



CATHOLIC SOCIAL SERVICES (AUSTRALIA)

BY-LAWS

AS APPROVED BY THE
AUSTRALIAN CATHOLIC BISHOPS CONFERENCE

Revised December 2008

CATHOLIC SOCIAL SERVICES (AUSTRALIA) BY-LAWS

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INTERPRETATION

In these By-Laws unless the contrary intention appears:

Associate Member means a Catholic social welfare service which does not comply with the eligibility criteria pursuant to Clause 2 and is admitted to membership of Catholic Social Services pursuant to Clause 3.

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

Bishops' Nominee means one of the Members of the Bishops' Commission for Justice and Service as outlined in Clause 14 of the Constitution who shall cause communication between Catholic Social Services and the Conference.

Board means those persons appointed to the Catholic Social Services (Australia) Board by the Conference.

Catholic Social Service means any organisation or facility conducted or controlled by a diocese, a parish, a Religious Institute or a Juridic Person which carries on the ministry of Catholic social welfare as part of the mission of the Catholic Church and in conformity with Canon Law.

Chairperson means the person appointed by Conference as the Chairperson of Catholic Social Services (Australia).

Clause means a Clause contained in these By-Laws unless otherwise specified.

Code of Ethics means the code adopted in accordance with Clause 117 and is attached to these By-Laws as Schedule V.

Company means the entity referred to in Clause 53 of the Constitution.

Conference means the Australian Catholic Bishops' Conference.

Constitution means the Constitution of Catholic Social Services (Australia) as approved by Conference.

Executive Committee means the Members of the Board who are responsible for the conduct of the business of Catholic Social Services (Australia) between Meetings of the Board.

Executive Director means the person holding the appointment of Executive Director of Catholic Social Services from the Conference.

Gift Fund means the Catholic Social Services (Australia) Welfare Assistance Fund.

Juridic Person means any Juridic Person canonically established and erected by the competent ecclesiastical authority in accordance with the norms of Canon Law.

Lay Association of the Christian Faithful means those associations established in accordance with the Code of Canon Law (cc298-311) that are organised to promote apostolic works of a social welfare nature.

Member means an Associate Member or an Ordinary Member.

Mission means the Mission of Catholic Social Services as stated in the Constitution of Catholic Social Services (Australia), which has been approved by the Conference.

National Office means the Office of Catholic Social Services.

Objects means the Objects of Catholic Social Services as stated in the Constitution of Catholic Social Services (Australia) which have been approved by the Conference.

Officer means:

- (a) any member of the Board;
- (b) a person:
 - (i) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of Catholic Social Services; or
 - (ii) who has the capacity to affect significantly the financial standing of Catholic Social Services; or
 - (iii) in accordance with whose instructions or wishes the Board of Catholic Social Services are accustomed to act (excluding advice given by the person in the proper performance of functions attaching to the person's professional capacity or their business relationship with the Board); or
- (c) a receiver, or receiver and manager of the property of Catholic Social Services; or
- (d) an administrator of Catholic Social Services; or
- (e) a liquidator of Catholic Social Services; or
- (f) a trustee or other person administering any arrangement made between Catholic Social Services and someone else.

Ordinary Member means a diocese, a parish, a Religious Institute, a Juridic Person or a Lay Association of the Christian Faithful admitted to membership of Catholic Social Services from time to time in accordance with the Constitution and Clause 2.

Person means a natural person.

Religious Institute means a Religious Institute canonically established within the Catholic Church and includes provinces of such Religious Institutes.

Secretary means the Executive Director of Catholic Social Services.

Standing Committees means the bodies established pursuant to Clauses 64 and 73.

Working Party means the bodies established pursuant to Clause 75.

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

- 1 Membership of Catholic Social Services shall consist of the members from time to time admitted as a member by the Board in accordance with the Constitution, these By-Laws and the Code of Ethics.

ORDINARY MEMBERS

- 2 A Catholic social welfare service which is a not-for-profit organisation engaged in the delivery of programs and services to assist disadvantaged persons shall be eligible to become an Ordinary Member of Catholic Social Services provided that:
 - (a) it satisfies the Board that it will adhere to the Code of Ethics of Catholic Social Services in force from time to time; and
 - (b) it is established to carry out the functions of welfare service delivery and is under the control of and is accountable to a bishop in an Australian Diocese of the Catholic Church; or
 - (c) it is established to carry out the functions of welfare service delivery and is under the control of and is accountable to a Leader of a Religious Institute; or
 - (d) it is established to carry out the functions of welfare service delivery and is under the control of a Juridic Person;
 - (e) it is established to carry out the functions of welfare service delivery and is under the control of a Lay Association of the Christian Faithful;
 - (f) in the case of Sub-clause 2(c), (d) or (e) where a Religious Institute, Juridic Person or Lay Association of the Christian Faithful has more than one such Service within the boundaries of a Branch of Catholic Social Services, such Services shall be considered collectively as a single member except where a Religious Institute or Juridic Person has separate Services within the boundaries of several Branches of the Organisation they may hold separate membership in each Branch.

