



## **Constitution**

**of**

## **Catholic Social Services Victoria**

Including amendments adopted 17 March 2016

## **Preamble- Catholic Social Teaching<sup>1</sup>**

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

### **1 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.

### **2 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.

### **3 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.

### **4 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.

### **5 The Purpose of the Social Order**

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

### **6 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.

### **7 Participation**

Individuals and groups must be enabled to participate in society.

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<sup>1</sup> Social Action Office, Conference of Leaders of Religious Institutes, Queensland, [www.sao.clriq.org.au](http://www.sao.clriq.org.au)

## 8 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.

## 9 Option for the Poor

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.

## 10 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

- (1) The name of the organisation is Catholic Social Services Victoria.
- (2) This name can be abbreviated as 'CSSV'.

## 2 Definitions

In this Constitution:

“Archbishop” means the present Archbishop of the Catholic Archdiocese of Melbourne 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.

“Bishop” means the present Bishop of the Diocese of Ballarat, Sale or Sandhurst 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 Ballarat, Bishop of Sale or the Bishop of Sandhurst, or a reference to them jointly as applicable.

The “Episcopal Vicar” is the Episcopal Vicar for Justice and Social Services as appointed by the Archbishop of Melbourne for that Archdiocese.

“Council” means the governing body for Catholic Social Services Victoria set up under Rule 14.

“Catholic community service work” is an agency or ministry which is committed to the CSSV Mission and Objects and is either Catholic under canon law, is auspiced by a Catholic Religious Congregation or is a community agency that, in the opinion of the CSSV Council, follows Catholic Social Teaching.

“Full Member” is a Catholic community service work which has been approved by the Council under Rule 6.

“Associate Member” is an individual who has been approved by the Council under Rules 5(2) and 7.

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

### **3 Mission**

The mission of Catholic Social Services Victoria is to assist the Catholic Church in Victoria 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**

Catholic Social Services Victoria is auspiced by the Archbishop and Bishops, and its member organisations to act as a peak body for Catholic community service works in Victoria by:

- (a) Discerning and promoting within the Church and its agencies and ministries a contemporary vision and focus of the Church’s social mission;
- (b) Representing its members and the Church in responding to social welfare issues so as to bring about social change in accordance with Catholic Social Teaching;
- (c) Resourcing the Bishops, Religious Institutes, Church agencies, ministries and other Church-based groups with regard to their social welfare pastoral responsibilities and ministries;
- (d) Encouraging collaboration in the promotion of opportunities for service delivery and mission development; and,
- (e) 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.

## **Part 2 – Membership**

### **5 Categories of membership**

(1) Full membership is available to any Catholic community service work operating in Victoria upon application and approval by the Council.

(2) Associate membership is available to individuals who subscribe to the CSSV Mission upon application and approval by the Council.

(3) Life membership of CSSV reflects a commitment by CSSV to recognising individuals who have made an outstanding contribution to the work of CSSV and the wider welfare sector.

## **6 Full members**

(1) A Full Member is required to nominate a representative who shall attend meetings and vote on behalf of that member.

(2) The Full Member nominated representative may, at their discretion, appoint a proxy for any meeting of CSSV.

(3) The Council of CSSV will be the arbitrator of eligibility for membership, with the proviso that admission to membership should not be unreasonably refused.

(4) Full members of CSSV are obliged to: -

- (a) Subscribe to and promote the mission and objects of CSSV;
- (b) Pay affiliation and other fees as determined by Council; and
- (c) Nominate in writing their representative and provide that person's contact details at the time of paying annual membership fees.

## **7 Associate members**

Associate members of CSSV are obliged to:

- (a) Subscribe to and promote the mission and objects of CSSV; and
- (b) Pay affiliation and other fees as determined by Council

## **8 Life members**

(1) Life membership entitles the member to ongoing connection with CSSV via invitations to attend Annual General Meetings, Annual Dinners and any forums which may be of interest to the individual.

(2) Decisions to appoint life members are made by the Council of Catholic Social Services Victoria.

(3) Each nomination will be considered on its individual merits.

(4) Decisions will be made on the basis of:

- (a) significant service to Catholic Social Services Victoria; and
- (b) a significant contribution to the building of a more just and compassionate society.

(5) Nominations for Life membership can be made by any member of Catholic Social Services Victoria and each nomination should be accompanied by written justification, for consideration by the Council.

