

Constitution of Catholic Social Services NSW/ACT Inc

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Preamble- Catholic Social Teaching¹

In supporting and enhancing the work of its members Catholic Social Services NSW/ACT seeks to serve the poor, the marginalised and the disadvantaged by drawing upon the gospel values enshrined in Catholic Social Teaching:

A. The Dignity of the Human Person

Human beings are created in the image of God and, therefore, are endowed with dignity. This inherent dignity carries with it certain basic rights and responsibilities, which are exercised within a social framework.

B. The Common Good

While the dignity of the human person is affirmed, individuals live in common with others and the rights of individuals must be balanced with the wider common good of all. The rights and needs of others must be always respected.

C. Solidarity

Human beings are social by nature and do not exist merely as individuals. When considering the human community, it must be remembered that it consists of individual and social elements.

D. Subsidiarity

This principle recognises that society is based on organisations or communities of people ranging from small groups or families right through to national and international institutions. As a rule of social organisation, subsidiarity affirms the right of individuals and social groups to make their own decisions and accomplish what they can by their own initiative and industry. A higher-level community should not interfere in the life of a community at a lower level of social organisation unless it is to support and enable.

E. The Purpose of the Social Order

The social order must uphold the dignity of the human person.

F. The Purpose of Government

The purpose of government is the promotion of the common good. Governments are required to actively participate in society to promote and ensure social justice and equity.

G. Participation

Individuals and groups must be enabled to participate in society.

H. The Universal Purpose of Goods

The world's goods are meant for all. Although the Church upholds the right to private property this is subordinate to the right to common use and the overall common good. There is a social mortgage on private property.

I. Option for the Poor

¹ Social Action Office, Conference of Leaders of Religious Institutes, Queensland, www.sao.criq.org.au

This refers to seeing the world through the eyes of the poor and standing with the poor in solidarity. This should lead to action for justice with and on behalf of those who are poor and marginalised.

J. The Care of Creation

The Earth is God's gift, and all species have a rightful place in it. Humans share this habitat with other kind and have a special duty to be stewards and trustees of the Earth.

Part 1 – Preliminary

1 Name

The name of the organisation is Catholic Social Services NSW/ACT Incorporated ABN 31 911 003 352. This name can be abbreviated as '**CSS NSW/ACT**'.

2 Definitions

In this Constitution:

Archbishop means the present Archbishop of the Catholic Archdiocese of Sydney and the present Archbishop of the Catholic Archdiocese of Canberra-Goulburn while remaining Archbishop and his successor for the time being as Archbishop or otherwise the person for the time being exercising Episcopal jurisdiction over the faithful of the Archdiocese and "**Archbishops**" means both of them.

Associate Member is an individual or an agency who has been approved by the Executive under clauses 6(b) and 8.

Bishop means any of the present Bishop of the Catholic Diocese of Armidale, Bathurst, Broken Bay, Lismore, Maitland-Newcastle, Parramatta, Wagga Wagga, Wilcannia-Forbes, Wollongong and Canberra-Goulburn while remaining Bishop and his successor for the time being as Bishop or otherwise the person for the time being exercising Episcopal jurisdiction over the faithful of the Diocese and means a reference to each of the Bishop of Armidale, Bathurst, Broken Bay, Lismore, Maitland-Newcastle, Parramatta, Wagga Wagga, Wilcannia-Forbes, Wollongong and Canberra-Goulburn and a reference to **Bishops** means any 2 or more of them.

Canon Law means the Code of Canon Law promulgated by Pope John Paul II on 25 January 1983 and any other universal or particular legislation promulgated by the competent ecclesiastical authority.

Catholic Community Service is an agency or ministry which provides community or social services and is either:

- (a) Catholic under the Canon Law;
- (b) a NSW/ACT Catholic Archdiocesan or Diocesan agency responsible for providing social services such as a CatholicCare or CentaCare;
- (c) auspiced by a Catholic Religious Congregation; or
- (d) a community agency that, in the opinion of the Executive, follows Catholic social teaching.

CRA is Catholic Religious Australia ABN 92 291 126 804.

Episcopal Vicar is the Episcopal Vicar for Justice and Social Services as appointed by the Archbishop of Sydney for that Archdiocese.

