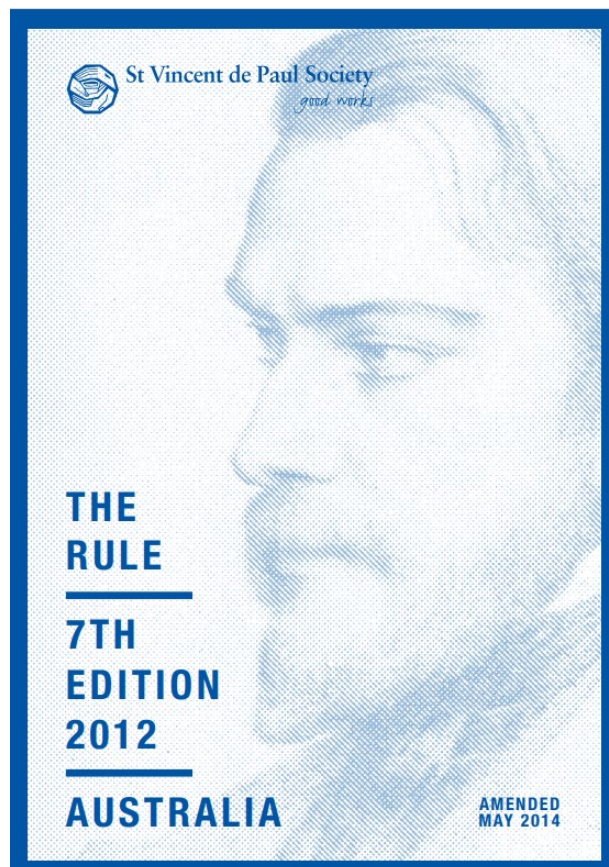




St Vincent de Paul Society
NATIONAL COUNCIL of AUSTRALIA Inc. *good works*

***RE-DRAFT OF THE
RULE PART III***

**EXPLANATORY MEMORANDUM
*DRAFT 1***



Approved by National Council for circulation to the Members
(06 November 2022)

Re-Draft of *The Rule* Part III - Explanatory Memorandum

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Re-Draft of *The Rule* Part III - Explanatory Memorandum

BACKGROUND

In November 2019 what became the Legal and Governance Standing Committee was tasked with reviewing *The Rule* Part III and making recommendations to National Council.

In August 2021 a discussion paper was circulated to State and Territory Councils with a request for it to be circulated to all Councils, Conferences and Members seeking comment on what works or doesn't work in the current Rule Part III. Feedback was sought by 31 December 2021 but until February 2022 there was only a trickle of comment. The comments continued to flow in until July 2022 and covered a wide range of issues.

A Rule Review Committee was formed consisting of Mr Warwick Fulton (Deputy President of the National Council) Chair, Mr Patrick Wallis (Vice President of the National Council), Ms Alyssa Caplan (NED, SVdP-Vic & Vincent Care; Chair, VincentCare Community Housing) and, Mr Kerry Muir (SVdP-NSW Governance Committee). The National Council's Chief Executive Officer supported the committee and contributed to the drafting process.

The Committee met weekly over three months and worked through up to five drafts of some Articles to come up with a re-draft of Part III that takes account of the feedback on *The Rule* Part III. Not all comments were implemented but they were all given careful consideration. There is a paper trail for the Articles covering feedback from Members ran to well over 100 pages

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PREAMBLE

The Preamble explains that the International Statutes of the St Vincent de Paul Society are to be read together with *The Rule* (Parts I – III) as a single legal document that applies to all Conferences and Councils of the Society across Australia and indirectly to the various incorporated bodies established by Councils to represent the Society in its relationships with the broader Australian community.

The various incorporated bodies each have their own constitution which provide for the governance of the body and include a clause providing that the body is subject to *The Rule*. This means that the governance of the body will not be inconsistent with *The Rule* subject of course to any legal requirements that may be in conflict with *The Rule*. In the latter event the legal requirements will take precedence.

The Rule applies directly to the relationships between Members of the St Vincent de Paul Society as part of an international unincorporated association. *The Rule* Part III provides specific rules for Australia. As such it applies to all Members of Australian Conferences and Councils.

The Rule Part III has not been reviewed since the last published edition in 2012. Any thought of a light touch to modernise *The Rule* were dispelled during consultation on what worked or did not work for Members. In the first round of consultation with Conferences and Councils in 2021-22 the feedback received called for comprehensive changes to *The Rule* Part III.

The Committee has tried to provide enough detail within an Article and where necessary the Procedural Guidelines to give a clear understanding of the intent of the Article so it can be properly applied to any particular situation requiring discernment by Members in their relationships with one another and with the people we assist (our Companions). This explanatory memorandum aims to clarify what changes are recommended and why.

