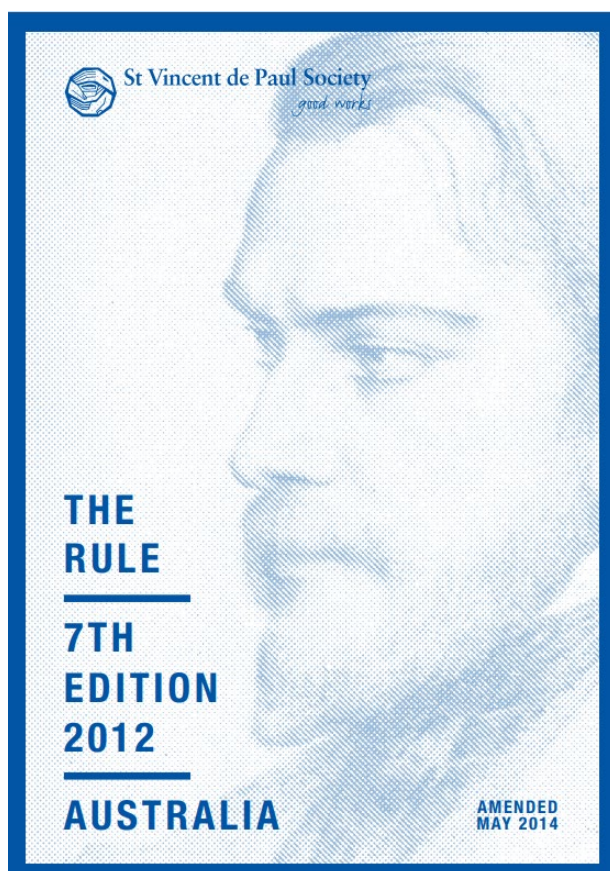




St Vincent de Paul Society
NATIONAL COUNCIL of AUSTRALIA Inc. *good works*

Proposed Amendments
The Rule Part III
ARTICLES
- Draft 1 -



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

INTRODUCTION

In 2019 National Council established the Legal and Governance Standing Committee for the purposes of providing advice to National Council on a range of legal subjects including matter relating to constitutions in place and in revision across the Society. The Standing Committee was tasked with reviewing the Rule Part III and making recommendations to National Council.

In August 2021 a discussion paper, prepared by the Standing Committee, 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 does not work in the current Rule Part III.

Feedback was sought by 31 December 2021 but until February 2022 there was minimal feedback and very few comments. Comments continued to flow in until July 2022 and covered a wide range of issues. Any thought that there could be a light touch to the Rule Review was quickly dispelled.

RULE REVIEW COMMITTEE

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 that ran to well over 100 pages.

The Governance Procedures were dealt with in a separate document.

The proposed amendments are presented to Members in three documents:

- (i) a comparison of the current Part III Articles and the proposed re-draft of the Articles;
- (ii) a comparison of the current Part III Procedural Guidelines and the proposed re-draft of the Procedural Guidelines; and
- (iii) an Explanatory Memorandum outlining the reasons for the proposed amendments to the Articles and the Procedural Guidelines.

The document containing the Articles is designed to be read as a printed A4 document or viewed on a video screen with the capacity to show two pages on the screen to allow the reader to see the existing Articles on the left hand page and the proposed amended Articles on the right hand page. Where the text of a proposed amended Article requires more than a single page, this text will appear on the next right hand side page; i.e. it will not cascade to the following left hand facing page.

Please note that viewing this document on a laptop will only take this format if the viewing size of the document is reduced to well below 100%.

CONSULTATION WITH MEMBERS

The National Council has approved the distribution of the above three documents. These are being circulated to the Members for comment over the next five months, commencing in early December 2022. National Council must rely on State and Territory Councils to circulate these documents through their own networks to all Councils, Conferences and Members within their respective jurisdictions.

The Rule Review Committee is requesting that feedback and comments from Members be forwarded through State and Territory Councils.

The Committee wants to try to avoid receiving numerous individual submissions from Members which will make collating common themes very slow and complex. Such a method also risks losing nuances expressed in an individual response due to the volume of submissions to be considered during any redrafting process.

Members are encouraged to provide their feedback to their State, Territory or Regional Council so that these comments can be incorporated into the feedback forwarded by each State and Territory Council.

The proposed approach to provide feedback on a specific Article is outlined below. Responders are asked to indicate their agreement or otherwise for the proposed amended text for each revised Article.

Article # insert number				
Strongly Disagree <input type="radio"/>	Disagree <input type="radio"/>	Neutral <input type="radio"/>	Agree <input type="radio"/>	Strongly Agree <input type="radio"/>
Comments				
Suggested revised text <i>(if possible)</i>				

State and Territory Councils will be provided with a Word version of the draft proposed amendments to allow Councils to track any changes they recommend to the current draft text.

Comments and feedback will be received from State and Territory Councils until **Friday 28 April 2023**.

There will be further re-drafting undertaken by the Rule Review Committee, based on feedback from Members, before a second revision is submitted to National Council for its endorsement in May 2023.

The revised amended documents will be re-circulated in June 2023 for additional comment over a further five months ending in October 2023.

PROCESS TO SEEK APPROVAL OF AMENDMENTS TO THE RULE PART III

The International Territorial Vice President for Oceania is being consulted about the proposed amendments.

