purpose of facilitating and enhancing co-operation between the members of the Organisation in accord with the principles of subsidiarity and collegiality;
- (ii) to facilitate collaborative responses from Catholic social welfare services which seek to address issues affecting the well-being of Australian families and individuals;
- (iii) to facilitate and support programs for the purpose of reducing injustice and disadvantage in the Australian community in regard to poverty, alienation, unemployment, marital disharmony, child protection, homelessness, loneliness or any other form of human suffering and misfortune that has a social welfare dimension; and
- (iv) to administer the delivery of any social welfare services on behalf of the members of the Commission.

(d) Trading

- (i) to enter into contracts or to trade with other entities where such arrangements are in the interests of the Organisation, the Commission and the members of the Commission.

Provided that the Organisation shall not carry out any activity which may not be carried out by a charitable institution within the meaning of the *Income Tax Assessment Act 1997*.

- F. The Organisation shall have all the powers of a natural person.
- G. Each member undertakes to contribute to the assets of the Organisation. In the event of the Organisation being wound up during the time of that membership or within one year afterwards, for payment of the debts and liabilities of the Organisation contracted before the cessation of such membership and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding the sum of one dollar (\$1.00).

INCOME AND PROPERTY

- H. The income and property of the Organisation whencesoever derived shall be applied solely towards the promotion of the Mission and the Objects of the Organisation as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or profit to those who at any time are or have been Directors or Members or those who are employees of the Conference or to any of them or to any person claiming through any of them provided that nothing herein contained shall prevent payment in good faith of remunerations to any Member or Officer thereof, in return for any services actually rendered to or expenses incurred on behalf of the Organisation.
- I. True accounts shall be kept in accordance with Australian Accounting Standards and the sums of money received and expended by the Organisation and the matter in respect of which such receipts and expenditure takes place and the property, credits and liabilities of the Organisation and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the laws of the Organisation for the time being, such accounts shall be open to the inspection of the Conference, the Board of the Commission and the members of the Commission.
- J. The Board shall appoint an auditor who is authorised as an auditor in the State or Territory in which the office of the Commission is located at the annual general meeting of the Organisation.

DISSOLUTION

- K. Where such a winding up or dissolution of the Organisation takes place, the minutes, records and book of accounts and all other documentation, where in paper form or in electronic form, of the Organisation shall be transmitted to the Commission.
- L. If upon the winding up or dissolution of the Organisation there remains after the satisfaction of its debts and liabilities any surplus assets whatsoever, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to the Commission or other funds, authorities or institutions in Australia as shall be determined by resolution of the Board at or before the time of dissolution and as shall in either case be a public benevolent institution for the purposes of the *Income Tax Assessment Act 1997*.

LIABILITY OF MEMBERS

- M. The liability of Members is limited.

PART B

OPERATION OF THE ORGANISATION

INTERPRETATION

1. In this Part unless the contrary intention appears:

Agent means a person or other entity appointed by the Board to carry out functions of the Organisation.

Board or **Board of Directors** means collectively those persons duly appointed in accordance with Rules 10 to 12.

Bishops Commission for Justice and Service means the Bishops Commission delegated by the Conference to oversee and supervise the operations of the Commission.

By-Laws means regulations made by the Board from time to time for the administration and management of the Organisation's affairs.

Chairperson means the person elected by the Board of the Commission or the person appointed in accordance with Clause 20 of the constitution of the Commission as Chairperson.

Code of Ethics means the code adopted in accordance with Clauses 116 and 117 of the by-laws of the Commission.

Commission means Catholic Social Services (Australia).

Conference means the Australian Catholic Bishops' Conference.

Delegate means the person who is the nominated delegate representing the member of the Commission pursuant to Clause 15 of the by-laws of the Commission which delivers services to the public on behalf of the Organisation.

Director means a person director of the Board.

Employee means a person employed by the Organisation from time to time to perform duties as directed by the Organisation.

Law means the Corporations Law as amended from time to time.