Part III takes into account the relationship of *The Rule* with civil legislative requirements in Australia. This is particularly relevant as the Society in Australia moves towards operating companies that allow it to offer good works in partnership with government.

The Procedural Guidelines are meant to be a supplement to and elaborate on the Articles of *The Rule* Part III. They should be read in conjunction with the Articles. Should there be any inconsistency between the Articles and the Procedural Guidelines then the Articles prevail.

ARTICLE 1 - MEMBERSHIP

Volunteer Members. In the current version of *The Rule* there are three categories of membership: Conference Members; Associate Members and Volunteer Members. The re-drafted Article 1 proposes the deletion of the category of Volunteer Member as recommended by the National Membership Committee. In practice only a few jurisdictions have registered volunteers as Volunteer Members. Under the new draft volunteers would have the option of remaining as volunteers or becoming Conference Members or Associate Members under a broader scope of what constitutes a conference.

Retired (Emeritus) Members. The draft proposes a new category of Retired (Emeritus) Member for those who are no longer able to offer good works to our companions. Retired Members would be able to join with other Retired Members in a Prayer Conference that keeps them connected with the Society and to participate in festival gatherings, commissionings and other social activities.

Youth Members and Special Works Members. A new section of Article 1 makes it clear that Youth Members (under 35 years) and Special Works Members can be Conference Members or Associate Members. Until now these people were treated in some jurisdictions as volunteers without membership rights. Youth Members and Special Works Members are not a new category of Membership.

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There is a gradual emergence of new forms of conference with non-traditional approaches to supporting Members particularly those who due to family or other commitments are not able to participate in the traditional parish-based conference. The Society welcomes Members to these contemporary forms of conference and in doing so hopes to enable more of our Youth Members and Special Works Members to unite as a group of committed Vincentians with equal rights to other Conference Members and Associate Members.

Welcoming Members. A new section in Article 1 makes it clear how and when a candidate for Membership becomes a Member and able to vote in conference decisions.

Commissioning. A new section explains the process for commissioning new Members.

Cessation of Membership. A new section sets out the circumstances in which a person ceases to be a Member of the Society. Until now there was no clarity about when membership ceases. There are three circumstances in which a person ceases to be a Member:

1. resignation;
2. non-attendance at meetings for three months without apology; and
3. actions that bring the Society into disrepute or are gravely inconsistent with the mission and vision of the Society.

Volunteers. Volunteers are people who support the Society's good works by giving of their time in fund-raising and supporting the Special Works of the Society. They are not Members of the Society by reason of their volunteering.

Volunteers are welcome to public occasions where the Society acknowledges its supporters.

Each State and Territory Council decides how it registers Conference and Associate Members, Retired Members and Volunteers.

ARTICLE 2 - CONFERENCE WORK

The re-draft of Article 2 seeks to expand and modernise the examples of conference work.

Included are new sections on Home Visitation, Other Visitation, Attitude to People in Need and Visiting in Pairs. Also provided is guidance to the way we should reach out to those in need wherever they may be and the attitude of respect and companionship that should be in every encounter with our companions.

There is a section on Safeguarding of Children and Adults at Risk and a new section on Termination of a Conference covering what to do when a conference become inactive or is suspended or cancelled.

ARTICLE 3 – CONFERENCE MEETINGS

The re-draft provides greater flexibility in how a conference meets and the frequency of such meetings. *The Rule* Part III currently provides for weekly meetings. In the draft, it is left up to the conference to decide how frequently it meets but at least fortnightly meetings are recommended. The International Statutes in Part I 3.3.1 provide for conferences to meet weekly or at least fortnightly. The proposed change recognises that many conferences currently meet monthly.

What is the appetite of Members for making the minimum requirement for fortnightly meetings?

If we are to have new styles of conference there has to be more scope for meeting other than weekly and for other forms of meeting e.g. via teleconference where appropriate. Face to face meetings are preferred but distance or social and family commitments may mean that face to face meetings are not always possible. Modern electronic connections make it possible to meet under these circumstances.

The social aspects of conference Membership are recognised as an important part of Members supporting one another.

The three dimensions of Vincentian spirituality are repeated here from Part I of *The Rule* to remind Members that being part of a conference is more than just visitation and conference work. The spiritual development of Members and their support for one another enables them to live out their Vincentian vocation and thus prepare themselves for the encounter with our companions.

The agenda for conference meetings is more flexible than the current Rule recognizing that Members may be in different places on their Vincentian journey and that some conferences may be more comfortable with a more relaxed meeting format.

There are new sections on Visitation Reporting and Decision Making that expand on these aspects of the current Rule. In particular, the implications of the *Privacy Act 1988 (Cwlth)* to recording and discussing private information are included.

ARTICLE 4 – CONFERENCE PRESIDENT – ELECTION

A new section Vincentian Leadership is added to discuss what is meant by Servant Leadership in the Conference President context. The President is a first among equals who fosters a pastoral atmosphere to value the skills and spiritual charism of the Members.