The final form of the proposed amendments to Part III will be submitted by the National President to the Permanent Section of the Council General International for approval. This is expected to be around December 2023 if all goes well in the drafting and approval processes.

The Council General International will forward the proposed amendments to the Rules and Statutes Department for review before they are forwarded to the Council General International for approval.

The decision of the Permanent Section of the Council General International will be known some time in 2024.

Text of current Preamble

Preamble

These Internal Articles received the approval of the Permanent Section of the Council General on December 21st 2012.

They are subordinate to and interpreted according to the Rule of the St Vincent de Paul Society and to the International Statutes and shall be treated together with them as a single legal document.

Proposed text of amended Preamble

Preamble

These Internal Articles received the approval of the Permanent Section of the Council General on *Day Month Year*.

They are subordinate to and are interpreted according to the Rule of the St Vincent de Paul Society and to the International Statutes and shall be treated together with them as a single legal document.

These Articles apply to all Conferences and Councils across the Australian jurisdictions and to various incorporated bodies that fall under a jurisdiction to the extent expressly stated in these Articles to apply to such bodies.

These Articles of the St Vincent de Paul Society in Australia may be amended by the National Council of Australia by majority of 75 percent of those entitled to vote and must include at least six (6) of the eight (8) State and Territory Councils in favour of the amendments.

All amendments require the prior approval of the International Council General before becoming effective.

This revised edition of Part III seeks to provide enough detail within an Article, and where necessary an accompanying Procedural Guideline, to assist Members of the Society to:

- (i) have a clear understanding of the Article; and
- (ii) interpret the intent of the text of an Article where the circumstances of a particular situation may require discernment.

Part III has taken into account the relationship and the interaction of *The Rule* with legislative requirements and obligations that attach to civil legislation within the Commonwealth of Australia. This is particularly relevant as the Society in Australia moves towards operating corporate structures that allow it to offer good works in partnership with government.

The National Council of Australia has a Legal and Governance Standing Committee which can provide advice on interpretation of these Articles.

The name of the Society is “St Vincent de Paul Society”. The term “Vinnies” is the Society brand within Australia; Vinnies is the name by which the public refers to the Society and is the brand of the Society’s retail outlets.

Text of current Article

Article 1 – Membership

There are three categories of Membership of the Society.

Conference Members

Conferences members are those who are desirous of living their Catholic faith, or are committed to the ethos, mission, aims and objects of the Society, and who seek to live out their faith and commitment in action through the spirit of Christian charity.

They do this by loving and serving their neighbour in need and participating effectively in Conference meetings, formation programs and charitable activities of the Society.

Conference members are registered by a procedure established by the relevant State or Territory Council.

Associate Members

Associate members are those who are committed to the ethos, mission, aims and objects of the Society and who seek to live out their faith in action by assisting in the works of the Society, but do not attend Conference meetings.

Associate members are registered by a procedure established by the relevant State or Territory Council.

Volunteer Members

Volunteer members are registered by a procedure established by the relevant State or Territory Council.

Volunteer members are those who respect the ethos, mission, aims and objects of the Society and who volunteer in any of the Society's works.

Proposed text of amended Article

Article 1 – Members and Volunteers

The St Vincent de Paul Society is composed of Members who work in Conferences, Special Works and Councils.

The Society has many other individuals and groups who engage with and commit to its work in supporting those in need giving freely of their time, talents and treasures.

There are three categories of Members in the Society.

1. Conference Member

The Membership of a Conference should reflect the Membership of the community within which the Conference is located. Every effort should be made to attract people from all walks of life and all age groups.

A Conference Member is a person who embraces and is committed to the Catholic ethos of the Society, who attends Conference meetings, and who seeks to live out their faith and commitment in action through taking part in the work of the Society in service to people in need in their local community.

A Conference Member has received the required formation and training and accepts the Statutes outlined in Parts I, II and III of this document known as *The Rule*.

Conference Members are registered by a procedure established by the relevant State or Territory Council.

2. Associate Member

An Associate Member is a person who embraces and is committed to the Catholic ethos, mission and the vision of the Society, and who seeks to live out their faith in action by assisting in the works of the Society. Associate Members are not required to attend Conference meetings.

Associate Members are always welcome to attend Conference meetings and to participate in any formation programs.

Associate Members are registered by a procedure established by the relevant State or Territory Council.

3. Retired (Emeritus) Member

Retired Members who are no longer able to offer good works to people in need in their community, are able to join with other retired Members in a Prayer Conference which keeps them connected to the Society. A Prayer Conference may be connected to a local Conference or Council. Retired Members can be included in festival gatherings, commissioning's and other activities convened by a local Conference or Council.

Retired Members may determine that meeting as a Bailey Conference is an appropriate meeting forum.

Retired Members often remain active as volunteers in Special Works such as the Society's retail outlets and other community-based activities that promote and support the Society's good works.

State or Territory Councils shall determine whether Retired Members need to be registered if they no longer support Special Works.

All three categories of Members are eligible to vote at meetings of the Conference.

Engagement of Youth and Special Works Members

Youth Members are those Members under the age of 35 years. Youth Members is not a separate category of Membership; Youth Members can be found in Conference Members and in Associate

Members. Special Works Members are those Members who help the Society with the delivery of a variety of special works.

Youth and Special Works Members can be Conference Members or Associate Members. Youth and Special Works Members are not a separate category on Membership.