ASSOCIATE MEMBERS

- 3 A Catholic social welfare service which does not comply with the eligibility criteria pursuant to Clause 2 shall be eligible to become an Associate Member of Catholic Social Services provided that:
 - (a) it satisfies the Board that it will adhere to the Code of Ethics of Catholic Social Services in force from time to time; and
 - (b) it is established by, is under the control of and is accountable to bishops operating in a provincial or administrative division of the Catholic Church in Australia for the purposes of carrying out functions associated with the social welfare ministry; or
 - (c) it is established by, is under the control of and is accountable to Leaders of a Religious Institute or to Leaders of Religious Institutes for the purposes of carrying out functions associated with the social welfare ministry; or

- (d) it is established by, is under the control of and is accountable to a Lay Association of the Christian Faithful operating in a provincial or administrative division of the Catholic Church in Australia for the purposes of carrying out functions associated with the social welfare ministry.

APPLYING FOR MEMBERSHIP

- 4 A diocese, a parish, a Religious Institute, a Juridic Person or a Lay Association of Christ's Faithful shall apply for membership by:
 - (a) submitting an application in writing in a form approved by the Board together with a copy of their constitution and a copy of their code of ethics;
 - (b) submitting a written statement that they have read and agreed to adhere to the Code of Ethics in force from time to time.
- 5 The Board shall prescribe an Application Form to be completed by eligible applicants to apply to become a member of Catholic Social Services. The Application Form shall be Schedule I to these By-Laws.
- 6 Upon receipt by the Secretary of a signed application in the prescribed form from an eligible applicant, the Secretary shall refer a copy of that application to each member of the Board and the application shall be considered at the next Meeting of the Board.
- 7 In the event that the Board resolves to accept such application, the Secretary shall notify the applicant in writing that it is approved for membership of Catholic Social Services and request payment of any Annual Membership Fee, as provided in Clauses 144 and 145, within the period of twenty eight (28) days after receipt of the notification of the amount payable under these By-Laws.
- 8 The Secretary shall, upon payment of the amount referred to in Clause 7 within the stipulated period, enter the applicant's name in the Register of Members kept by the Secretary and upon the name being so registered, the applicant shall become a Member of Catholic Social Services.

CONDITIONS OF MEMBERSHIP

- 9 The Board shall have the authority to make, alter and repeal from time to time all such rules it may think fit relating to the eligibility and/or conditions of membership of Catholic Social Services, subject to the Constitution, these By-Laws and the Code of Ethics.

RIGHT OF APPEAL

- 10 In the event that there is an objection to an application pursuant to Clause 9 of these By-Laws, the Secretary shall notify the applicant in writing that it is not approved for membership of Catholic Social Services specifying the reasons of the Board for rejecting the application and notifying the applicant that it may lodge an appeal against the decision in writing within fourteen (14) days after receipt of the notification.

- 11 Where an appeal is received in writing from an applicant pursuant to Clause 10, the Secretary shall refer the appeal to the Chairperson and the Bishops Commission for Justice and Service for a final decision on the application.

REGISTER OF MEMBERS

- 12 It shall be the responsibility of the Secretary to keep and maintain a Register of Members of Catholic Social Services in which shall be entered the full name and address and date of entry of each member.
- 13 The Register of Members shall be divided into two divisions:
- (a) Ordinary Members; and
 - (b) Associate Members;
- and the recording of the names of the members shall be pursuant to Clause 29.
- 14 The Register of Members shall be available for inspection by members at the Office of Catholic Social Services.

THE DELEGATE OF MEMBERS

- 15 Each Member shall authorise a natural person to act as its Delegate and the person so authorised shall be entitled to exercise all the powers on behalf of that member which he represents.
- 16 Each Member shall inform the Board in writing of the name of its Delegate from time to time.