Whilst the current Rule provides for a maximum four-year term for a Conference President, the revision proposes a three-year term and eligibility to stand for a second three year term. This recognises the challenges we are having in getting Members to take on office roles for a four-year commitment. It also provides an opportunity for a President to put themselves forward for a second three-year term noting that for some Presidents, three years may not be long enough to achieve a particular project or goal or it might be difficult to get someone to take over from them.

It is proposed that in the time immediately after approval of *The Rule* changes any current President of a Conference or Council serving a term of up to four years should be eligible for re-election for a further term of three years (maximum 7 years).

A new concept is introduced of an option to hold an early election up to four months before the end of the President's term of office. If this option is chosen it enables the new President to ease into the role whilst the outgoing President mentors them and retains responsibility until the end of their term.

The Process for election of a Conference President is set out in the Procedural Guidelines as per the current Rule but the process is specified in more detail.

The Rule Part III is silent on whether a Conference President and Vice President needs to be a Catholic. *The Rule* Part I 6.5 provides "The President, Vice-President and Spiritual Adviser should, therefore, be Roman Catholic. They may, in certain situations depending on national circumstances, and after consultation with the local diocesan bishop, be Members of churches and ecclesial communities which share the Catholic belief in, among other issues, the real presence of Christ in the Eucharist, the seven Sacraments and devotion to Mary."

What is the appetite of Members to continue to not be prescriptive about a Conference President having to be Catholic?

This proposal would not apply to Council Presidents where be Catholic would remain an element of eligibility.

ARTICLE 5 – CONFERENCE PRESIDENT

No Change

ARTICLE 6 – CONFERENCE – OFFICE BEARERS

The draft has sections describing the role of Vice-President, Secretary, Treasurer, Twinning Officer and Spiritual Advisor.

NEW ARTICLE 6A – THE CONFERENCE AND THE GLOBAL SOCIETY

This draft article explains where the Conferences and Councils fit within the global framework of the St Vincent de Paul Society. In our area of the world, we have an International Vice President for Oceania to represent us on the Council General International and Zone Coordinators to assist the IVP.

The process for Aggregation (registration) of Conferences is also described.

ARTICLE 7 – CATHOLIC SOCIAL TEACHINGS AND DEMOCRACY

Subsidiarity and Democracy is proposed to be absorbed into a revised new Article 7 which is more about the broader concept of Catholic Social Teachings.

This Article explains that the Gospel values articulated by the Church through Catholic Social Teachings guide our Society Members in their Good Works. They also attract people who may have little or no connection with the Church, to contribute their time and talents to our work.

The Dignity of the Human Person and the Principle of the Common Good are explained in the context of our work as Vincentians as well as the Principles of Subsidiarity and Democracy that are the Society's basic standard of operation. The Principle of Solidarity with the poor teaches us that human persons should not be 'independent' of society not 'dependent' on society, but society should strengthen the 'interdependence' of all persons in the dream of being one human family.

The principle of the Preferential Option for the Poor underpins the very reason the Society exists.

ARTICLE 8 – CONFERENCE FUNDS

The draft recognises that many of our jurisdictions now have centralized accounting systems which have implications for the requirement to have an annual audit of conference funds and for budgeting.

There is a new section explaining what to do if a Member finds themselves in need of assistance from a conference.

ARTICLE 9 – COUNCIL MEETINGS OTHER THAN NATIONAL COUNCIL

The draft explains more fully the role of Councils and that they are at the service of Conferences under their jurisdiction to facilitate joint action and communication and to provide resources to assist the work of Conferences and subsidiary Councils.

A new section is added with dot points explaining the functions of a Council.

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Another section explains where a State or Territory Council may intervene to protect the reputation of the Society, to prevent damage to the Society, to preserve its assets or to remedy a serious breach of *The Rule*.

Where attempts to resolve a matter by the State or Territory Council have been unsuccessful the National Council may be invited to mediate or take other action to resolve an internal issue in a State or Territory.

In limited cases and subject to safeguards, the National Council may take action by mediation or otherwise in a State or Territory Council:

- where there is a material risk of damage to the reputation of the Society or
- where there is a need to prevent a significant loss of Society assets or
- where a remedy for a serious breach of *The Rule* is required.

Such action may include disciplining a Member of the Society, and in a serious case, can include suspension of the Member in accordance with Article 19A.

ARTICLE 10 – COUNCIL MEETINGS

The revised Article adds a list of items that should be included in a Council meeting.

ARTICLE 11 – COUNCIL PRESIDENTS - ELECTION

Under the re-draft Council Presidents are elected for a three-year term instead of the current four years. In addition, a Council President is eligible to stand for a second consecutive term of three years but is then ineligible for re-election until an absence of two years.