(6) Nominations need to be seconded by a member of the Council.

(7) New life members will be publicly acknowledged at an appropriate event.

(8) Life members generally will be acknowledged on the CSSV website and in Annual Reports.

## **9 End of membership of CSSV**

(1) A member of CSSV may resign or withdraw from membership at any time by notice in writing to the Council.

(2) A member of CSSV which is wound up according its own rules or constitution automatically ceases to be a member of CSSV.

(3) The Council may revoke the membership of a full member by resolution if two thirds of members of the Council decide that the member is not performing Catholic community service work.

## **10 Voting and Nomination Rights**

(1) Full and Associate members of CSSV have the right to:

- (a) Nominate their representative for election to the Council or to the position of Chairperson;
- (b) Nominate other members for election to the Council or to the position of Chairperson; and
- (c) Participate in General and Special meetings of CSSV

(2) Each Full Member has one voting right in ballots for Council positions and for the position of Chairperson, and for other resolutions of General and Special Meetings of CSSV.

(3) Only Full Members can vote on these matters.

(4) Associate Members do not have voting rights in ballots for Council positions or for the position of Chairperson but may nominate and be nominated for Council positions and be nominated for the position of Chairperson.

(5) Any Full member that has not paid fees for the last two consecutive CSSV financial years will not be eligible to vote.

## **11 Membership Fees**

(1) The Council will determine the membership fees schedule prior to the commencement of each financial year and advise the membership at the Annual General Meeting.

(2) Where there is demonstrated inability of a member to pay because of hardship, the Council may waive or reduce fees.

## **12 Standing Committees and Interest Groups**

(1) The Council 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 Council.

(2) The Council 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 - Council**

#### **13 Council functions and activities**

(1) The Council will: -

- (a) Act as the governing body for Catholic Social Services Victoria;
- (b) Advise the Episcopal Vicar; and
- (c) Advise the Archbishop, Bishops and Religious Institutes on matters of social welfare and such other matters as may be referred to the Council by the Archbishop and Bishops from time to time.

(2) The Council will fulfil the Mission of CSSV and further the interests of members by:

- (d) Facilitating the animation and development of CSSV and its membership;
- (e) Responding, in appropriate forums, to member views and concerns;
- (f) Oversighting the overall functions of CSSV;
- (g) Determining the annual membership fee;
- (h) Approving the annual CSSV budget;
- (i) Providing general direction for the Secretariat in carrying out its functions as set out in Clause 23; and
- (j) Promoting and facilitating interest groups as a means to monitoring necessary service developments.

(3) The Council and the Secretariat under its general direction may collaborate and form working relationships, in different ways with other organisations that share similar objectives to CSSV.

#### **14 Council membership**

(1) The Council shall be the governing body of CSSV.

(2) Membership of the Council shall comprise:

- (a) A Chairperson Elected at the Annual General Meeting by the Full Members;
- (b) Six members elected by the Nominated Representatives of the Full members of CSSV;

- (c) One member nominated by the Victorian Conference of Catholic Religious Australia;
- (d) Up to two individual members nominated by the Episcopal Vicar, for their expertise;
- (e) A nominee of each of the three provincial Bishops; and
- (f) the Episcopal Vicar who shall be a member ex officio.

(3) Council may co-opt people with particular expertise to standing committees, working parties, task groups or special interest groups.

(4) The Archbishop and Bishops may by unanimous resolution direct the Council to

- (a) Adopt, implement or act upon the objectives, priorities, strategies and policies for Catholic Social Services Victoria referred to in the direction; and
- (b) Consider and report to the Archbishop and the Bishops in a form and within such reasonable time period stipulated in the direction, as to the achievement by Catholic Social Services Victoria and the Council (as the case may be) of the objectives set out in the direction.

## **15 Chairperson**

The Chairperson's duties include: -

- (a) Chair Council meetings;
- (b) Work closely with the Executive Director CSSV;
- (c) Work closely with the Episcopal Vicar; and
- (d) Determine Council meeting agendas in conjunction with the Executive Director CSSV.

## **16 Deputy Chairperson and Treasurer**

The Council will elect at its first meeting a Deputy Chairperson and a Treasurer.

## **17 Meetings of the Council**

(1) The Council will meet at least six times per annum (including rural locations) and the Councillors may meet in person or by telephonic or electronic means of conferring.