RIGHTS OF MEMBERS

- 17 Each Ordinary Member shall have the same rights, privileges and conditions as all other Ordinary Members of Catholic Social Services and each Ordinary Member's Delegate may vote:
- (a) in any resolution put to Catholic Social Services at an Annual General Meeting;
 - (b) to nominate up to a total of three (3) persons for appointment by the Conference to the Board of Catholic Social Services in accordance with Clause 15(c) of the Constitution;
 - (c) to appoint Office Bearers of a Branch as detailed in Clause 30.
- 18 Each Associate Member may participate by way of exercising a vote in the appointment of Office Bearers of a Branch as detailed in Clause 30 but shall not vote in the election of nominees for the Board or at any Meetings of Catholic Social Services but shall otherwise enjoy the same rights, privileges and conditions as Ordinary Members of Catholic Social Services.
- 19 The right, privilege or obligation a Member of Catholic Social Services has by reason of being a Member of Catholic Social Services:

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- (a) is not capable of being transferred or transmitted to another person or organisation; and
- (b) terminates upon cessation of the Member's membership of Catholic Social Services;

notwithstanding Clause 20.

PROXY

- 20 In the event that a person entitled to exercise all the powers on behalf of an Ordinary Member pursuant to Clause 15 is unable to attend an Annual General Meeting or a Special General Meeting of Catholic Social Services, that person may cast a vote by proxy on the condition that the Chairperson receives written notification of the proxy vote from that person prior to the commencement of the Meeting. The Proxy Form shall be Schedule II to these By-Laws.

CESSATION OF MEMBERSHIP

- 21 A Member ceases to be a Member of Catholic Social Services if the Member:
- (a) resigns in writing to the Board from membership of Catholic Social Services; or
 - (b) fails to renew membership of Catholic Social Services by payment within the prescribed time of the Annual Membership fee ; or
 - (c) is expelled in accordance with a procedure adopted pursuant to Clause 23; or
 - (d) ceases to be entitled to membership pursuant to Sub-clause 2(b), (c), (d), (e) or (f); or
 - (e) ceases to be entitled to membership pursuant to Sub-clause 3(b), (c) or (d).
- 22 A Member desiring to resign from Catholic Social Services may do so at any time by delivering or forwarding by post to the Secretary a written notice of resignation signed by the authorised signatory of the resigning Member.
- 23 If in the opinion of the Board, a Member has refused or neglected to comply with the provisions of the Constitution or these By-Laws or has acted in such manner as contravenes the Code of Ethics or has been guilty of conduct unbecoming a Member or prejudicial to the interest of Catholic Social Services or the Catholic Church, the Member may be suspended or expelled from membership of Catholic Social Services.
- 24 A Member who has resigned, had its membership terminated, had its membership suspended or ceased to be a member shall:
- (a) not be entitled to any rights and privileges of a Member;
 - (b) remain liable for and shall pay to Catholic Social Services all money due to it at the time of cessation of membership or for which the member may become liable under the provisions of these By-Laws and shall not have any claim monetary or otherwise on Catholic Social Services, its funds or property.

READMISSION TO MEMBERSHIP

- 25 The Board shall reinstate a former Member to Catholic Social Services if the Board determines that such reinstatement should occur.

BRANCHES

- 26 In order to facilitate communication between all Members and the Bishops and the Religious Leaders and, between Catholic Social Services and all Members, regional meetings of Ordinary Members and Associate Members may be convened in accord with a division of all members into one of five specified branches.
- 27 The Register of Members shall be divided into five (5) separate Branches as follows:
- (a) *Queensland Branch*, comprising Members from the Province of Brisbane represented by the geographical areas known as the Catholic Dioceses of Brisbane, Cairns, Rockhampton, Toowoomba and Townsville.
 - (b) *New South Wales and Australian Capital Territory Branch*, comprising Members from the Province of Sydney represented by the geographical areas known as the Catholic Dioceses of Armidale, Bathurst, Broken Bay, Canberra-Goulburn, Lismore, Maitland-Newcastle, Parramatta, Sydney, Wagga Wagga, Wilcannia-Forbes and Wollongong and, the Eparchy of St Michael Archangel of Sydney and, the Maronite Diocese of St Maroun of Sydney.
 - (c) *Southern Branch*, comprising Members from the Province of Melbourne represented by the geographical areas known as the Catholic Dioceses of Ballarat, Hobart, Melbourne, Sale and Sandhurst and, the Eparchy of Saints Peter and Paul of Melbourne.
 - (d) *Central Branch* comprising Members from the Province of Adelaide represented by the geographical areas known as the Catholic Dioceses of Adelaide, Darwin and Port Pirie.
 - (e) *Western Australia Branch*, comprising Members from the Province of Perth represented by the geographical areas known as the Catholic Dioceses of Bunbury, Broome, Geraldton and Perth.
- 28 A Member's name shall be entered into the Register of the Branch which represents the geographical area in which the Member conducts its services.
- 29 A Member's name may appear in the Register of only one (1) Branch at any one time, except in the case of a Religious Institute as provided for in Sub-clause 2(c).
- 30 The Members within each Branch shall elect a person to the positions of Branch Chairperson and Branch Secretary and/or other office bearers in accord with any arrangements or conditions agreed to by the Members of the Branch.
- 31 The Branch Chairperson shall be responsible for chairing all meetings of the Branch and shall cause an Agenda and any related background papers to be distributed to the Members of the Branch prior to meetings of the Members of the Branch.