The election process outline is moved to the Procedural Guidelines. State and Territory Councils have the option of following their own established election processes.

ARTICLE 12 – COUNCIL PRESIDENTS

A new paragraph is added to the draft suggesting that Council Presidents consider appointing one of their Vice-Presidents to act as a Deputy President sharing the role and workload of the President.

ARTICLE 13 - REGIONAL AND STATE AND TERRITORY COUNCIL OFFICE BEARERS

The draft provides a new section for a Council President who may choose to hold the election of the next president up to four months before the end of their term to give mentoring and to allow the next president time to ease into the role.

Other new sections discuss in more detail than previously the process of appointment of office bearers and the roles of Vice-President, Secretary, Treasurer, Youth Representative, Twinning Officer and Spiritual Advisor.

The draft further discusses the concept of a Deputy President to share the workload of the President. The Deputy President is one of the Vice Presidents.

A new concept of a Bailly is introduced as an optional supporting role for the incoming Council President. An outgoing Council President may, at the request of the incoming Council President, act as a Bailly or mentor for the incoming president for up to six months. The Bailly is a non-voting role.

ARTICLE 14 – COUNCIL FUNDS

The Article has been expanded to recognise from a financial perspective that there are incorporated bodies at the State/Territory level and for some Special Works. These bodies are governed by mandated external accounting, audit and reporting requirements, e.g. the *Corporations Act 2001*.

In jurisdictions where there is a centralized accounting system, Financial Reports and Activity Reports may be produced within a central office and forwarded to Conferences and Councils for reporting purposes and transmission to the next higher council.

There is an expanded discussion about what is meant by ‘excess funds’ and what should be done to make them available to the broader Vincentian family in service of those in need. The aim is to re-direct excess funds to where there is the greatest need.

A new section discusses the contribution of Conferences, where they have the capacity, to raise funds for their own conference work, for contribution to a higher Council, and for people in need in other countries through twinning, Assist a Student etc.

Other new sections explain what should be done with funds or a deficit and records on dissolution and winding up of a Council; Conflict of Interest and what should be done to handle a conflict or perceived conflict, and having a policy and process such conflicts where these arise.

Note: The Committee had difficulty with the sentence “A Member in this situation (in need of assistance) may not hold the office of President or Treasurer of any Conference or Council and may not be a Member of a State or a Territory Council.” Our concern is that a Member in need of assistance who is President or Treasurer or a member of a State or Territory Council would have to resign which would be an embarrassment to them and perhaps expose their financial situation to other Members of their Conference. We have left the sentence in but seek comment.

ARTICLE 15 – NATIONAL COUNCIL

Under the draft revision, the place of National Council in the unincorporated international structure of the Society and as the superior Council in Australia is explained.

The National Council has an incorporated association to represent it in business and to the wider community. The States and Territories also have incorporated associations or in some cases companies limited by guarantee as their business entities. They are governed by their various constitutions and any agreements. Any relationship they have with one another, or the National Council is through their State or Territory Councils.

National Council is at the service of State and Territory Councils and all Councils and Conferences under its jurisdiction.

All Councils and Conferences are bound by decisions of the National Council that are referred to National Council and made following due process in accordance with *The Rule*.

The National Council can also make binding decisions on its own initiative subject to consultation with those likely to be affected. For the avoidance of doubt (and subject to the other provisions of *The Rule*), no material decisions will be made affecting a particular State or Territory Council without the support of the applicable Council President or in the absence of their support, with agreement of at least 3/4 of the members of National Council where at least six (6) of the eight (8) State and Territory Councils agree.

Note: National Council will be seeking legal advice on the operation of this provision.

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The National Council is the sole representative, including for legal purposes, before the Council General International and any national or international jurisdiction for all activities of the Society in Australia.

ARTICLE 16 – NATIONAL COUNCIL FUNCTIONS

The draft explains that National Council has general oversight of all that is done in the name of the Society in Australia through the State and Territory Councils. In exercising its authority, the National Council is bound by the Vision, Mission, Aspiration and Key Values expressed in *The Rule* and is guided by the principles of Subsidiarity, Democracy and Servant Leadership.

Decisions of the National Council follow *The Rule* and are referenced to Catholic Social Teachings. National Council will be mindful of any legislative obligations applicable to any incorporated entities where this is relevant.

Added to the National Council's domestic functions are: Providing for the safety of children and vulnerable adults when they have contact with the Society in Australia; where requested it provides assistance to those in necessitous circumstances (this specifically aligns with the Charities and Not for Profits Commission definition of a charity); maintains stewardship of the Society's brand in Australia; and advocates for a fairer Australia at the national level.

At the international level additional functions include: providing for the safety of children and vulnerable adults when they have contact with the Society in overseas countries twinned to Australia; and specifically stated providing support to the Council General International.