(2) The Chairperson will convene meetings of the Council with at least 14 days notice to respective Council members.

(3) The Chairperson and the Executive Director will formulate agendas for meetings, with input from standing committees, working parties, task groups and/or special interest groups, Council members, and the secretariat.

(4) A quorum for the Council will be 7 Council members, with 3 of those members having been elected.

(5) Council members will attend meetings in accord with the Code of Conduct developed by the Council from time to time.

(6) Decisions of the Council 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.

(7) Conflicts or potential conflicts of interest are to be declared by Council members as pertinent matters arise.

(8) A person with a conflict of interest should absent themselves from the meeting for the vote on that issue.

### **18. Terms of Office of Council Members**

(1) The terms of office of elected Council Members shall be for two years from the date of the Annual General Meeting at which their election was announced.

(2) The appointments of half of the elected Council Members shall conclude at each AGM in rotation.

(3) Nominated Council Members shall be appointed biennially by their designated authority, generally within four weeks of or by the CSSV Annual General Meeting.

(4) The designated authority may change their nominee at their absolute discretion.

(5) The term of office of the Chairperson shall be two years.

### **19 Casual Vacancies**

(1) In the event of a casual vacancy occurring for an elected Council Member the Council may appoint any Full Member representative or Associate Member to the balance of the term of the vacant position.

(2) In the event of a casual vacancy occurring for a nominated Council member, the appropriate nominating authority shall be invited to nominate a replacement.

### **20 Conduct of Elections for elected Council Members**

(1) Nominations for election to the Council will close 14 days prior to the annual general meeting.

(2) Only Representatives of Full Members or their delegates or proxies are entitled to vote in the election of Council Members.

(3) Votes will be received at the annual general meeting until the nominated closing time; alternatively Representatives may post or email their votes to CSSV.

(4) Votes will be received at CSSV (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.

(5) Elections for elected Council Members shall be concluded and results announced at the annual general meeting.

## **21 Nominations and Conduct of Election for Chairperson**

- (1) Nominations for the position of Chairperson can be made by Full Members and/or the Episcopal Vicar.
- (2) Each nomination for chairperson must be seconded by a person entitled to nominate.
- (3) Nominees must be either the representative of a Full Member or an Associate Member.
- (4) Nominations for election to the position of Chairperson will close 14 days prior to the annual general meeting.
- (5) Only Representatives of Full Members or their delegates or proxies are entitled to vote in the election of the Chairperson.
- (6) Votes will be received at the annual general meeting until the nominated closing time; alternatively Representatives may post or email their votes to CSSV.
- (7) Votes will be received at CSSV (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.
- (8) Elections for the Chairperson shall be concluded and results announced at the annual general meeting.

## **Part 4 - Secretariat and Executive Director**

### **22 Executive Director**

- (1) Where the Executive Director is not the Episcopal Vicar, the appointment of the Executive Director will be made at the absolute discretion of the Episcopal Vicar on the advice of the Council.
- (2) The Executive Director will carry out the chief executive officer functions of CSSV, being responsible for the day to day running of CSSV, including the management of the Secretariat and the support of the Episcopal Vicar.

### **23 Secretariat**

- (1) The Secretariat comprises the Executive Director, Catholic Social Services Victoria and other staff of CSSV. It is responsible for provision of executive support to the Council including:
  - (a) Strategic planning including the development of an annual plan;
  - (b) Lobbying;
  - (c) Advocacy;
  - (d) Social research;
  - (e) Promotion of program evaluation;

- (f) Development and co-ordination of joint formation and education programs on Catholic mission for members;
- (g) Identification and response to new social needs;
- (h) Policy development and critique;
- (i) Administrative support for other CSSV functions;
- (j) Identifying issues that relate to the mission of CSSV;
- (k) Promoting and facilitating cooperation amongst members and between members and other service providers;
- (l) Responding to the concerns of the membership; and
- (m) Providing support to member agencies.

(2) Secretariat members may attend meetings of the Council at the discretion of the Executive Director to

- (a) Report on issues as requested;
- (b) Provide information; and
- (c) Observe the deliberations to enable Secretariat members to receive background information.

## **Part 5 - General**

### **24 Financial Year**

The financial year for Catholic Social Services Victoria shall be the same as that for the Archdiocese of Melbourne, 1<sup>st</sup> January to 31<sup>st</sup> December.