Member means a person as defined in Rule 2.

Executive Director means the person holding an appointment from the Conference to be the Executive Director of the Commission in accordance with Clause 29 of the Constitution of the Commission.

Officer has the meaning given to it by the Law.

Officer of the Board means a person or other entity appointed by the Board to carry out functions of the Organisation as required under the Law.

Organisation means Catholic Social Services (Australia) Limited.

Person means a natural person.

Public Officer means the Executive Director.

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Register means the register of Members kept in accordance with the Law.

Rule means a rule contained in this Constitution unless otherwise specified.

Seal means the common seal of the Organisation.

Secretary means the Executive Director.

Year means the financial year covering the period from the first day of July in any year to the thirtieth day of June in the following year inclusive.

Words importing the singular only, include the plural and vice versa. Words importing the masculine gender only, include the feminine gender and vice versa. Words importing persons include organisations.

MEMBERSHIP

2. Membership of the Organisation shall consist of only those persons from time to time who are members of the Board of Catholic Social Services (Australia) or in the event that Catholic Social Services (Australia) no longer exists, such persons as are nominated for that purpose by Conference.

RIGHTS OF MEMBERS

3. Subject to Rule 122, all Members may vote in any resolution put to the Organisation at any general meeting.
4. The rights and privileges of a Member may not be transferred or transmitted except via a properly authorised proxy as provided for in Rules 78 to 83.

CESSATION OF MEMBERSHIP

5. A Member desiring to resign from the Organisation may do so at any time by delivering or forwarding by post to the Secretary a written notice of resignation signed by the resigning Member but such resignation shall not relieve the Member from his or her liability for any money then due by him or her to the Organisation and in addition for any sum not exceeding \$1.00 for which he or she is liable as a Member under Clause G of Part A of the Constitution.
6. The Members agree that it is preferable to ensure that at all times members of the Commission who deliver services to the public on behalf of the Organisation are represented within the Organisation by Delegates who are Members.
7. If in the opinion of the Board, a member has refused or neglected to comply with the provisions of this Constitution, or has acted in such manner as contravenes the Code of Ethics, the member may be suspended or expelled from membership of the Organisation.
8. A Member shall cease to be a Member of the Organisation:
 - (a) on the Member's resignation as provided in Rule 5;
 - (b) on the Member's death;
 - (c) on the Member being expelled pursuant to Rule 7;
 - (d) on the passing of a special resolution that the Member be excluded from the Organisation at a general meeting specifically called for that purpose;
 - (e) if the Member becomes bankrupt;
 - (f) if the Member becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (g) if the Member ceases to be a member of the Board of Catholic Social Services (Australia)

provided that every Member to be excluded from membership under Rule 8(d) shall have seven (7) days notice sent to the Member of the general meeting and the Member may attend the meeting but shall not be present at the voting or take part in the proceedings otherwise than the meeting by an ordinary resolution may allow.

READMISSION TO MEMBERSHIP

9. The Board shall reinstate a former member to the Organisation if the Board determines that such reinstatement should occur.