Executive means the governing body for Catholic Social Services NSW/ACT set up under clause 14.

Financial Year means the financial year of CSS NSW/ACT in accordance with clause 22.

Full Member is a Catholic community service, which has been approved by the Executive under clause 6(a).

ITAA 97 means the *Income Tax Assessment Act 1997* (Cth).

Member means a Member of CCS NSW/ACT in accordance with clause 6.

Mission means the Mission of CCS NSW/ACT in accordance with clause 3.

Objects means the Objects of CCS NSW/ACT in accordance with clause 4.

3 Mission

The mission of CSS NSW/ACT is to assist the Catholic Church in NSW/ACT to fulfil the gospel imperatives to:

- (a) stand with and serve the poor, disadvantaged and marginalised; and
- (b) work for a just, equitable and compassionate society.

4 Objects

The charitable objects for which CSS NSW/ACT is established are to provide benevolent relief to those suffering poverty or distress (such as sickness, disability, destitution, suffering, misfortune or helplessness) by:

- (a) acting as a peak body for Catholic social services in NSW/ACT;
- (b) working with other Catholic agencies and ministries which provide social services to promote a contemporary vision and focus of the social mission of the Catholic Church;
- (c) responding to social service issues so as to bring about social change in accordance with Catholic social teaching;
- (d) advising the Archbishops, Bishops, Catholic religious institutes, Catholic agencies and ministries and other Church-based groups with regard to their pastoral responsibilities and ministries;
- (e) encouraging collaboration in the promotion of opportunities for service delivery and mission development to people in need;
- (f) giving effective voice to the experiences and struggles of people who are disadvantaged and marginalised through researching, publishing and speaking on issues of justice and equity;

- (g) working collaboratively with Catholic Social Services Australia (“CSSA”) in relation to the provision of social services; and
- (h) undertaking any other activities in furtherance of the above.

5 Not-for-profit

- (a) The income and property of CSS NSW/ACT will only be applied towards the promotion of the objects of CSS NSW/ACT set out in clause 4.
- (b) No income or assets of CSS NSW/ACT will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member of CSS NSW/ACT unless it is paid, transferred or distributed in carrying out CSS NSW/ACT’s business. However, nothing in this Constitution will prevent payment in good faith to a Member:
 - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to CSS NSW/ACT;
 - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for money lent to CSS NSW/ACT;
 - (iii) of reasonable and proper rent for premises leased by any Member to CSS NSW/ACT,for carrying out CSS NSW/ACT's charitable purposes.

Part 2 – Membership

6 Categories of membership

- (a) Full membership is available to any Catholic community service operating in NSW/ACT upon application and approval by the Executive.
- (b) Associate membership is available to individuals who subscribe to the CSS NSW/ACT Mission upon application and approval by the Executive.

7 Full Members

- (a) A Catholic Community Service may notify the Executive in writing that it wishes to be a Full Member of the Association.
- (b) The Executive will be the arbitrator of eligibility for membership, with the proviso that admission to membership should not be unreasonably refused.
- (c) A Full Member is required to nominate a representative who shall attend meetings and vote on behalf of that member.
- (d) The Full Member nominated representative may, at their discretion, appoint a proxy for any meeting of CSS NSW/ACT.
- (e) Full members of CSS NSW/ACT are obliged to: -
 - (i) subscribe to and promote the mission and objects of CSS NSW/ACT;

- (ii) pay affiliation and other fees as determined by Executive; and
- (iii) nominate in writing their representative and provide that person's contact details at the time of paying annual membership fees.

8 Associate members

- (a) Associate members may apply for Membership of the Association by submitting an application in writing to the Executive in a form acceptable to the Executive.
- (b) The application form must include a statement by the applicant that he or she will:
 - (i) subscribe to and promote the mission and objects of CSS NSW/ACT; and
 - (ii) pay Membership and other fees as determined by Executive from time to time.
- (c) The Executive will notify the applicant in writing as soon as practicable upon receiving an application as to whether their application has been:
 - (i) accepted (in which case the applicant's Associate Membership will commence on the date of that notice); or
 - (ii) rejected.