### **25 Annual General Meetings**

(1) The annual general meeting of the members of Catholic Social Services Victoria will be held by 30th April each calendar year.

(2) The annual general meeting will receive the Council's report of activities of the past year including its financial performance, elect the Chairperson and Councillors and address any other business agreed by the meeting.

(3) A quorum for Annual General Meetings of CSSV is 25% of financial members in person or by proxy.

(4) Conflicts or potential conflicts of interest are to be declared by members as pertinent matters arise.

(5) A member with a conflict of interest should absent themselves from the meeting for the vote on that issue.

### **26 Special General Meetings**

(1) The Council or 10 Full Members of CSSV may call a Special General Meeting of the CSSV Members by giving 21 days notice to the Chairperson of the Council and 14 days notice to the Members of CSSV.

(2) A quorum for Special General Meetings of CSSV is 25% of financial members in person or by proxy.

(3) 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.

## **27 Dispute Resolution**

(1) 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.

(2) The Constitution should then be amended if necessary thereafter to remedy the problem.

## **28 Winding up**

(1) If, on the winding up or dissolution of CSSV, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:

- (a) which is charitable at law; and
- (b) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 19; and
- (c) gifts to which can be deducted under Division 30 of ITAA 97, due to it being characterised as a public benevolent institution under item 4.1.1 of the table in clauses 30-45; and
- (d) is approved by unanimous resolution of the Archbishop and Bishops.

(2) The identity of the institution referred to in rule 28(1) must be decided by a resolution of the Council carried by a two-thirds majority, or if the Council does not wish to decide or does not decide, it must be decided by the members by ordinary resolution at or before the time of winding up or dissolution of CSSV and, if the members cannot decide, by the Supreme Court of Victoria.

(3) The institution referred to in rule 28(1) may be a member of CSSV, if, at the relevant time, gifts to the member can be deducted under Division 30 of ITAA 97, due to it being characterised as a public benevolent institution under item 4.1.1 of the table in clauses 30-45.

## **29 Funding and Operations**

(1) The funding for the employment costs of the Executive Director and one Member Service Officer shall be borne by the Archbishop and the Bishops in such proportions as agreed by them from time to time.

(2) The Archdiocese of Melbourne shall be responsible for the following matters relating to the accommodation and operation of Catholic Social Services Victoria:

- (a) The provision of suitable accommodation at no net cost to Catholic Social Services Victoria;
- (b) Undertaking all final accounting management and reporting for Catholic Social Services Victoria; and
- (c) Such other activities as may be approved and on such terms as may be determined by the Archbishop from time to time.

### **30 Review of the Constitution**

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

### **31 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.

### **32 Income and property**

(1) CSSV's income and property must be applied solely towards promoting CSSV's purposes.

(2) No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members or Council Members.

(3) No fees may be paid to the Council Members.

(4) All other payments to Council Members must be approved by Council including, but not limited to:

- (a) out-of-pocket expenses incurred by a Council Member in performing a duty as a Council Member; or
- (b) a service rendered to CSSV by a Council Member in a professional or technical capacity or as an employee, other than in the capacity as Council Member, where:
  - (i) the provision of the service has the prior approval of Council; and
  - ii) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

(5) This rule does not prohibit indemnification of, or payment of premiums on contracts of insurance for, any Council Member to the extent permitted by law and this constitution.

### **33 Establishment and operation of Gift Fund**

(1) CSSV must maintain for its purposes a fund (Gift Fund):

- (a) to which gifts of money or property for those purposes are to be made;
- (b) to which any money received by CSSV because of those gifts is to be credited;
- (c) that does not receive any other money or property; and
- (d) for which a separate bank account is maintained.

(2) CSSV must use the following only for its purposes:

- (a) gifts made to the Gift Fund; and
- (b) any money received because of those gifts.

(3) At the first occurrence of the winding up of the Gift Fund; or CSSV ceasing to be endorsed as a deductible gift recipient under Subdivision 30-BA of ITAA 97, any surplus assets of the Gift Fund must be transferred to an institution:

- (a) which is charitable at law;
- (b) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in rule 19; and
- (c) gifts to which can be deducted under Division 30 of ITAA 97, due to it being characterised as a public benevolent institution under item 4.1.1 of the table in section 30-45 of ITAA 97.

(4) The institution in clause (3) above must be approved by unanimous resolution of the Archbishop and Bishops.