- 32 The Branch Secretary shall be responsible for keeping minutes of all Branch meetings and for distributing the Agenda and any related background papers to the Members of the Branch seven (7) days before a Meeting.
- 33 The Minutes of all meetings of a Branch shall be forwarded to the Board through the Executive Director.

THE BOARD

- 34 The Board, subject to the Constitution, these By-Laws and to any resolution passed by Catholic Social Services in General Meeting shall implement the wishes of the Conference and of the Members in accordance with Clause 24 of the Constitution.
- 35 Each member of the Board may vote in any resolution put to the Board or to Catholic Social Services and shall enjoy the same rights, privileges and conditions as all Ordinary Members of Catholic Social Services pursuant to Clause 17.
- 36 Members of the Bishops Commission for Justice and Service other than those members referred to in Clause 13 of the Constitution may attend all General Meetings of Catholic Social Services and in such an event shall have the status of *ex-officio* Members and shall have the right to vote at all Meetings of the Board.

TERM OF OFFICE

- 37 Members of the Board, excluding the bishops appointed pursuant to Clause 13 of the Constitution and the Chairperson appointed pursuant to Clause 20 of the Constitution shall hold office for a term of three (3) years and shall be eligible for reappointment for one subsequent term of office.
- 38 Notwithstanding Clause 37, procedures will be created by the Board in order to ensure an orderly rotation of persons appointed to the Board.
- 39 The office of a Member of the Board becomes vacant if that person:
- (a) dies;
 - (b) resigns from office by notice in writing to the Chairperson;
 - (c) becomes an employee of the Conference or of Catholic Social Services;
 - (d) ceases to belong to the organisation from which she or he was elected or nominated;
 - (e) has, in the opinion of the Board, refused, neglected or is no longer fit or able to comply with the provisions of the Constitution, these By-Laws or has acted in such manner as contravenes the Code of Ethics.
- 40 The Conference may remove a person from the office of the Board where she or he has been guilty of conduct unbecoming or prejudicial to the interest of Catholic Social Services or the Catholic Church or where she or he loses the support of the Catholic Social Services membership, as determined by a vote of no confidence carried by a two thirds majority of the members voting at the Annual General Meeting of the members.

- 41 Any casual vacancy in the membership of the Board shall be filled pursuant to the provisions of Clauses 11 and 15 of the Constitution relating to the position which has fallen vacant for the unexpired part of the term of office.
- 42 Where the vacancy requires an election such election shall be held in accordance with such processes as determined by the Board.

PROCEEDINGS OF THE BOARD

- 43 The Board shall meet at least twice each year at such time and at such place as the Board may from time to time determine.
- 44 At meetings of the Board two thirds (2/3) of the number of the members of the Board shall constitute a quorum. No business shall be transacted at any such meeting unless a quorum is present at the time the Meeting proceeds to business.
- 45 The Chairperson of the Board shall preside at all meetings of Catholic Social Services, the Board and the Executive Committee or if she or he is not present within fifteen (15) minutes after the time appointed for the holding of the Meeting, then the Deputy Chairperson shall preside as Chairperson at the meeting and in the absence of both the Chairperson and Deputy Chairperson then the members of the Board present shall elect one of their number to be Chairperson of the meeting.
- 46 Subject to these By-Laws the procedure to be followed at a meeting of the Board shall be as the Board shall determine.
- 47 The Chairperson or any two members of the Board may at any time request the Members of the Board to convene a meeting of the Board.
- 48 A meeting of the Board may be held with one or more of its Members participating by telephone, audio-visual link up or other instantaneous communication medium, provided that the Meeting is conducted so that all participating members of the Board are able to hear the proceedings of the entire Meeting and are able to be heard by all others attending the Meeting. Such a Meeting shall be deemed to be held at such place as is agreed upon by the Board being a place at which at least one member of the Board was present for the duration of the Meeting. A minute of the proceedings of such a Meeting shall be sufficient evidence of the proceedings and the observance of all necessary formalities if it is certified as a correct minute by the Board.
- 49 Questions arising at a meeting of the Board shall be decided by a majority of votes of the members of the Board present and voting, and any such decision shall for all purposes be deemed to be a decision of the Board.
- 50 In the case of an equality of votes the Chairperson of the meeting shall not be entitled to a second or casting vote.
- 51 In the event that a Member of the Board is unable to attend a meeting of Catholic Social Services that person may cast a vote by proxy on the condition that the Chairperson receives written notification of the proxy vote from that person prior to the commencement of the Meeting.
- 52 If all the Members of the Board have signed a document containing a statement that they are in favour of a resolution of the Board 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