9 End of membership of CSS NSW/ACT

- (a) A Member may resign or withdraw from membership at any time by notice in writing to the Executive.
- (b) A Member which is wound up according to its own rules or constitution automatically ceases to be a Member.
- (c) The Executive may revoke the membership of a Member by resolution if:
 - (i) two thirds of Members of the Executive decide that the Member:
 - (A) is not performing Catholic community service;
 - (B) no longer subscribes to or promotes the Mission and Objects of CSS NSW/ACT;
 - (ii) the Member has failed to pay the Membership and any other fees payable under clause 11 by the due date and does not rectify such failure within 14 days of being given notice to do so.

10 Voting and Nomination Rights

- (a) All Members have the right to:
 - (i) nominate a representative for election to the Executive or to the position of Chairperson and Deputy Chairperson; and
 - (ii) participate in General and Special meetings of CSS NSW/ACT
- (b) Subject to clause 10(c), each Full Member has one vote :

- (i) in ballots for Executive positions and for the position of Chairperson or Deputy Chairperson; and
- (ii) for all other resolutions of General and Special Meetings of CSS NSW/ACT.
- (c) Any Full member that has not paid Membership or any other fees for the last 2 consecutive Financial Years will not be eligible to vote.
- (d) Associate Members do not have voting rights. but may nominate and be nominated for Executive positions and be nominated for the position of Chairperson or Deputy Chairperson.

11 Membership Fees

- (a) The Executive will determine the Membership fees payable by Members on an annual basis.
- (b) The Executive will notify advise the Membership of the Membership Fees payable for a Financial Year at the Annual General Meeting immediately preceding or as soon as practical after the commencement of that Financial Year.

12 Standing Committees and Interest Groups

- (a) The Executive may, at its sole discretion, form standing committees, working parties, task groups or special interest groups and delegate such powers and authority to these bodies as deemed appropriate by the Executive.
- (b) The Executive may, at its sole discretion, dissolve its standing committees, working parties, task groups or special interest groups or amend delegated powers and authorities from time to time.

Part 3 – Executive

13 Executive functions and activities

- (a) The Executive will: -
 - (i) act as the governing body for CCS NSW/ACT;
 - (ii) advise the Episcopal Vicar; and
 - (iii) advise the Archbishops, Bishops and Religious Institutes on social service matters and such other matters as may be referred to the Executive by the Archbishops, Bishops and Religious Institutes from time to time.
- (b) The Executive will fulfil the Mission of CSS NSW/ACT and further the interests of Members by:
 - (i) facilitating the animation and development of CSS NSW/ACT and its Membership;
 - (ii) responding, in appropriate forums, to Member views and concerns;
 - (iii) overseeing the overall functions of CSS NSW/ACT;

- (iv) determining the annual Membership fee;
 - (v) approving the annual CSS NSW/ACT budget;
 - (vi) providing general direction for the Secretariat in carrying out its functions as set out in clause 21; and
 - (vii) promoting and facilitating interest groups as a means to monitoring necessary service developments.
- (c) The Executive and the Secretariat under its general direction may collaborate and form working relationships, in different ways with other organisations that share similar objectives to CSS NSW/ACT.

14 Executive membership

- (a) The Executive shall be the governing body of CSS NSW/ACT.
- (b) Membership of the Executive shall comprise:
 - (i) a Chairperson and Deputy Chairperson elected by the Full Members;
 - (ii) Up to 6 persons elected by the nominated representatives of Full Members, not including Chairperson and Deputy Chairperson;
 - (iii) one person member representing the NSW/ACT Conference of CRA; and
 - (iv) the Episcopal Vicar who shall be a member of the Executive *ex officio*.
- (c) The Executive may co-opt people with particular expertise to standing committees, working parties, task groups or special interest groups.

15 Chairperson

The Chairperson's duties include: -

- (a) chairing meetings of the Executive;
- (b) working closely with the Members of CSS NSW/ACT; and
- (c) determining the agendas of Executive and Member's Forum meetings in conjunction with the Members of CSS NSW/ACT.

16 Executive Meetings

- (a) The Executive must meet at least 6 times per annum.
- (b) An Executive meeting may be convened or held using any technology consented to by all Executive members. The consent may be a standing one. An Executive member may withdraw consent to the use of a particular technology within a reasonable time period before an Executive meeting.
- (c) A quorum for an Executive meeting will be 4 members of the Executive, 3 of whom must be persons elected pursuant to clause 14(b)(ii).