A new section covers Delegated Domestic Functions to enhance the capacity to operate at the local level including:

- Recepting donations on behalf of National Council;
- Using the Society's brand –Intellectual property rights of National Council;
- Sharing and making use of National Council material subject to intellectual property rights.

Any State or Territory that wishes to establish a legal corporate entity must get the prior approval of the National Council. To assist in this process the National Council has set minimum standards for these entities to guide States and Territories in the drafting of their legal documents (constitutions).

Another new section relates to Protection of the Society Brand and Assets. As a last resort a State or Territory Council may seek a decision from National Council where a matter presents a material risk of damage to the Society's reputation or serious negative consequences for the Society in Australia including loss of assets. It is expected that States and Territories will have first used their best endeavours to address and resolve the presenting risk.

National Council after considering the briefing and in consultation with a State or Territory Council(s) may, with agreement of at least 3/4 of the members of National Council where at least six (6) of the eight (8) State and Territory Councils agree, make directions to protect the reputation of the Society or the Society's assets.

ARTICLE 17 – NATIONAL COUNCIL MEETINGS

The revised Article sets the basic agenda for National Council meetings.

ARTICLE 18 – PRESIDENT OF NATIONAL COUNCIL – ELECTION

Under the revised Article the President of National Council will be elected for a period of up to three years and can stand for a second consecutive term of up to three years. After the second term an outgoing president cannot nominate for President of National Council for a period of two years.

Election of the President of National Council is by a simple majority secret vote of Members of National Council. The election process is detailed in the Procedural Guidelines.

ARTICLE 19 – PRESIDENT OF NATIONAL COUNCIL

The role of the President of National Council is to guide and serve the National Council. The President or their representative should visit each State and Territory Council at least once a year. The relationship between the President of the National Council and the State and Territory Council Presidents and between the National Council and the State and Territory Councils is paramount to the proper functioning of the Society in Australia for the benefit of our Members, volunteers, employees and our companions.

The President of National Council also has residual powers to annul for serious reasons the election of a President of a Conference or Council in consultation with the State or Territory President and to suspend a Member, Conference or Council for misconduct. The process for suspension is contained in a new proposed Article 19A – Managing a Complaint involving a Member, a Conference or a Council - together with the process for any appeal.

The provision in the current Article 19 that the President of National Council may after consultation with the State or Territory Council President annul the election of a President of a Conference or Council is also reflected in Article 19A where a suspended Member will automatically and immediately cease to exercise any office in the Society.

NEW ARTICLE 19A – MANAGING A COMPLAINT INVOLVING A MEMBER, A CONFERENCE OR A COUNCIL

This is a proposed new Article with a process for dealing with complaints about a Member, a Conference or a Council. It covers taking disciplinary action where necessary and, outlines a clear appeal process. These provisions do not apply to employees or volunteers engaged by an incorporated body or Members of an incorporated body. Where a Society Member is engaged as a volunteer in an activity that operates under the auspice of an incorporated body, the Member would follow the requirements of that incorporated body as well as being responsible to their Conference/Council President including where a Society Member is a director of an incorporated body's board of directors.

This Article brings together the authority to suspend a person's membership as delegated by the President General International to the President of National Council under *The Rule* Part II Article 6.8 (which was not previously mentioned in Part III) and the authority of the President of National Council to annul for serious reasons the election of a President of a Conference or Council under Article 19.

The premise of this Article is that State and Territory Councils are asked to try to resolve by negotiation any disciplinary issue arising with Members, Conferences or Councils within their jurisdiction. The Dispute Resolution Committee provided for under Article 27 is the appropriate vehicle for this.

Where the Dispute Resolution Committee is unable to resolve a disciplinary issue, the State or Territory Council may refer the matter to the President of National Council.

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Any Member whose actions bring the Society into disrepute or are gravely inconsistent with the mission and the vision of the Society, may be asked by a State or Territory Council President to resign from the Society. If this is not successful, then for a serious matter consideration should be given to suspending the membership of the person concerned.

Note: National Council to check that all State and Territory Councils - & Regional/Diocesan Councils & all related incorporated bodies share the same/similar Mission & Vision & Values

A person's membership may also be suspended for serious misconduct.

'Serious' means bringing the Society into disrepute or actions that are gravely inconsistent with the mission and vision of the Society.

The authority to suspend any Member lies with the International President General who delegates this function to the President of National Council in accordance with *The Rule* Part II Article 6.8 of the International Statutes.

The President of National Council may, in writing, delegate this authority to a State or a Territory Council President.

What is the appetite of Members for this delegation to be given to a State or a Territory Council President?

If this is agreed, then the delegation from IPG will need to be amended to allow the President of the National Council to authorise State and Territory Council Presidents.

Note: National Council to seek advice regarding receiving a delegation from International President via National President.