THE BOARD

APPOINTMENT OF BOARD OF DIRECTORS

10. The Board shall consist of no less than three (3) Directors and all Directors must reside in Australia.
11. The Board of the Commission shall advise the Bishops Commission for Justice and Service concerning the suitability of persons to appoint to the position of Director of the Organisation.
12. The Bishops Commission for Justice and Service shall appoint suitable persons as the Directors of the Organisation.
13. Every Director of the Organisation must be a member of the Board of Catholic Social Services (Australia).
14. The Chairperson of the Commission shall be the Chairperson of the Board.
15. The Executive Director shall be the Public Officer and the Secretary of the Organisation.
16. The term of the appointment of Directors of the Organisation, excluding the Chairperson as outlined in Rule 14, shall be for a term of three (3) years.
17. The appointment of persons as Directors in accordance with Rules 13 and 14 shall be contingent upon each such person holding current membership of the board of the Commission throughout their term of office as Directors of the Organisation.
18. Persons shall be eligible for reappointment upon the expiry of their term of appointment as a Director.
19. The Bishops Commission for Justice and Service pursuant to Rule 11 may at any time appoint a suitably qualified person as a Director to fill a casual vacancy occurring on the Board.
20. A Director shall be deemed to have vacated their office if he or she:
 - (a) ceases to be a Director by virtue of the operation of the Law;
 - (b) becomes of unsound mind or a person whose person or estate is liable to be dealt with under any law relating to mental health;
 - (c) resigns their office by notice in writing to the Organisation;
 - (d) is deemed by the Board to have no real association with the Organisation or any of its members;
 - (e) is convicted of a criminal offence requiring custodial sentence;
 - (f) has, in the opinion of the Board, refused or neglected to comply with the provisions of this Constitution, or has acted in such manner as contravenes the Code of Ethics;
 - (g) being a member of the board of the Commission and having been appointed to satisfy Rule 13, ceases to be a member of the board of the Commission;
 - (h) has completed his or her term in office as a Director pursuant to Rule 16;
 - (i) has been removed from office at a general meeting pursuant to Rule 20;
 - (j) becomes an employee of the Organisation or of the Commission; or
 - (g) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.

21. The Organisation, by ordinary resolution at a general meeting of which special notice has been given, may remove any Director before the expiration of his or her period of office.

POWERS AND DUTIES OF THE BOARD

22. All Directors shall have the right to vote at meetings of the Board.
23. The business of the Organisation shall be determined by the Board which may exercise all such powers of the Organisation that are not required by the Law or this Constitution to be exercised by the Organisation in general meeting.
24. The Board shall engage all such Officers, Employees and Agents it may consider necessary to fulfil the objectives of the Organisation.
25. The Board shall cause minutes to be made of:
- (a) all appointments of members of the Organisation;
 - (b) all appointments of Directors of the Organisation;
 - (c) all appointments of Officers of the Organisation;
 - (d) the names of Directors present at all meetings of the Board and all general meetings; and
 - (e) all proceedings of meetings of the Board and of all general meetings.

Such minutes shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting.

26. The Board may delegate any of its powers and/or functions, not being any non-delegable duties imposed on the Board by the Law, to such Officers, Employees and agents as determined by the Board.
27. The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Organisation for such purposes, with such powers, authorities and discretions, being powers, authorities and discretions vested in and exercisable by the Board, for such period and subject to such conditions as it thinks fit.
28. Any such power of attorney referred to in Rule 27 may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him or her.

MANAGEMENT

29. The Board, subject to this Constitution, any regulations applicable to the Organisation, the constitution and the by-laws of the Commission and any resolution(s) passed by the Board in general meeting, shall:
- (a) exercise all such functions as may be exercised by Directors as required under the Law;
 - (b) have the authority to perform all such acts and things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Organisation.
30. The Board may from time to time delegate to other persons its functions as it determines including but not limited to the day to day operations of the Organisation.

31. The Organisation shall meet the travelling and other expenses reasonably incurred by each Director and delegates of the Board for the purpose of attending meetings including general meetings or otherwise in or about the business of the Organisation.
32. The Board shall, in consultation with the Public Officer, prepare regular reports on the activities and the affairs of the Organisation for the Board.
33. The Board shall report on the activities and the affairs of the Organisation to the board of the Commission from time to time.
34. Following the annual general meeting of the Organisation, the Board shall report to the Bishops Commission for Justice and Service which, if the Bishops Commission for Justice and Service considers it necessary, shall cause a report to be submitted to the Conference.