- (d) The Chairperson and the Secretariat will formulate agendas for all meetings, with input from standing committees, working parties, task groups and/or special interest groups.
- (e) CSS NSW/ACT Members will attend meetings in accord with the Code of Conduct developed by the Executive from time to time.
- (f) Decisions of the Executive will be made by formal motion, moved and seconded and determined by a majority vote, with the Chairperson having a casting vote in the event of a tied vote.
- (g) Conflicts or potential conflicts of interest are to be declared by Executive members as pertinent matters arise and recorded in the minutes of the meeting.
- (h) A person with a conflict of interest should absent themselves from the meeting for the vote on that issue.

17 Terms of Office of Executive Members

- (a) The terms of office of elected Executive Members shall be for 2 years from the date of the Annual General Meeting at which their election was announced.
- (b) Nominated Executive Members shall be appointed biennially by their designated authority, generally within four weeks of or by the CSS NSW/ACT Annual General Meeting.
- (c) The designated authority may change their nominee at their absolute discretion.
- (d) The term of office of the Chairperson shall be two years.

18 Casual Vacancies

- (a) In the event of a casual vacancy occurring for an elected Executive Member the Executive may appoint any Full Member representative or Associate Member to the balance of the term of the vacant position.
- (b) In the event of a casual vacancy occurring for a nominated Executive member, the appropriate nominating authority shall be invited to nominate a replacement.

19 Conduct of Elections for elected Executive Members

- (a) Nominations for election to the Executive will close 14 days prior to the annual general meeting.
- (b) Only Representatives of Full Members or their delegates or proxies are entitled to vote in the election of Executive Members.
- (c) Votes will be received at the annual general meeting until the nominated closing time; alternatively, Representatives may post or email their votes to CSS NSW/ACT.
- (d) Votes will be received at CSS NSW/ACT (and receipt acknowledged) from seven days prior to the annual general meeting until the close of business on the working day prior to the annual general meeting.

- (e) Elections for elected Executive Members shall be concluded and results announced at the annual general meeting.

20 Nominations and Conduct of Election for Chairperson

- (a) Nominations for the position of Chairperson can be made by Full Members and/or the Episcopal Vicar.
- (b) Each nomination for chairperson must be seconded by a person entitled to nominate.
- (c) Nominees must be either the representative of a Full Member or an Associate Member.
- (d) Nominations for election to the position of Chairperson will close 14 days prior to the annual general meeting.
- (e) Only Representatives of Full Members or their delegates or proxies are entitled to vote in the election of the Chairperson.
- (f) Votes will be received at the annual general meeting until the nominated closing time; alternatively, representatives may post or email their votes to CSS NSW/ACT.
- (g) Votes will be received at CSS NSW/ACT (and receipt acknowledged) from seven days prior to the annual general meeting until the close of business on the working day prior to the annual general meeting.
- (h) Elections for the Chairperson shall be concluded, and results announced at the annual general meeting.

Part 4 – Secretariat

21 Secretariat

- (a) The Secretariat comprises the Chair and the deputy Chair of CSS NSW/ACT and other staff of CSS NSW/ACT. It is responsible for provision of support to the Executive and CSS NSW/ACT members including:
 - (i) strategic planning including the development of an annual plan;
 - (ii) lobbying;
 - (iii) advocacy;
 - (iv) social research;
 - (v) promotion of program evaluation;
 - (vi) development and co-ordination of joint formation and education programs on Catholic mission for members;
 - (vii) identification and response to new social needs;
 - (viii) policy development and critique;

- (ix) administrative support for other CSS NSW/ACT functions;
 - (x) identifying issues that relate to the mission of CSS NSW/ACT;
 - (xi) promoting and facilitating cooperation amongst members and between members and other service providers; and
 - (xii) responding to the concerns of the membership; and
 - (xiii) providing support to member agencies.
- (b) Secretariat will attend meetings of the Executive at the discretion of the Chair to:
- (i) report on issues as requested;
 - (ii) provide information; and
 - (iii) observe the deliberations to enable CSS NSW/ACT members to receive background information.

Part 5 – General

22 Financial Year

The financial year of CSS NSW/ACT shall be 1 July to 30 June.