Sometimes involvement in the Society's Special Works and/or the personal and family commitments of Members requires non-traditional approaches to supporting Members through the formation of different types of Conferences. The Society welcomes Members who have personal or family commitments to participate in contemporary forms of Conferences that unite Members as a group of committed Vincentians.

Councils will work with new Members to develop the best methods of bringing Members together around common purpose; e.g. a Special Work, a school-based activity. These different forms of Conferences can be aggregated or can operate in an unaggregated form. Conferences must be aggregated to participate in twinning activities.

Welcoming New Members

A candidate becomes a Conference Member after the Conference President, in collaboration with the Conference, discerns the readiness of the candidate to be a Member of the Society after active engagement in four Conference meetings. The Conference or Special Work takes formal action, normally by resolution, to accept the candidate to be a Member and, from this period, the Member may vote in Conference decisions.

Commissioning

New Members may also participate in a formal induction ceremony, combined with a Mass or a para liturgy, to welcome the new Member. This is optional. At this time all Members should participate and renew their promise of service to the Members and to people in need, thereby deepening the spiritual dimension of their vocation.

Volunteers

Volunteers are people who choose to support the Society's good works by giving their time to support fund raising and special works of the Society but who are not Conference or Associate Members. They respect the ethos, mission and the vision of the Society and volunteer to participate in any of the Society's works.

Volunteers are welcomed to public occasions where the Society acknowledges its supporters and promotes the interests of the people the Society serves.

Volunteers are registered by a procedure established by the relevant State or Territory Council.

Text of current Article

Article 2 – Conference Work

A Conference is a group of Members who come together to fulfil the Mission of the Society in accordance with the Rule.

A Conference may be established within any community, such as a parish, town, suburb, school, university, workplace, ethnic or social group. There is a strong tradition of young people working together in Conferences.

A Council is a body formed for the governance of the Society and is comprised of representatives of Conferences or other Councils.

A Conference may be established, and its scope of activities endorsed by an appropriate Council. All Conferences must be attached to a Council.

After establishment for at least twelve months, a Conference may apply for aggregation to the International Council General through National Council.

No work of charity is foreign to the Society.

Conference work includes any form of help that alleviates suffering or deprivation and promotes human dignity and personal integrity. It includes visiting people in their homes, in hospitals, institutions or wherever else they may be found needing aid or comfort. Those who are homeless have a special call on the charity of members.

Conference work is not limited to home visitation and Conference members are encouraged to participate in any of the various works of the Society.

Visitation or Conference interviews must not be done alone.

Conferences have a responsibility to support the Special Works of the Society.

Each Conference is to continually evaluate its services to members and the poor and at least once a year each Conference will submit a report on its activities to the immediate Council to which it belongs.

Proposed text of amended Article

Article 2 – Conference Work

Vincentians come together as Members of a Conference, a community of faith and love, of prayer, reflection and action. The Conference is the core unit of the Society. Conferences meet regularly and frequently. (*The Rule* Part 1, 3.3)

A Conference may be established within any community, such as a parish, town, suburb, school, university, workplace, ethnic or social group. There is a strong tradition of people with a range of ages working together in Conferences. Examples of the types of good works conducted by Conferences include people working in Special Works such as Night Patrol or a Women's Shelter, engaging in the Overseas Partnerships Program and Twinning and people who are students (e.g. university and high school).

A Conference may be established, and its scope of activities endorsed by its immediate superior Council and its State or Territory Council. All Conferences must be attached to a Council (*The Rule*, Part I 3.8).

A Council is a body formed for the governance of the Society and is comprised of representatives of Conferences or other Councils.

After a Conference has been established for at least twelve (12) months, it may apply, through its State or Territory Council and through National Council for aggregation to the Council General International. Aggregation is the process whereby the Conference is recognised internationally and is counted as part of the global structure of the St Vincent de Paul Society. A certificate of aggregation is issued by the Council General International.

No work of charity is foreign to the Society. As a Member-based organisation, it is expected that good works undertaken by a Conference generally will be undertaken by Members, associates or volunteers supported by employees as appropriate.

Conference work includes any form of help that alleviates suffering or deprivation and promotes human dignity and personal integrity. It includes visiting people in their home, in centres of charity, in hostels, in hospitals, in care facilities or day centres, in the streets or wherever else they may be found needing aid or comfort. Those who are homeless have a special call on the charity of Members.

Conference work is not limited to home visitation and Conference Members are encouraged to participate in any of the various works of the Society.

Conferences are also formed to support the Special Works of the Society.

Visiting People in Need

1. Home Visitation

Ideally, **as** Members of the Society we visit those in need in their homes, always showing a Vincentian spirit. This personal contact must always be done with respect, inclusiveness, cordiality, empathy and affection. We show concern for their deepest needs, and we share their joys and hopes, their grief and anguish as true intentional friends and companions.

2. Other Visitation

Conference Members seek out those in need of assistance wherever they may be. Visits may occur in hospitals, hostels, facilities for people who are aged or people with disability, prisons, through our services or centres of charity or any other place where people in need may live or to people whom are homeless wherever they may be.

3. Attitude to People in Need

Contact with those in need is always in a spirit of intentional friendship and companionship with respect, inclusivity, cordiality, empathy and affection. Whenever possible, our assistance should promote self-sufficiency for those who seek our assistance and be concerned for their deeper needs.