When a person's membership is suspended, they cease to hold any office holder positions under these statutes.

Suspension of membership of the Society may be independent of directorship of an incorporated body.

Where authority to suspend has not been delegated to the State or Territory Council President, and all reasonable efforts by that State or a Territory Council President to persuade a Member to resign their membership of the Society are unsuccessful, then the matter may be referred to the President of National Council. The President of National Council must be presented with a written request setting out a detailed explanation for the request with evidence to support the request.

During any review process(es) the principle of procedural fairness and any laws of the land must be carefully met.

See definition of 'procedural fairness' in Procedural Guidelines.

A Member whose membership has been suspended must follow the Appeal Process if they wish to dispute the suspension.

Suspension of a President

If a Conference, Regional or Central Council President is accused of serious misconduct, the matter must be referred to the President of National Council by a majority of the next highest Council Members.

If satisfied that the matter warrants such action, the President of National Council may suspend the President from office.

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Where the Member whose actions bring the Society into disrepute or are gravely inconsistent with the mission and the vision of the Society is the State or Territory Council President, then the corresponding State or Territory Council may ask that State or Territory Council President to resign.

If the State or Territory Council President declines a request from their State or Territory Council to resign, the State or Territory Council may refer the matter to the President of National Council.

The President of the National Council may, after consultation with the responsible State or Territory President and the State or Territory Council, suspend for misconduct a Member who is a President of a State or a Territory Council.

The suspension annuls the election of the Member as President of that Council and they will immediately cease to hold office pending the outcome of any appeal.

At all times, the legal and moral rights and duties of all involved must be rigorously respected. If illegality is involved, the matter must be referred to the appropriate authority such as the police or government regulator.

A Conference or Council President must follow the Appeal process if they wish to dispute the suspension.

Office Holder of Incorporated Body

Where a Member is an office holder of an incorporated body, managing a complaint involving the Member in this role should be first addressed by the dispute resolution procedures outlined in the incorporated body's constitution or the associated policies or procedures endorsed by the body, or by a process outlined in any relevant legislation. The policies and the procedures of the incorporated body that address complaints should align with processes that would be followed by a Dispute Resolution Committee established in accordance with *The Rule* Article 27 as required by Article 28.

Only where a complaint involving a Member who is an office holder of an incorporated body cannot be resolved in accordance with the provisions of the body, the Chair of the Board of Directors of the body may refer the matter to the President of National Council.

Where the subject of a complaint is a Member who is the Chair of the Board of Directors, the other Board of Directors may refer the matter to the President of National Council where the majority of the Directors, minus the Chair, agree that such an action is warranted.

Suspension of Council Members, Conferences and Councils

Council Members, Conferences and Councils may be suspended for misconduct.

Any consideration of suspension of a member of a lower Council should be referred to President of the relevant State or Territory Council.

A State or a Territory Council President acting under a delegation from the President of National Council may, after consultation with the responsible Conference or Council, suspend a member of a Conference or Council for misconduct.

Any consideration of suspension of a Conference or Council or a Member of a State or a Territory Council should be referred to President of the National Council.

The President of National Council may, after consultation with the responsible State or Territory President Council, suspend a member of the State or Territory Council for misconduct.

Suspension of a Member will annul the election of that Member from an office holding role within a Conference or a Council.

If a Conference, Regional or Central Council as a whole is accused of misconduct, the matter must

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be referred to the President of National Council by a majority of the next higher Council members.

The President of National Council may, after consultation with the responsible Conference or Council and their State or Territory Council, suspend for misconduct all members of the accused Conference or Council.

The suspension annuls the election or appointment of the members of that Council and they will immediately cease to hold office pending the outcome of any appeal.

If a State or Territory Council as a whole is accused of misconduct, the matter must be referred to the President of the National Council.

The President of National Council may, after consultation with the responsible State or Territory Council, suspend for misconduct all members of the accused State or Territory Council.

The suspension annuls the election or appointment of the members of that Council and they will immediately cease to hold office pending the outcome of any appeal.

Where a matter that may result in a potential suspension of a Council member, Conference or Council has been referred to a State or a Territory Council or to the President of National Council, the State or Territory Council or the President of National Council will consider the circumstances that may result in the suspension of the Member, Conference or Council. If a State or Territory Council or the President of National Council is of the opinion there is a case to investigate, the State or Territory Council or the President of National Council may appoint a small committee to assist with the process of determining whether a suspension is warranted. Membership of the committee shall be drawn from Society Members not directly connected with the matters to be investigated.

After considering advice from the committee (if so appointed) to assist with the process of determining whether a suspension is warranted, a State or Territory Council or the President of National Council will make a determination as to whether a suspension is warranted. If a State or Territory Council or the President of National Council considers that a suspension is warranted, then the suspended Member, Conference or Council will cease to exercise any Office and may not act on behalf of the Society under any circumstances.