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- day on which the document was signed and at the time at which the document was last signed by a member of the Board or if the members signed the document on different days, on the day on which and the time at which the document was last signed by a member of the Board.
- 53 All acts done by any meeting of the Board or by any person acting as a Member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment or election of any such member of the Board or that there was a vacancy in the office of member of the Board or that any of them were disqualified, be as valid as if the defect, vacancy or disqualification did not exist and the Board was fully and properly constituted.
- 54 The Chairperson shall, in consultation with the Executive Director, determine the Agenda of all meetings of Catholic Social Services.

EXECUTIVE COMMITTEE

- 55 The Board shall establish from amongst its members an Executive Committee and shall delegate to the Executive Committee responsibility for the day to day supervision of the affairs of Catholic Social Services between meetings of the Board.
- 56 The persons who are the members of the Executive Committee, excepting the Chairperson and the Bishop's Nominee, shall be appointed as the Trustees of the company.
- 57 The Executive Committee shall be accountable to the Board for its activities.
- 58 The Executive Committee shall consist of up to six (6) Members of the Board and will include the following:
(a) Chairperson; and
(b) Treasurer
and may include the following:
(c) Bishops' Nominee; and
(d) Deputy Chairperson; and
up to two other Members
- 59 Up to four (4) Members of the Board, other than the Chairperson, the Treasurer and the Bishops' Nominee shall be elected to the Executive Committee by Members of the Board at the earliest opportunity following the Catholic Social Services Annual General Meeting of Catholic Social Services when required. The members so elected, together with the Chairperson, the Treasurer and the Bishops' Nominee (if appointed), shall form the Executive Committee of Catholic Social Services.
- 60 Membership to the Executive Committee shall be for a period of up to two (2) years.
- 61 Members of the Executive Committee may be selected for successive terms of appointment to the Executive Committee.
- 62 The election of members to the Executive Committee shall take place in the following order:
(a) Treasurer
(b) Deputy Chairperson (if required)
(c) Other members.

In the event that no more than the required number of candidates shall be nominated for any position of the Executive Committee those so nominated, having accepted the nomination, shall be declared elected.

- 63 Elections for membership of the Executive Committee shall be held by secret ballot and all Members of the Board shall be eligible to cast a vote. The candidate recording the largest number of votes shall be declared elected. In the event of a tied vote, further ballots shall be taken until a majority for one candidate is attained.

STANDING COMMITTEES OF CATHOLIC SOCIAL SERVICES

- 64 The Board shall establish the following permanent Standing Committees:
- (a) Social Policy and Research Standing Committee;
 - (b) Membership and Network Standing Committee; and
 - (c) Finance Standing Committee.
- 65 The members of a Standing Committee shall be drawn from the Members and any other persons co-opted by the Board.
- 66 Clause 65 shall not exclude any appointment of persons who are representatives of other national Catholic social welfare organisations to a Standing Committee by virtue of their membership of that national organisation.
- 67 The function(s) of all such Standing Committees and the terms of reference of each such Standing Committee shall be determined by the Board.
- 68 The membership of the Membership and Network Standing Committee shall be drawn from the Branch Chairpersons of the five Branches described under Clause 27.
- 69 With the exception of Clause 68 all persons appointed by the Board to a Standing Committee shall be appointed for a term of office determined by the Board.
- 70 The term of office of members of the Membership and Network Standing Committee shall be determined in accord with Clause 30 or Clause 71.
- 71 The Board shall appoint the chairperson of every Standing Committee from amongst the Members of the Board and the chairperson shall be responsible for convening and chairing all meetings of the Standing Committee.
- 72 The chairperson of a Standing Committee shall cause regular reports of its activities to be provided to the Board as requested by the Board and shall formerly tender to the Board such advice concerning specific subject matter as provided under its Terms of Reference or as requested by the Board.
- 73 The Board may at any time appoint other such Standing Committees as it determines necessary.
- 74 Notwithstanding Clauses 64 or 69 a Standing Committee may be dissolved by the Board at its discretion.

WORKING PARTIES OF CATHOLIC SOCIAL SERVICES

- 75 The Board may at any time establish a Working Party or Working Parties from amongst its members and other persons co-opted by the Board.
- 76 The function(s) of any such Working Party and the terms of reference of each such Working Party shall be as determined by the Board.
- 77 All persons appointed by the Board to a Working Party shall be appointed for a term of office determined by the Board.
- 78 A Working Party shall have a convenor who shall be responsible for convening and chairing all meetings of the Standing Committee.
- 79 The convenor of every Working Party shall be appointed by the Board and shall be a Member of the Board.
- 80 The convenor of a Working Party shall cause regular reports of its activities to be provided to the Board as requested by the Board and shall formerly tender to the Board such advice concerning specific subject matter as requested by the Board.
- 81 Notwithstanding Clauses 75 or 77 a Working Party may be dissolved by the Board at its discretion.