4. Visiting in Pairs

Person to person contact with individuals and families in need is made in pairs (Jesus sent out his disciples in pairs, for mutual support and inspiration). Visiting in pairs has been a basic practice of the Society since its foundation and protects the visitors and the person being visited. Visits and conference interviews must never be conducted by a single Member on their own. It may take several visits before the Vincentian team is able to learn all that is necessary to help someone.

Safeguarding of Children and Adults at Risk

When undertaking Conference work, Members are likely to provide assistance to, and to interact with, children and vulnerable adults whether they are encountered in their Conference work in their state or territory in Australia or through their engagement in the Overseas Partnerships Program and Twinning.

Conference Members will at all times protect the safety and wellbeing of children and vulnerable adults.

Conference Members must hold a current working with vulnerable people card (or equivalent in their relevant jurisdiction).

The Conference or Council will maintain a register of Members' working with vulnerable people cards (or equivalent in their relevant jurisdiction) registration details.

The Conference will ensure that Members are aware of the relevant State or Territory Council safeguarding policies and procedures and the laws and regulations of their relevant jurisdiction.

Periodic Review

Each Conference is encouraged to carry out periodic reviews to evaluate its service to the Members, to our companions and those in need and to review the effectiveness of its works and explore ways to provide better service and will submit a report on its activities to the immediate Council to which it **belongs**.

The review should consider if there are new types of need to alleviate and how to find those in need.

The Conference should consider whether there are new opportunities for fundraising to support the works of the Conference and the broader Society.

Termination of a Conference

Inactive Conference

Should a Conference cease to be active, its records and funds are to be transferred to its next higher Council. Any liabilities of the Conference become the responsibility of the same Council. An inactive Conference should not be dis-aggregated (i.e. its registration with the Council General International cancelled) but, instead, remain dormant or 'abeyant' in the hope that in the future there will be an opportunity for the Conference to once again become active.

Termination of a Conference

Should a Conference be suspended or cancelled, its records and funds are to be transferred to its next higher Council. Any liabilities of the Conference become the responsibility of the same Council. A terminated Conference should be dis-aggregated (i.e. its registration with the Council General International is cancelled).

Text of current Article

Article 3 – Conference meetings

The Conferences meet regularly, usually weekly but at least fortnightly. In exceptional circumstances a Conference may meet at least monthly, but it is essential that all three dimensions of the Society are experienced by the members. Work for the poor, deprived or suffering is the first dimension. The second dimension is the spiritual development of members, and the third dimension is that of mutual support, inspiration and Vincentian friendship. It is possible to experience the second and third dimensions if, in between the monthly meetings, some members meet to discuss any urgent matters relating to the people they are assisting. At that informal get-together, a few minutes should always be devoted to prayer and a short spiritual reading or reflection.

However, as soon as circumstances permit, every effort must be made to revert to either weekly or fortnightly meetings in accordance with the International Rule, 3.3.1, to ensure that all three dimensions of the Society are experienced by all the members more fully and easily.

See Commentary in Procedural Guidelines under Conference Meetings.

The meeting should be imbued with the spirit of charity and the spirituality which animates the Society.

Conference meetings begin and end with the Society prayers, or other appropriate prayers, but a prayer to the Holy Spirit, the Lord's Prayer, the Hail Mary and a prayer for those suffering that members nominate are obligatory. A period of spiritual reflection should also be included. Meetings should also include a Treasurer's report, correspondence and minutes of the previous meeting.

Decisions are taken by consensus where possible after prayer, reflection and consultation. The democratic spirit is fundamental within the Society and when necessary a vote may be taken.

Reflection on service is a key aspect of the Conference meeting.

Members report on their Vincentian activities and consider the action taken or to be taken to further charity and justice.

A secret collection for funds for Conference works is to be made during the meeting.

At least once a year each Council is to evaluate its services to the members and the poor and submit a report to the immediate Council to which it belongs.

Proposed text of amended Article

Article 3 – Conferences

The Conference is a group of Members who come together to fulfil the Mission of the Society in accordance with the Rule.

The regular Conference meeting is integral to the culture and ethos of the Society and ensures the success of the Society in every country and every culture. Conferences meet regularly, in a spiritual atmosphere at a time and place determined by the Members. (The Rule, Part 1, 3.3 & 3.3.1). Conferences are not just about doing good works. Members should support one another socially as well as spiritually. Social events should be arranged periodically to allow Members to meet informally and to celebrate their Vincentian vocation.

The regularity of meetings is at the discretion of the Conference President and its Members. Nevertheless, it is strongly recommended that conferences meet at least fortnightly in accordance with the International Rule 3.3.1¹. Meetings can be convened either in person or via teleconferencing.

Meetings should be imbued with the spirit of charity and the spirituality which animates the Society. It is essential that all three dimensions of the Society are experienced by the Members:

- 1st dimension: work for people who are in need, deprived or have necessitous circumstances or are suffering;
- 2nd dimension: the spiritual development of Members, and
- 3rd dimension: mutual support, inspiration and Vincentian friendship.

The Spiritual Advisor should be mindful that Members may well be at different places in their spiritual journey. Whilst not diminishing the Vincentian spirituality and values no Member should be embarrassed by being asked to participate beyond the spiritual level with which they are comfortable.