PROCEDURES OF BOARD MEETINGS

35. The Board may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.
36. A quorum for a Board meeting shall be a majority of the total number of Directors on the Board from time to time.
37. If at least a majority of the total number of Directors on the Board from time to time have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a Director or, if Directors signed the document on different days, on the day on which and at the time at which the document was last signed by a Director.
38. For the purpose of Rule 37, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those who signed the separate documents. A facsimile or other electronic transmission which purports to be signed by a Director shall be deemed to have been signed by that Director.
39. A reference in Rule 37 to Directors does not include a reference to a Director who, at a meeting of the Board, would not be entitled to vote on the resolution.
40. For the purpose of Rule 35 the Board may, if it thinks fit, confer by any suitable electronic means of audio or audio-visual communication, and a resolution passed by such a conference shall be deemed to have been passed at a meeting of the Board held on the day at which and at the time at which the conference was held provided that:
 - (a) all the Directors for the time being entitled to receive notice of a meeting of the Board receive notice of the meeting and shall have access to the means by which the meeting is to take place;
 - (b) each of the Directors taking part in the meeting are able to communicate with each of the other Board members taking part in the meeting; and
 - (c) each of the Directors at the commencement of the meeting have acknowledged their presence for the purpose of a meeting of the Board to all the other Directors taking part.
41. A Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during a meeting by telephone or other contemplated means of communication unless they inform the Chairperson of their intention to leave the meeting.
42. All acts done by any meeting of the Board or by any person acting as Director shall be, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person to be a Director or to act as Director, or that any person so appointed was

- disqualified, as valid as if every such person had been duly appointed and was qualified to be a Director.
43. The Secretary at the request of a Director shall convene a meeting of the Board within fourteen (14) days of the written request.
 44. Notice of a meeting of the Board shall be given to all Directors except a Director whom the Secretary, when giving notice to other Directors, reasonably believes to be outside Australia.
 45. Subject to this Constitution, questions arising at a meeting of the Board shall be decided by a majority of votes of the Directors present and voting and any such decision shall for all purposes be deemed a decision of the Board unless a document pursuant to and signed in accordance with Rule 37 has been tabled at the meeting in which case the resolution set out in such document shall be the decision of the Board.
 46. In case of an equality of votes, the Chairperson has a casting vote.
 47. In the event of a vacancy or vacancies in the office of a Director, the remaining Directors may only act if the remaining Directors number no less than three (3).
 48. The Chairperson shall preside as Chairperson at every meeting of the Board or, in his or her absence, the Directors present may choose one of their number to be the Chairperson of the meeting.

CONFLICT OF INTEREST

49. A Director shall not vote in respect of any contract or arrangement in which he or she has, directly or indirectly, a personal interest and if he or she does so their vote will not be counted. The delivery of welfare services on behalf of the Organisation shall not be treated as a personal interest so long as no personal gain attributes to the person so voting.
50. Rule 49 shall not apply in any case where the interest of a Director consists only of being a member or creditor of a corporation that is interested in a contract or proposed contract with the Organisation (if the interest of the Director may properly be regarded as not being a material interest).
51. A Director shall not be taken to be interested or to have been at any time interested in any contract or proposed contract by reason only:
 - (a) in a case where the contract or proposed contract relates to any loan to the Organisation - that they have guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan; or
 - (b) in the case where the contract or proposed contract has been or will be made with or for the benefit of or on behalf of a corporation that is related to the Organisation - that they are an officer of that corporation.
52. The nature of a Director's interest in any contract, agreement or arrangement must be declared by them at a meeting of the Board in accordance with the Law and as soon as practicable after the relevant facts have come to their knowledge.

MEETINGS OF THE ORGANISATION

53. In accordance with the Law, the Organisation shall hold an annual general meeting within the period of five (5) months after the end of each financial year of the Organisation, there having been given twenty eight (28) days notice of that annual general meeting to the Members.
54. A general meeting shall also be convened on the requisition of Members as provided by the Law.