DELEGATION

- 82 The Executive Committee may delegate in writing to the person for the time holding the position of Executive Director any of the powers and responsibilities vested in Catholic Social Services by the Conference through the Constitution and these By-Laws except for this power to delegate. The Statement of Delegation to the Executive Director, as amended by the Board from time to time, shall be contained in Schedule III to these By-Laws.

MEETINGS OF CATHOLIC SOCIAL SERVICES

ANNUAL GENERAL MEETINGS

- 83 Catholic Social Services shall hold an Annual General Meeting at a time and place determined by the Board within the period of four months (4) after the end of the financial year of Catholic Social Services, there having been given twenty eight (28) days notice of that Annual General Meeting.
- 84 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 auditors, or the fixing of the remuneration of the auditors.
- 85 The following business shall be attended to at the Annual General Meeting:
- (a) confirmation of the minutes of the last preceding Annual General Meeting;

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- (b) the Annual Report of Catholic Social Services and other reports from the Board concerning the activities of Catholic Social Services during the preceding year;
 - (c) the audited statements;
 - (d) the Annual Report from Catholic Social Services (Australia) Limited;
 - (e) receipt of advice of the election of members of the Board where necessary;
 - (f) any other matters raised by the Board.
- 86 A quorum for Annual General Meetings and Special General Meetings of Catholic Social Services shall consist of not less than half of the number of Ordinary Members plus one of the Ordinary Members.
- 87 Notice of a vacant position held by a person appointed to the Board pursuant to Clause 15 (c) of the Constitution shall be given to the members not less than twenty-eight (28) days prior to an Annual General Meeting.
- 88 Such notice shall indicate, inter alia, those persons appointed to the Board pursuant to Clause 15 (c) of the Constitution who are retiring and shall call for nominations of persons eligible to be considered for election to the position of Member of the Board by the Ordinary Members pursuant to these By-Laws.
- 89 A Nomination Form in the form set out in Schedule IV shall accompany the notice of vacancy and shall be forwarded to the Delegates of Ordinary Members by mail or by electronic means.
- 90 A Nomination Form shall be considered to be valid where:
- (a) it is complete;
 - (b) the nominee is proposed by a Delegate as evidenced by the signature of the Delegate;
 - (c) the proposal is seconded by a Delegate, other than the Delegate referred to in Sub-clause 90 (b), as evidenced by the signature of a second Delegate.
 - (d) the nominee has agreed to the nomination as evidenced by her or his signature on the Nomination Form; and
 - (e) the persons referred to in Sub-clause 90 (b), (c) and (d) are not the same persons.
- 91 Completed Nomination Forms shall be returned by mail or by electronic means to the Secretary and must be received by 5.00 pm (AEST) seven (7) days before the convening of the Annual General Meeting.
- 92 The Secretary shall be responsible for preparing the Ballot Papers for the election.
- 93 At the Annual General Meeting the Chairperson shall appoint a Returning Officer to conduct the election of nominees to the position of Member of the Board.
- 94 The election of nominees to the positions of elected Member of the Board shall be held by secret ballot.

- 95 The Returning Officer shall appoint two (2) scrutineers to ensure the validity of votes cast.
- 96 The Returning Officer and the scrutineers must not be eligible to vote in the election nor be nominees in the election.
- 97 The Nominees with the highest number of votes recorded against their name shall be declared elected.
- 98 The decision of the Returning Officer shall be final and binding in respect of all matters affecting the election.
- 99 Where the number of nominees is as many as the number of vacant positions on the Board, then those nominees shall be deemed to be elected.
- 100 The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.

GENERAL MEETINGS

- 101 All general meetings other than the Annual General Meeting shall be called General Meetings.
- 102 The Board may, whenever it thinks fit, convene a General Meeting to consider such motions as the Board shall resolve to put to that meeting.
- 103 General Meetings shall be held upon the written request of twelve (12) Ordinary Members to the Chairperson.
- 104 Pursuant to Clause 103 the requisition for a General Meeting shall state in writing the motions to put to the meeting and shall be signed by four or more of the Delegates of the Ordinary Members making the request.
- 105 Pursuant to Clauses 102 and 103 the Chairperson shall cause a General Meeting of Catholic Social Services to take place within thirty (30) days of receipt of the request that such a meeting be held.
- 106 The time, the place and the method for convening a General Meeting shall be determined by the Board.
- 107 If the Chairperson does not cause a General Meeting to be held within thirty (30) days of sending the request that such a meeting be held, the Members making the request may convene a General Meeting to be held not later than three (3) months after that date.