Conference Meetings

Conference meetings should include the following:

- (i) Start with an Acknowledgement of Country
- (ii) Opening prayers, formal and spontaneous.
- (iii) A spiritual reading or meditation, on which Members are always invited to comment as a means of sharing their faith and deepening their mutual **understanding**. Reflection on service is a key aspect of the Conference meeting.
- (iv) General business which may include:
 - review and confirmation of minutes of the previous meeting
 - presentation and confirmation of Treasurer's report.
 - correspondence
 - President's report
 - a) visitation reports which allow Members to consider the action taken or to be taken to further charity and justice – see below.

¹ **Alert: Part I, Article 3.3.1 Frequency of Meetings** states "...usually weekly, but at least every fortnight." (reflected in B.R 1 in the IGC *Rule and Statutes*).. This suggests there may not be scope to include a period less than a fortnight.

On the other hand, findings from the National Council Members and Membership Support research into Members and Membership matters over the past two years identified this standard is not being achieved now. This raises a question about seeking to change this benchmark.

- b) regular reports on the Overseas Partnerships Program including Twinning and Assist A Student.
 - c) the safety and wellbeing of children and vulnerable people
 - d) Occupational Health & Safety
 - e) a secret collection of funds for Conference or Council or overseas twinning works
 - f) training opportunities.
- (v) Closing prayers

Visitation Reporting

The Conference is responsible for the security of records that hold personal information of Companions and other persons assisted by the Conference. Members should be mindful of the provisions of the *Privacy Act 1988* (Cwth) as this relates to the storage and the exchange of personal information. Information recorded in conference minutes or shared with the Conference should be provided in a summary form only respecting the dignity of the Companions and people we assist.

Decision Making

Decisions are taken by consensus where possible after prayer, reflection and consultation. The Society accepts the spirit of democracy as set out in Article 3.10 of Part 1 of the Rule. When necessary, a vote may be taken.

Reflection on service is a key aspect of the Conference meeting. Members report on their Vincentian activities and consider the action taken or to be taken to further charity and justice.

See Commentary in Procedural Guidelines under Conference Meetings.

Text of current Article

Article 4 - Conference President - Election

The President is elected by a secret vote of the Conference members and holds office for a period of up to but not exceeding four years.

The outgoing President is not eligible for immediate re-election until after 4 years.

Proxy voting at elections is not allowed. However Paragraph 5 of Article 10 or the use of technology as prescribed below is permissible,

- (1) Members not physically present at a meeting are permitted to participate in the meeting by the use of technology that allows those members and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this rule, a member participating in a meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

The election of a President is by a secret ballot and the vote of the person attending by electronic means needs to be secret such as an email or text message directly to the returning officer at the time the vote is taken, further verified by a personal phone call to the returning office

Physical presence at a meeting is the ideal because it is helpful and even inspiring to experience the informal exchange of views and the Vincentian friendship which occurs also before and after the meeting. This strengthens the 3rd Dimension of the Society – Mutual Support & Inspiration.

Because communication is not only about words but about facial expressions and body language, it would be better if, whenever possible, the member/s calling in via technology could be both heard and seen

Member/s calling in via technology should be in the meeting throughout, i.e. including the prayers and any spiritual reflection, on which they, like anyone else, is invited to comment. This will ensure that the spiritual bond is preserved and enhanced and not damaged by this innovation – recognising the 2nd Dimension of the Society -spiritual development.

“Technological” presence is to be for a small minority of Council members.

Proposed text of amended Article

Article 4 - Conference President - Election

Vincentian Leadership

Servant Leadership is an essential model of any office at any level in the Society. A Servant Leader fosters a pastoral atmosphere in which the talents, skills and spiritual charisms of the Members are valued, developed and devoted to the Society and the service of those in need. This leadership, guided by the Holy Spirit, models Jesus' ministry of service of radical inclusivity, restoration and accompaniment with those we serve and those we walk with in service.

All Offices in the Society are a responsibility accepted in humility. There is no honour or status attached to any position.

The President is the first among equals.

With the support of the Spiritual Advisor, the President ensures that the spirituality of The Rule and Statutes of the Society infuses all activities of the Conference.

The President seeks consensus and does not insist on his or her own view and:

- acknowledges every Member as a friend;
- recognises their talents and spiritual gifts;
- encourages those who are more reserved to engage.

Conference President Election

The President is elected by a secret vote of the Conference Members and holds office for a period of up to three (3) years. The President is eligible to stand for a second consecutive term of up to three (3) years and may hold office for no more than six (6) consecutive years. A President who has held two consecutive terms is eligible for re-election after an absence of two (2) years.

The election process is outlined in the Procedural Guidelines.

A conference or a Council President may choose to hold the election of the next President up to four (4) months before the end of their term to provide mentoring and to allow the next President time to ease into the role. Where the election of an incoming President takes place before the end of the current President's term, the outgoing President continues to act as President for the remainder of their term.

Handover

After the newly elected President has appointed a Vice President, Secretary and Treasurer, the retiring President and officers are to promptly hand over to the new officers all books of minutes, financial records, accounts, and other relevant documents.

Text of current Article

Article 5 - Conference President

The President has the responsibility to ensure that the spirit and the Rule of the Society are observed in all activities of the Conference.

The President guides and assists members to achieve the maximum degree of personal participation in helping those in need.