At all times the legal and moral rights and duties of all involved must be rigorously respected. If illegality is involved, the matter must be referred to the appropriate authority such as the police or government regulator.

A Council member must follow the Appeal process if they wish to dispute the suspension.

Criminal and other illegal activity

Where there is an allegation against a Member of criminal or illegal activity in the conduct of work in the name of the Society, then the President of the next higher Council must be informed. If there is sufficient evidence to substantiate such an allegation, then the matter must be referred to the police or other appropriate civil regulatory authority.

Where the Criminal Code or legislation requires a direct reporting of a likely or alleged offence to the police, the person obliged to report the matter must do so without prior informing of the President of the next higher Council.

The Society cooperates fully with the civil authorities and any prosecution that they consider to be appropriate.

A Member who is subject to such an allegation may be suspended by the President of the National Council (or by the State or Territory Council President under delegation from the President of National Council) while the matter is investigated.

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Legal Proceedings by Members

Members, Conferences and Councils trust the integrity of the Society and its life of prayer and communion, so that they need not appeal to civil or legal authorities to resolve internal differences.

Members, Conferences and Councils should seek to resolve a dispute through the appropriate Dispute Resolution Committee in the first instance. If a dispute cannot be resolved with a Dispute Resolution Committee a Members, Conference and Council may consider external avenues such as mediation or arbitration.

Any Member who, on his or her own account or on behalf of any Conference or Council, uses means other than those provided by the Society to resolve internal disputes renounces Vincentian communion and leaves the Society. **(Note: Advice will be sought on this)**

Appeal Process

A Member who is suspended by a State or a Territory Council President by virtue of delegated authority, may appeal to the President of National Council.

A Member whose membership is suspended by the President of National Council may appeal to the National Council.

A Member of a Suspended Council or a President whose Membership is suspended may appeal to the National Council.

Where a Member's appeal to the President of the National Council is dismissed or where the Member is suspended by the President of National Council, they may appeal to the International President General. Such an appeal should be passed through the President of National Council and the International Territorial Vice President and the Zone Coordinator.

Where a Member who is a Conference or Council President has been suspended, within 14 days an Acting Council President will be elected from amongst the current Members of the Conference or Council until a new formal election can be completed.

A suspended Member who wishes to appeal the decision must lodge their appeal together with supporting documentation to the relevant reviewing Council (or to the President of National Council where applicable) within four (4) weeks of being notified in writing of the decision to suspend them. The National Council will hold a plenary meeting to consider any appeal to it and make its decision by majority vote.

The final appeal of a suspended Member is to the President General International.

The Council General International may cancel a person's membership of the Society.

Where a Conference or a Council is suspended, the President of National Council may appoint an administrator to act for the Council until the Council is re-established.

ARTICLE 20 – NATIONAL COUNCIL – OFFICE BEARERS

The re-drafted Article adds the role of Deputy President to the list of appointed Members of National Council. The Deputy President is one of the Vice Presidents.

The President of National Council and their appointees together must always number one less than the eight State and Territory Council elected members (= maximum of six appointees).

It is also made clear that the Spiritual Advisor does not have a vote on National Council.

ARTICLE 21 – NATIONAL COUNCIL FUNDS

A new paragraph is added under the re-draft:

The National Council may hold funds from the Commonwealth Government where the purpose of these funds is to provide assistance to people in need. The National Council will work collaboratively with State and Territory Councils to offer assistance through Society Members to people in need across the jurisdictional boundaries of one or more State and/or Territory Councils.

ARTICLE 22 – SPIRITUAL ADVISORS

The role of Spiritual Advisor is explained in more detail in the re-draft. As traditional since the beginning of the Society, a Spiritual Advisor fosters spiritual and pastoral life within a Conference or a Council.

Conferences

The Spiritual Advisor appointed by the Conference President can be a person who is not a member of the conference, and as such a non-voting member, or could be a role undertaken from amongst the Conference members, as such, maintaining their voting rights. It is imperative that those who act in the role of Spiritual Advisor understand their duty not only to just provide spiritual and pastoral formation for Conference meetings, but also to play a special role in restoring harmony when conflict arises between Members.

In some Conferences, Members may not be confident taking on the role of Spiritual Advisor. Whilst it is important for a Conference to have a Spiritual Advisor, until a Spiritual Advisor is appointed, the Conference members may choose to lead the Conference in spiritual reflection and by doing so in rotation conference members may become more comfortable with and willing to accept the role of Spiritual Advisor. This should not be a barrier to forming or maintaining a Conference.

Councils

The Council Spiritual Advisor should be willing to participate in Festival Masses and to facilitate spiritual activities for Councils.

Council Spiritual Advisors should make particular efforts to support and coordinate the network of Spiritual Advisors in their jurisdiction.