MEETINGS OF THE BOARD

- 108 Notice and conduct of Meetings of the Board, other than the Annual General Meeting and a General Meeting, shall be held in accordance with the provisions of these By-Laws, and subject thereto such meetings shall be held at such times and places that are determined by the Board, there having been given fourteen (14) days' notice of such meetings unless otherwise agreed to by the Board

- 109 Any meeting convened by the Board, other than the Annual General Meeting or a General Meeting, may be cancelled by the Board upon not less than twenty four (24) hours' notice to those Members entitled to notice of the meeting.
- 110 The time, the place and the method for convening a Meeting of the Board shall be determined by the Board.

MEETINGS OF THE EXECUTIVE COMMITTEE

- 111 Notice and conduct of Meetings of the Executive Committee shall be held in accordance with the provisions these By-Laws, and subject thereto such meetings shall be held at such times and places that are determined by the Chairperson, there having been given two (2) days notice of such meeting unless otherwise agreed to by the Chairperson or the Executive.
- 112 Any meeting convened by the Executive Committee may be cancelled by the Chairperson upon not less than twenty four (24) hours' notice to those Members entitled to notice of the meeting.

NOTICE OF MEETINGS

- 113 The Secretary shall give at least fourteen (14) days notice to Members of all General Meetings and reasonable notice of Meetings of the Board.
- 114 The Secretary shall give at least twenty eight (28) days notice of the Annual General Meetings and Special General Meetings of Catholic Social Services to:
- (a) Ordinary Members;
 - (b) Associate Members;
 - (c) Members of the Board;
 - (d) the Australian bishops;
 - (e) Leaders of Religious Institutes;
 - (f) the Directors of Catholic Social Services (Australia) Limited;
 - (g) the Auditor for the time being of Catholic Social Services.
- 115 Such notice shall indicate the time, date and place of the Meeting and the Proposed Agenda of the Meeting to be considered.

CODE OF ETHICS

- 116 The Board shall at all times maintain a written Code of Ethics together with any such documentation regarding procedures for the promotion and maintenance of the principles outlined in the Code.
- 117 The Code of Ethics shall be Schedule V to these By-Laws.

- 118 The Board shall ensure that a review of the Code of Ethics occurs each three (3) year period.
- 119 The revised Code of Ethics shall be presented to the Members for endorsement at an Annual General Meeting.
- 120 Copies of the Code of Ethics shall be available to all Members and to the public.

NATIONAL OFFICE

- 121 The Board shall establish a National Office pursuant to Clause 55 of the Constitution.

THE EXECUTIVE DIRECTOR

- 122 The Executive Director shall be responsible for implementing the policies of Catholic Social Services in accordance with Clause 33 of the Constitution.
- 123 The Executive Director shall be responsible for the management of the day-to-day activities of Catholic Social Services and of the National Office.
- 124 The Executive Director shall give appropriate notices of all Annual General Meetings, and General Meetings of Catholic Social Services, of all meetings of the Board and of all meetings of the Executive Committee; provide for appropriate minutes and records of all meetings of Catholic Social Services and of all meetings of Standing Committees and of Working Parties to be kept; attend to all correspondence; and, provide for financial and other reports to be prepared as laid down in these By-Laws.
- 125 The Executive Director, or his/her nominee, normally shall attend all meetings of Catholic Social Services, the Board, the Executive Committee and all Standing Committees and all Working Parties of Catholic Social Services.
- 126 The Executive Director shall be an *ex-officio* member of all Standing Committees and Working Parties but shall not exercise any deliberative rights.
- 127 The Executive Director, acting on behalf of the Conference on the recommendation of the Board, shall be responsible for the appointment and termination of staff employed to work within the National Office.
- 128 Pursuant to Clause 27 of the Constitution, the Board shall ensure the Executive Director possesses appropriate tertiary qualifications and has had appropriate experience in the field of social welfare management at a national and/or local level.
- 129 The Executive Director shall be appointed by the Conference in consultation with the Bishops Commission for Justice and Service following recommendation from the Board of Catholic Social Services for a period not exceeding five (5) years.
- 130 In the spirit of Clause 27 of the Constitution, the Bishops' Commission for Justice and Service shall consult with and shall seek the recommendation of the Board concerning the re-appointment of the person holding the position of Executive Director. The Conference shall determine the re-appointment of the Executive Director upon advice from the Board of Catholic Social Services to the Bishops' Commission for Justice and Service.