The President is a member of the Council to which the Conference is attached and participates in the meetings and other activities of the Council.

No Change

Article 5 - Conference President

The President has the responsibility to ensure that the spirit and the Rule of the Society are observed in all activities of the Conference.

The President guides and assists all Members to achieve the maximum degree of personal participation in helping those in need.

The President is a Member of the Council to which the Conference is attached and participates in the meetings and other activities of the Council.

Text of current Article

Article 6 - Conference - Office Bearers

The Conference President, after consultation with the members of the Conference, appoints office bearers - at least a Vice President, Secretary and Treasurer - from among the members to assist the efficient operation of the Conference.

The term of appointment of office bearers is determined by the President. The appointment ceases upon the election of a new President. The President should make appointments on merit and avoid making appointments which are arbitrary or not consistent with the best interests of the Conference. The President and the Treasurer must not be relatives.

Proposed text of amended Article

Article 6 - Conference - Office Bearers

The Conference President, after consultation with the Members of the Conference, appoints office bearers - at least a Vice President, Secretary and Treasurer - from among the Members of the Conference to assist the efficient operation of the Conference.

The term of appointment of office bearers is determined by the President. When the President's term of office expires the appointments of the office bearers expire, however it is open to the incoming President to reappoint the same Members as office bearers. The President should make appointments on merit and avoid making appointments which are arbitrary or not consistent with the best interests of the Conference.

The following roles may be appointed by the President:

Vice-President

In the absence of the President, the Vice President assumes the President's responsibilities.

Secretary

The Secretary records minutes of all significant reports and decisions of the Conference meeting including the correspondence, actions, financial transactions and the visits made by Members. Minutes should be circulated before the next meeting if possible and must be approved at the next meeting.

The Secretary produces Activity Reports as required by a Regional Council or other higher Councils.²

Treasurer

The Treasurer keeps full and accurate records of all Income and Expenditure and presents a summary written report at each Conference meeting and a report showing all income and expenditure annually. The financial records of the Conference should be audited independently once a year. This could be done by a qualified accountant or where a State or Territory Council uses a centralised accounting system the audit will align with the audit protocols approved by the Council. The Treasurer produces reports required by the Regional Council or higher Councils.

The Treasurer must not be a close family relative of the President.

Spiritual Advisor

In keeping with the tradition since the beginning of the Society, a Spiritual Advisor should be appointed to help foster the Members' spiritual life within the Conference under the guidance of the Holy Spirit.

The Spiritual Advisor ensures that all the aspects of the spirituality and identity of the Society in the International Rule and in the Society's Vision and Mission Statements are understood and become fully expressed in the meetings and work of the Conference. The Spiritual Advisor has a special pastoral role to promote harmony between Members which enables "*Christ in the Midst*" to live and love through the Conference.

As a lay Catholic Society, the role of Spiritual Advisor may be appointed from the Members or a Member of the local parish. The local priests, deacons or religious may be invited to be the Spiritual Advisor or to propose an appropriate person. The Spiritual Advisor models and encourages Members to lead the prayers and spiritual reading or meditation. In conjunction with the Conference President, they provide guidance on matters of faith, morals and Catholic Social teachings. Where a Spiritual Advisor is a Member, they have a vote as a Member only.

² Refer Article 14.

Twining Officer

The appointment of a Conference Twining Officer drawn from the Conference Membership will assist the Conference to support meeting the requirement of the International Rule (Part 1, Section 4) for conferences and councils to be part of a global Vincentian and Catholic Network of Charity. The conference's engagement in Twining and the National Council's Overseas Partnerships Program helps people overseas in need in countries with a Vincentian presence.

Proposed text of NEW Article

Article 6A The Conference and the Global Society

The International Society

All Members, Conferences and Councils should be aware of the Society as an International Network of Charity governed ultimately by the Council General International and led by the International President General. The connection to the Council General International is through the National Council.

The Society has an international support structure including International Territorial Vice Presidents (ITVP) and Zone Coordinators who oversee the work of the Society in individual countries. The ITVP is the personal representative of the International President General in a group of countries. Zone Coordinators are appointed to assist and support the ITVP in a number of countries overseen by the ITVP. These positions play a supporting role to National Council's Overseas Partnerships Program.

The Society has, within each international region, designated representatives for youth, twinning and special projects who link these activities in each country to the broader work of the Society. It is the responsibility of the National Council to ensure that there is a person who represents the Society within a country who can be the point of communication with each of these international roles.

Aggregation

Conferences become full Members of the International Confederation of the Society of St Vincent de Paul when a Conference is Aggregated by the Council General International (The Rule, Part I, Article 3.8). For a Conference to be Aggregated it must:

- be active for at least 12 months; and
- have made an annual Activity and Financial Report to its higher Council; and
- have completed the CGI application forms and associated requirements.

National Council can arrange to have aggregation certificates forwarded from the Council General International to Conferences.

Text of current Article

Article 7 – Subsidiarity and Democracy

The Society accepts the principle of subsidiarity and democracy as set out in Articles 3.9 and 3.10 of Part 1 of the Rule.

Proposed text of amended Article

Article 7 – Catholic Social Teachings and Democracy

The work of the Society is founded upon the Gospel values which are reflected and articulated by the Church since the late 1800s through the body of works referred to as Catholic Social Teachings. The principles inherent in these teachings guide Members, Conferences and Councils through economic, political, personal and spiritual encounters. They attract people, including many who may have little or no other connection to Church, to contribute their time, their talents and their love to our work.