NOTICE OF MEETINGS

55. It is not necessary for a notice of an annual general meeting to state that the business to be transacted at the meeting includes the consideration of accounts and the reports of the Board and auditor, and the fixing of the remuneration of the auditor.
56. Notice and conduct of general meetings, other than the annual general meeting, shall be held in accordance with the provisions of the Law and this Constitution, and subject thereto such meetings shall be held at such times and places that are determined by the Board, there having been given twenty one (21) days notice of such general meetings.
57. Any general meeting convened by the Board, other than the annual general meeting, may be cancelled by the Board upon not less than forty-eight (48) hours notice to those members entitled to notice of the meeting.
58. A notice of a general meeting shall specify the place, the day and the hour of meeting and shall state the general nature of the business to be transacted at the meeting.
59. Notice of every annual general meeting shall be given to:
 - (a) every Director;
 - (b) every Member;
 - (c) the members of the Commission;
 - (d) members of the Bishops Commission for Justice and Service; and
 - (e) the auditor for the time being of the Organisation.
60. No other person shall be entitled to receive notices of general meetings although the Board may send notices if it so deems to the Bishops and the Religious Leaders of the Roman Catholic Church in Australia.
61. The accidental omission to give notice of a meeting to, or non-receipt of notice of a meeting by any person entitled to, receive notice shall not invalidate the proceedings at a meeting.

PROCEDURES AT GENERAL MEETINGS

62. A quorum for a general meeting of the Organisation shall be a majority of the total number of Members from time to time.
63. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
64. For the purpose of determining whether a quorum is present, a person holding a proxy shall be deemed to be a Member. If such a person is also a Member, that person shall be counted as two Members.
65. If a quorum is not present within half an hour from the time appointed for the meeting:
 - (a) where the meeting was convened upon the requisition of Members the meeting shall be dissolved; or
 - (b) in any other case:
 - (i) the meeting stands adjourned to such day, and at such time and place, as the Board may determine or, if no determination is made by the Board, to the same day in the next week at the same time and place.

- (ii) if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.
- 66. The Chairperson shall preside as Chairperson at every general meeting of the Organisation or, in his or her absence, the Directors present may choose one of their number to be the Chairperson of the meeting.
- 67. If no Director is present within fifteen (15) minutes after the time appointed for holding the meeting, or if none of them shall be willing to act as chairperson, the Members present shall choose one of their number to be Chairperson of the meeting.
- 68. The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 69. When a meeting is adjourned for one (1) month or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 70. Except as provided in Rule 69, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 71. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by any of the Members or by the Chairperson.
- 72. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has by a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Organisation, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 73. The demand for a poll may be withdrawn.
- 74. If a poll is duly demanded, it shall be taken in such manner and, subject to Rule 75, either at once or after an interval or adjournment or otherwise as the Chairperson directs; and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
- 75. A poll demanded on a question of adjournment shall be taken forthwith and without debate.
- 76. The Chairperson shall have a deliberative vote at general meetings, but shall not have a casting vote. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson shall have neither a second nor casting vote and the resolution is deemed to have been lost.
- 77. At any meeting of Members:
 - (a) on a show of hands every Member personally present shall have one vote; and
 - (b) on a poll every Member personally present, or by proxy shall have one vote.

PROXY

- 78. An instrument appointing a proxy shall be in writing under the hand of the appointor or of their attorney duly authorised in writing.
- 79. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.

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80. An instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
81. The instrument appointing a proxy shall be in the form set out in Schedule 1 or a form as near thereto as circumstances permit.
82. An instrument appointing a proxy shall not be treated as valid unless the instrument, and the power of attorney or other authority (if any) under which the instrument is signed or a notarially certified copy of that power or authority, is or are deposited, not less than forty eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four (24) hours before the time appointed for the taking of the poll, at the registered office of the Organisation or at such other place as is specified for that purpose in the notice convening the meeting.
83. A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind or revocation has been received by the Organisation at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used or the power is exercised.