ARTICLE 23 – FESTIVAL MEETINGS

The re-draft recognises that the commissioning of new Conference members may be undertaken either at a Festival Mass or in the Member's local church as appropriate.

ARTICLE 24 – SPECIAL WORKS

The re-draft makes it clear that the State or Territory Council has ultimate responsibility for the governance and development of Special Works within their jurisdiction.

Rules for governance of incorporated and unincorporated Special Works are separately set out in the re-draft.

The constitution of any incorporated Special Works must have the prior approval of the National Council. The importance of the National Council or State or Territory Council, as appropriate, being the sole shareholder of an incorporated Special Work is emphasized.

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Ideally, unless there are reasons not to, an incorporated body should have a majority of the directors of the Board drawn from the National, State or Territory Council as appropriate. The Council must have final approval of the appointment and removal of directors of the Board.

Examples of the needs for establishment of Special Works are provided in the Procedural Guidelines.

ARTICLE 25 – ADVISORY COMMITTEES AND STANDING COMMITTEES – COUNCILS AND INCORPORATED BODIES

The re-draft adds a requirement that each Advisory Committee and Standing Committee be provided with a Terms of Reference and that they are appointed by and report to the State or Territory Council at least four times a year.

Incorporated Bodies

The benefits of having Standing Committees to supervise some of the governance responsibilities of the incorporated body are discussed including Terms of Reference and lines of responsibility.

ARTICLE 26 – SOCIETY EMPLOYEES

In the current Article it states that employees are responsible to the President of the Council appointing them or the nominee of the President. This provision has in recent years blurred the lines of responsibility where the State or Territory Council has an incorporated body to run its business. The provision had greater meaning when the State or Territory Council or a lower Council or Conference ran the business. The provision has been omitted from the re-draft.

The re-draft has new sections for Employees Engaged by Incorporated Body and Employees as Members.

Employees Engaged by Incorporated Body

Society employees engaged by an incorporated body report through the management structure to the Chief Executive Officer of the incorporated body.

Members or volunteers who are engaged in the work of an incorporated body as a volunteer or employee report through the management structure to the Chief Executive Officer of the incorporated body and are subject to the governance requirements of that body.

Employees as Members

To avoid conflicts of interest, employees of the Society may also be Members of and hold Offices in a Council, provided the employee is not an employee of the Council responsible for the work in which they are engaged. The Member as an employee follows the direction of the Chief Executive Officer or their delegate.

No discrimination shall be shown against any employee who otherwise undertakes his or her duties as required but declines to become a Member of the Society.

ARTICLE 27 – DISPUTE RESOLUTION COMMITTEE

The term Reconciliation Committee in the old Article 27 has been changed to Dispute Resolution Committee.

ARTICLE 28 – INCORPORATION/ LEGAL STATUS

In the re-draft the relationship between *The Rule* and the constitution of Society incorporated bodies is explained in more detail. Incorporation, by whatever means, must include a reference to *The Rule* as

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part of the constitution or articles of association and, as far as practical, the constitution or articles of association must not be contrary to or inconsistent with any part of *The Rule*.

Where *The Rule* is inconsistent with the laws of the land, the latter prevails.

The re-draft makes it clear that approval of the State or Territory Council is required as well as the National Council. Standard clauses for State and Territory incorporated entities are contained in the Procedural Guidelines. Special Works incorporated entities should have regard to the standard clauses and include them in their constitutions where appropriate to do so.

NEW ARTICLE 28A – RECORD KEEPING AND ARCHIVES

A new Article is proposed to ensure that minutes, reports, documents and publications containing historically significant information are held in an appropriate archive or other approved repository.

The National Council, and State and Territory Councils are encouraged to establish a system of archival records for their Councils and Conferences, including special works, and arrange when appropriate, historical summaries of endeavours.

A Council President is entitled to have access to all correspondence and to all records of any of its subsidiary Councils or Conferences or Special Works on behalf of the Society.

ARTICLE 29 – MANAGEMENT OF FUNDS

The re-draft states that the Society protects its good reputation for honesty and responsible stewardship by Conferences and Councils producing financial and activity reports at least annually. Whenever circumstances permit, these reports should be publicised externally and internally and be made available to all Members and the public in general. These Council reports should be made available to the diocesan bishops and the civil authorities for their information whenever possible.

The following is also added. Where donors indicate an intention for the application of a donation, the Society will take reasonable steps to respect those wishes and Councils will be mindful of the legislative obligations owed to the donor and to the Australian Taxation Office.

The Society is not a funding organisation and *The Rule* does not permit us to donate funds to other charitable bodies unless Members are directly involved as Vincentians in that activity. For example, a conference could donate money to a homeless shelter that the conference is directly engaged with in providing support for the homeless in that facility. A donation to a homeless shelter that the Society is not directly engaged with would fall outside *the Rule*.

[END]