- 131 The Executive Director shall be dismissed only by the Conference on recommendation of the Board of Catholic Social Services.
- 132 The Executive Director shall resign to the Chairperson, who alone has authority to receive such a resignation on behalf of the Conference.

CUSTODY OF RECORDS

- 133 The Board shall cause to be kept proper books of account in which shall be kept full true and complete accounts of the affairs and transactions of Catholic Social Services.
- 134 The books of accounts, documents and securities of Catholic Social Services shall be kept at the Office of Catholic Social Services and shall always be open for inspection by the delegate of each Member. The Board shall from time to time determine at what times and places and under what conditions or regulations the accounting and other records of Catholic Social Services shall be open for inspection by the delegate of each Member.

FINANCES

ACCOUNTS OF RECEIPTS AND EXPENDITURE

- 135 The Board shall ensure that true accounts shall be kept of:
 - (a) all sums of money received and expended by Catholic Social Services and the matter in respect of which the receipt or expenditure takes place;
 - (b) the property, credits and liabilities of Catholic Social Services.

BANKING AND FINANCES

- 136 The funds of Catholic Social Services shall be banked in the name of "Catholic Social Services (Australia)" in such a bank or financial institution as Catholic Social Services may from time to time determine.
- 137 Monies donated to the Gift Fund of Catholic Social Services (Australia), as prescribed in the Constitution, shall be banked in the name of "Catholic Social Services (Australia) Welfare Assistance Fund" in such a bank or financial institution as Catholic Social Services may from time to time determine.
- 138 The Executive Director shall cause proper books and accounts to be kept and maintained in accord with Australian Accounting Standards showing the financial affairs of Catholic Social Services and the particulars usually shown in books of a like nature.
- 139 All monies shall be banked as soon as practicable upon receipt of them.
- 140 All accounts paid by cheque shall be signed by any two (2) persons who hold a delegation from the Board, in the case of the Executive Director, or from the Executive Director, in the case of employees of Catholic Social Services, to be the designated Signing Officers.

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- 141 Cheques shall be crossed "Not Negotiable" except those in payment of wages and allowances of petty cash recoupment which may be open.
- 142 The Executive Director shall determine the amount of petty cash which shall be kept on the imprest system.
- 143 Income shall be derived from:
- (a) Membership fees;
 - (b) Grants from the Conference;
 - (c) Voluntary donations and public subscriptions from sources approved by the Board;
 - (d) Grants from the Commonwealth Government or a State/Territory Government that are in keeping with the Mission and the Objects of Catholic Social Services;
 - (e) Revenue derived from the performance of secretarial, consultancy or management functions for related bodies;
 - (f) Other sources at the discretion of the Board.

ANNUAL MEMBERSHIP FEES

- 144 Each Member shall pay an annual Membership Fee as determined from time to time by the Board.
- 145 The Board shall exercise discretion as to the variation of the conditions of payment or the waiver of the payment of the Membership Fee referred to in Clause 144 for a Member.

AUDIT AND APPOINTMENT OF AUDITOR

- 146 As soon as practicable after the end of the financial year of Catholic Social Services the Executive Director shall cause to be prepared a statement of receipts and payments, income and expenditure and a balance sheet for the financial year just ended.
- 147 All such statements shall be examined by an independent auditor appointed by Catholic Social Services who shall present a report upon such audit to the Executive Director prior to holding the next Annual General Meeting following the completion of Catholic Social Services' financial year in respect of which such audit was made.
- 148 At the Annual General Meeting of Catholic Social Services, the Board shall appoint an Auditor who is authorised as an Auditor in the State or Territory in which the Office of Catholic Social Services is located.

INDEMNITY

- 149 (a) To the extent permitted by law every Officer (and former Officer) of Catholic Social Services shall be indemnified out of the funds of Catholic Social Services 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 Catholic Social Services under this Clause 149 unless:

- (i) it is in respect of a liability to another person (other than Catholic Social Services or a related body corporate to Catholic Social Services) 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 Catholic Social Services 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 Catholic Social Services 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 Catholic Social Services; 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 Catholic Social Services shall not be required to indemnify the Officer under Clause 149(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 Catholic Social Services contained in Clause 149(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.

AMENDMENTS TO THESE BY-LAWS

- 149 Notification of any proposal to amend the By-Laws of Catholic Social Services must be communicated in writing to the Chairperson at least thirty (30) days prior to any General Meeting of Catholic Social Services.
- 150 Notwithstanding Clause 61 of the Constitution, any decision to amend the By-Laws of Catholic Social Services by the Members shall be taken on the vote of two-thirds (2/3) majority of Members present at any General Meeting of Catholic Social Services.