NOTICES

84. Any notice required by Law or by this Constitution may be given by the Organisation to any member either by serving it personally or by sending it by post to the address as shown in the register of members or the address supplied by the member to the Organisation for the giving notices to such member.
85. Where a notice is sent by post, service of the notice shall be deemed to be effective by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected on the day after the day of its posting, and in any other case at the time which the letter would be delivered in the ordinary course of the post.
86. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed, stamped and posted. A certificate in writing signed by an Officer that the letter, envelope or wrapper containing the notice was so addressed, stamped and posted shall be conclusive evidence thereof.
87. Where a notice is given by advertisement it shall be deemed to have been received by each member on the date on which it first appears in the newspaper.
88. If the Board shall so determine a notice may be given by means of electronic mail or facsimile transmission, and service of such notice shall be deemed to be effected if the electronic mail or facsimile transmission is properly addressed, paid for and lodged for transmission with a competent authority or body and to have been effected at the time in the ordinary course the electronic mail or facsimile transmission, would be delivered.

CATHOLIC SOCIAL SERVICES (AUSTRALIA) LIMITED GIFT FUND

89. Following approval of the Organisation as a public benevolent institution by the Australian Taxation Office on 25 February 1999, the "Catholic Social Services (Australia) Limited Gift Fund" (DGR 900 107 871) (in this Constitution called the **Gift Fund**) was established by the Organisation.
90. The Gift Fund shall only be used in accordance with the objects outlined in Clause E (a) of Part A of the Constitution.
91. The Board shall exercise control over the use of the name of the Gift Fund by other organisations.

92. The Board shall act as the trustees of the Gift Fund.
93. All monies subscribed or given to the Gift Fund shall be credited to the Gift Fund and shall be paid direct to the separate bank account of the Gift Fund or accounted for separately within the accounts of the Organisation.
94. The trustees shall ensure that receipts for all tax deductible gifts made to the Gift Fund are sent to donors of such gifts. The receipts will be in the form and contain all information as required by the Australian Taxation Office from time to time.
95. All funds collected and received by the Gift Fund shall be applied in accordance with Federal, State and Territory legislation and the application of such funds shall be limited to Australia.
96. The income and assets of the Gift Fund shall be utilised only for the objects enumerated in Clause E (a) of Part A of the Constitution and matters incidental thereto. No portion shall be distributed directly or indirectly to Members or members of the Board except to Officers or Employees for services rendered or expenses incurred on behalf of the Gift Fund.
97. The Executive Director and any other person duly authorised by the trustees shall be authorised to operate the bank account of the Gift Fund.
98. The trustees may appoint such Officers and Employees and Agents to administer the Gift Fund as they consider necessary.
99. The Board shall report on the activities of the Gift Fund to the Bishops Commission for Justice and Service from time to time and to the members of the Commission at the annual general meeting of the Commission.
100. The Gift Fund shall be open for subscription by the public and will be promoted in such a manner whereby all such contributions from the general public are invited.
101. The Gift Fund shall be dissolved only in accordance with the provisions contained in Clause L of Part A of the Constitution.

OFFICERS, EMPLOYEES AND AGENTS OF THE ORGANISATION

102. The Board may appoint Officers, Employees and Agents of the Organisation upon such terms and conditions and at such remuneration as the Board thinks fit.
103. The Board shall have power to suspend or remove any such Officers, Employees or Agents of the Organisation but shall not do so unreasonably.
104. The Board may vest in the Officers, Employees and Agents of the Organisation such powers and authorities as it may from time to time determine. The Officers, Employees and Agents of the Organisation exercise all such powers and authority subject at all times to the control of the Board.
105. Employees and Agents of the Organisation shall not be Directors, however they will attend on request Board meetings and may be heard on any matter but shall not be entitled to vote.
106. Officers, Employees and Agents of the Organisation of the Organisation shall answer to the Chairperson or his or her delegate in the day-to-day operation of their roles.

SECRETARY

107. The Secretary of the Organisation appointed in accordance with Rule 15 shall be responsible for carrying out all of the duties prescribed for secretaries by the Law.

SEAL

108. The Public Officer shall provide for the safe custody of the seal of the Organisation.
109. The seal may only be used with the authority of the Board.
110. Every document to which the seal is affixed shall be signed by a Director, and be countersigned by another Director, the Secretary or by any other person appointed by the Board for that purpose.
111. Nothing in this Constitution prohibits the execution of documents by the Organisation in any other manner authorised by the Law.