23 Annual General Meetings

- (a) The annual general meeting of the Members of CSS NSW/ACT will be held in October each calendar year.
- (b) The annual general meeting will receive the Executive's report of activities of the past year including its financial performance, elect the Chairperson and Executives and address any other business agreed by the meeting.
- (c) A quorum for Annual General Meetings of CSS NSW/ACT is 25% of financial Full Members in person or by proxy.
- (d) Conflicts or potential conflicts of interest are to be declared by Members as pertinent matters arise.
- (e) A Member with a conflict of interest should absent themselves from the meeting for the vote on that issue.

24 Special General Meetings

- (a) The Executive or 10 Full Members of CSS NSW/ACT may call a Special General Meeting of the CSS NSW/ACT Members by giving 21 days' notice to the Chairperson and 14 days' notice to the Members of CSS NSW/ACT.
- (b) A quorum for Special General Meetings of CSS NSW/ACT is 25% of financial Full Members in person or by proxy.
- (c) Decisions of the Special General Meeting will be made by formal motion, moved and

seconded and determined by a majority vote, with the Chairperson having a casting vote in the event of a tied vote.

25 Dispute Resolution

- (a) Where there is a dispute over the Constitution or matters not covered by the Constitution, the parties involved may jointly select an arbitrator whose decision will be binding.
- (b) The Constitution should then be amended, if necessary, thereafter to remedy the problem.

26 Winding up

- (a) CSS NSW/ACT may be dissolved by a Special Resolution of Members at a meeting of Members. If any surplus remains following the winding up of CSS NSW/ACT, the surplus will not be paid to or distributed amongst Members unless the Member satisfies the criteria in clauses 26(a)(i) to (iv) inclusive. The surplus will be given or transferred to one or more corporation(s) or institution(s) which has:
 - (i) charitable objects which are similar to, or inclusive of, the objects of CSS NSW/ACT as set out in clause 4;
 - (ii) a governing document which requires its income and property to be applied in promoting its objects;
 - (iii) is registered as a public benevolent institution (**PBI**) and endorsed by the Australian Taxation Office to be income tax exempt and to have deductible gift recipient (**DGR**) status; and
 - (iv) a governing document which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on CSS NSW/ACT by clause 5.
- (b) The identity of the corporation(s) or institution(s) is to be determined by a Special Resolution of the Members in writing at or before the time of dissolution and failing such determination being made, by application to the Supreme Court for determination.
- (c) In the event that CSS NSW/ACT ever has its endorsement as a DGR revoked, CSS NSW/ACT must transfer all remaining money received in respect of such gifts and contributions to a corporation or institution which meets the requirements set out at clause 26(a) and which may include a Member. The identity of the other corporation or institution is to be determined by a Special Resolution of the Members in writing.
- (d) In this clause 26, "Special Resolution" means a resolution of which at least of which 21 days' notice has been given to Members and that has been passed by at least 75% of the votes cast by Members present and entitled to vote on the resolution.

27 Funding and Operations

- (a) The funding for the employment costs of the Secretariat shall be borne by the CSS NSW/ACT Members in the share determined by the Executive from time to time.

- (b) Full Members' agencies shall be responsible for providing suitable accommodation to CCS NSW/ACT at no net cost to CCS NSW/ACT.

28 Review of the Constitution

The Executive will review the Constitution at least every 3 years and recommendations for change will be put to the Full Members for ratification or rejection.

29 Amendment of the Constitution

Changes to the Constitution will be made only where at least 14 days' notice has been given to members of the proposed changes and the motion to accept the changes being carried by a two-thirds majority of the Full Members attending the General Meeting.

30 Payments to Executive

- (a) CCS NSW/ACT must not pay fees to a member of the Executive for acting as a member of the Executive.
- (b) Despite clause 30(a), CCS NSW/ACT may:
 - (i) pay a Director for any services rendered to the Company in a professional or technical capacity, other than as a Director, if the amount is no more than a reasonable fee for the work done; or
 - (ii) reimburse a Director for expenses properly incurred by the Director in connection with the affairs of the Company.
- (c) Any payment made under clause 30(b) must be approved by the Members.
- (d) This clause does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Executive Member to the extent permitted by law and this constitution.