There are six principles which impact on Vincentian spirituality.

The Society accepts the Dignity of the Human Person which recognises the inviolable dignity of the human person regardless of their race, creed, gender, sexuality, age or ability. Human dignity is the foundation upon which Catholic Social Teachings rest.

The Society accepts the Principle of the Common Good which informs Vincentians that “every person and all peoples should have sufficient access to the goods and resources of society so that they can reach their fulfilment more completely and more easily. These ‘goods’ include not only material goods like property and possessions, but also social resources like education and health care. The common good is: ‘the sum total of social conditions which allow people, either as groups or as individuals, to reach their fulfilment more fully and more easily’ (*Gaudium et Spes*, §26) and includes the universal right to use the goods of the earth.” (*Dreaming as a Single Human Family*, p.16)

The Society accepts the Principle of Subsidiarity as set out in *The Rule* Part I, Article 3.9 and embraces this principle as its basic standard of operation. The principle recognises that Conferences and Councils are best equipped to respond appropriately to their local needs with knowledge of the environment and circumstances (culturally, socially, politically, etc.) In this way, the Society promotes local initiatives within its spirit. This freedom of action of Conferences and Councils faithfully retains the principles that have been kept since the origins of the Society and enables our Companions to be assisted spontaneously and effectively.

As Saint Vincent de Paul taught, we find the real presence of Christ among the poor. And so, the Society accepts the Principle of Solidarity which teaches that we as human persons should neither be ‘independent’ of society nor ‘dependent’ on society. Rather, society should reflect and strengthen the interdependence of all persons, the dream of being one human family. This principle is concerned with our social and economic arrangements, particularly as these impact on our Companions and those without a voice.

This principle of the Preferential Option for the Poor underpins the whole reason the Society exists. It drives our work for the people who are most vulnerable in our society as set out in Article 1.3 of Part 1 of the Rule.

Pope Francis places concern for people who are disadvantaged and poor in a global context (*Laudato Si*). *Dreaming as a Single Human Family* is a vision that inspires the Society’s advocacy work and its good works. Members seek to work together, to cross borders, to value differences and to bring the whole human family together to seek sustainable and integral development that shapes our global future.

Democracy

All decisions are made by consensus after necessary prayer, reflection and consultation. The democratic spirit is fundamental at all levels of the Society and, when appropriate, matters are put to a vote. (*The Rule* Part I, Article 3.10)

Text of current Article

Article 8 - Conference Funds

The Conference must keep accurate and appropriate records of its income and expenditure and of its business. These records are to be readily available to members.

The financial records of the Conference must be audited annually.

Conference expenditure is restricted to its activities and assistance to works in which the Society is involved.

A Conference must make available to the Council, to which it is attached, any funds which are surplus to its needs. A Conference in need of funds may apply to the Council to which it is attached.

A Conference should prepare an annual budget and the Conference should monitor its expenditure against that budget.

Members authorised to undertake specific activities on behalf of the Society are entitled to have incurred expenses refunded on presentation of appropriate documentation.

All expenditure by the Conference must be reported at the next appropriate Conference meeting and be approved by the Conference.

The approval must be recorded in the minutes.

Proposed text of amended Article

Article 8 - Conference Funds

Conferences must keep accurate and appropriate records of income and expenditure and of their business. These records are to be readily available to Members.

State and Territory Councils that have centralised accounting systems in place allow audits to be conducted at a Council level. Where such systems are in place, audits of Conference funds will fall under a Council. Where there are no centralised accounting systems in place, Conferences must conduct an annual review of their finances and report to the Council.

Where there is a State or Territory incorporated body, the audit covering all Conferences within the jurisdiction will follow the requirements of the civil legislation applicable to the incorporated body and the incorporated body's constitution. Any Special Works operating as a related incorporated body of National Council or of a State or Territory Council must be included in the annual audit.

The Conference Treasurer has an important role in monitoring expenditure and income of their Conference and reporting any accounting irregularities to the superior council.

Conference expenditure is restricted to its activities and assistance to works in which the Society is involved.

A Conference should make available to the Council to which it is attached, any funds which are surplus to its needs. A Conference in need of funds may apply for assistance to the Council to which it is attached (or in some cases to the State or Territory Council). State and Territory Councils may take different approaches to how this principle is implemented.

A Conference should prepare an annual budget and the Conference should monitor its expenditure against that budget. Where a State or Territory Council has a centralised accounting system in place, it will assist Conferences with preparing an annual budget. The State or Territory Council will be responsible for final approval of the budget and will require the Conference to monitor its expenditure against that budget with any exceptions to be approved via an agreed delegation of authority. Where there is no centralised accounting system in place, Conferences must prepare an annual budget, approve the budget, inform the Council of the annual budget and monitor the Conference's expenditure against that budget.

All expenditure by the Conference must be reported at the next appropriate Conference meeting and be approved by the Conference.

The approval must be recorded in the minutes of the Conference meeting.

Members authorised to undertake specific activities on behalf of the Society are entitled to have incurred expenses refunded on presentation of appropriate documentation in accordance with any applicable policy endorsed by a State or a Territory Council.