FINANCES

ACCOUNTS

112. The Board shall cause proper accounting and other records to be kept as required by the Law including:
 - (a) all sums of money received and expended by the Organisation and the matter in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of real and personal property by the Organisation;
 - (c) the assets and liabilities of the Organisation; and
 - (d) all sums of money received and held in trust for any beneficiary.
113. The accounts shall be kept at the registered office of the Organisation or at such other place or places as the Board determines, and shall always be available for inspection by the Board.
114. The Board shall from time to time determine, at what times and what places and under what conditions or regulation the accounts and books of the Organisation or any of them shall be open to the inspection of members not being Directors.
115. The Board shall from time to time in accordance with the Law cause to be prepared and to be laid before the Organisation in general meeting such income and expenditure accounts, balance sheets and reports as are required by the Law.
116. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Organisation shall be signed, drawn, accepted, endorsed, or otherwise executed as the case may be, in such manner as the Board shall from time to time determine.

AUDIT

117. The Organisation shall appoint at each annual general meeting a properly qualified auditor or auditors in accordance with the Law.

BY-LAWS

118. The Board may make, amend or repeal such By-Laws as are in its opinion necessary and desirable for the proper control, administration and management of the Organisation's affairs, operations, finances, interests, effects, property.
119. The Organisation in general meetings, may amend or repeal any By-Laws made by the Board of Directors.

120. A By-Law:

- (a) shall be subject to this Constitution;
- (b) shall not be inconsistent with any provision of this Constitution and if any inconsistency does occur the provision of the Constitution will prevail to the extent of the inconsistency;
- (c) when in force, shall be binding on all members and shall have the same effect as this Constitution.

AMENDMENTS TO THIS CONSTITUTION

121. This Constitution shall only be amended or altered by those Members as defined in Rule 2 and in accordance with Rule 122.

122. This Constitution can only be amended on the vote of two-thirds (2/3) majority of those Members referred to in Rule 121 who are present at the annual general meeting or at any other general meeting of the Organisation.

123. The Bishops' Deputy shall notify the Conference of any such recommendation(s) to amend this Constitution.

INDEMNITY

124. (a) To the extent permitted by law every Officer (and former Officer) of the Organisation shall be indemnified out of the funds of the Organisation against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Organisation under this Rule 124 unless:

- (i) it is in respect of a liability to another person (other than the Organisation or a related body corporate to the Organisation) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (ii) it is in respect of a liability for costs and expenses incurred:
 - 1) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
 - 2) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Corporations Act 2001.

(b) To the extent permitted by law the Organisation may at the discretion of the Board enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Organisation against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:

- (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Organisation; or
- (ii) a contravention of Sections 182 or 183 of the Corporations Act 2001.

(c) The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.

(d) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Organisation shall not

be required to indemnify the Officer under Rule 124(a) except to the extent that the indemnity affected by the insurance policy does not fully cover the person's liability.

- (e) The indemnity granted by the Organisation contained in Rule 124(a) to (d) shall continue in full force and effect notwithstanding the deletion or modification of that Clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

WINDING UP

125. The provisions of Clause L of Part A of the Constitution relating to the winding-up or dissolution of the Organisation shall have effect and be observed as if the same were repeated in this Part B.



CATHOLIC SOCIAL SERVICES (AUSTRALIA) LIMITED

PROXY FORM

I, _____ being a Member of
(First Name) (Surname)

Catholic Social Services Australia Limited hereby appoint

(Name of Appointee)

or failing her/him the Chairperson of the meeting as my proxy to vote for me on my behalf

at the annual general meeting/general meeting* to be held on _____ and at any
adjourned meeting thereof.

Signed this _____ day of _____, 200__ .

This form is to be used in favour of / against* the resolution.

Signature of member _____

* Strike out one of these.
If neither is struck out, the Appointee may vote as the Appointee sees fit.