Members who are in financial difficulty

To ensure probity, Conference Members in need of assistance may not receive help from their own Conference or the Council. A Conference Member who is in need of assistance must be referred to another Conference and that Conference will treat the Member in the same manner as any other person seeking assistance.

Text of current Article

Article 9 – Councils – Regional, Central and State or Territory

Councils are formed to provide a link between Conferences and Councils and between Councils at difference levels. They facilitate joint action and communication and provide resources to assist the effective, efficient and appropriate working of Conferences and Councils.

Between the National Council and Conferences may be Regional Councils, Central Councils and State or Territory Councils.

Councils are instituted by the International Council General on the recommendation of the National Council. A decision of a State or Territory Council is binding upon all of the Councils and Conferences within that State or Territory. A decision of a Central Council is binding on all Regional Councils and Conferences that comprise the Central Council.

The members of the Council are the President and the Presidents of Conferences and Councils directly attached to the Council, the Youth Representative and the office bearers as specified in Article 13.

All elected and appointed members except advisors of a Council are voting members of that Council by virtue of their appointment.

Proposed text of amended Article

Article 9 –Council Meetings Other than National Council

Councils are instituted when, after completion of the procedures required by the Council General International, a Certificate of Institution is issued by the Council General International.

Councils are at the service of all Conferences under their jurisdiction.

Councils are formed to provide a link between Conferences and Councils and between Councils at different levels. They facilitate joint action and communication and provide resources to assist in the effective, efficient and appropriate working of Conferences and Councils.

Between the National Council and Conferences may be Regional Councils, Central Councils and State or Territory Councils.

A decision of a State or Territory Council is binding upon all of the Councils and Conferences within that State or Territory. A decision of a Central Council is binding on all Regional Councils and Conferences that comprise the Central Council.

The Members of the Council are the President and the Presidents of Conferences and Councils directly attached to the Council, the Youth Representative and the office bearers as specified in Article 13. The Conference Presidents are Members of the Regional Council. The President of the Regional Council is elected by the Conference Presidents. The Central Council President is elected by the Regional Council Presidents. Each Central Council provides localised Leadership, Support, and Advice to the Regional Presidents who form that Council.

In turn, the Central Council Presidents are automatically Members of the State or Territory Council.

All elected and appointed Members except advisors of a Council are voting Members of that Council by virtue of their appointment.

Council Functions

The functions of a Council include:

- to facilitate the spiritual life of Members by sharing their skills and talents, and what has been given to the Society, on a person to person basis with those in need and encouraging them to take control of their own future;
- to support the spiritual life of Members;
- to support Conferences and Councils both financially and administratively in carrying out their mission;
- to support higher Councils in their role of leading the Society and coordinating the work of the Society;
- to assist in carrying out the mission of the Society which is to directly relieve suffering or deprivation of those in need and to promote human dignity and personal integrity;
- to engage Society Members as volunteers to further the mission of the Society and assist Society Members with their formation and training in order to improve the sensitivity, quality and efficiency of their service to our companions and to help them be aware of the benefits, resources and opportunities that are available for them, in accordance with clause 3.12 of the Rule Part I;
- to support and develop Conference good works.

Intervention by a Council

A State or Territory Council may intervene in any lower Council or Conference within that State or Territory or where a person as a Member of the Society is a Member of a Council, Conference or related entity (such as a non-incorporated or incorporated body) 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. Such intervention may include disciplining of a Member and, in a serious case, removal of a Member from any office which might include a directorship of a related incorporated body.

Removal of a director from an incorporated body of the Council or of the Society will be in accordance with the incorporated body's constitution. The Society acknowledges that the constitutions of incorporated bodies will cover the incorporated body's relationship with a State and Territory Council and that there may be legislative provisions that apply.

A right of appeal against a decision of a State or Territory Council lies with the National Council in accordance with the process outlined in the Procedural Guidelines.

Action by the National Council

Where a State or Territory Council has not been able to resolve an internal issue within the State or Territory Council, or where a State or Territory Council is unable to resolve an issue involving another State or Territory Council, then the issue will be referred to the National Council by either or both parties.

In instances that involve an incorporated body (such as a company limited by guarantee) that is related to a State or a Territory Council, National Council acknowledges that the constitutions of incorporated bodies will cover the incorporated body's relationship with a State or a Territory Council and that there may be legislative provisions that apply.

When an issue is referred to the National Council, National Council may then mediate and/or take reasonable steps to resolve the issue. Matters where National Council mediation or other action may be required include:

- where there is a material risk of damage to the reputation of the Society, or
- where there is a material risk of damage to 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 19.

Any discipline or suspension of a director from an incorporated body of the Council or of the Society, in that capacity, must be done in accordance with the incorporated body's constitution.

Article 15 enables the National Council to make binding decisions in certain circumstances.

Text of current Article

Article 10 - Council Meetings

Councils meet on a regular basis. The frequency, manner and agenda of the meetings is determined by the Council but each Council must meet at least quarterly.

Council meetings provide the forum for Conferences and Councils to report on their activities, discuss matters of common concern and make decisions on action to be taken.

Policy decisions are made at Council meetings and are binding on the Councils and Conferences that report to the Council and on the members of the Council.

Decisions are taken by consensus, where possible after prayer, reflection and consultation. The democratic spirit is fundamental within the Society and when necessary a vote may be taken.

If members of the Council who are representing a subsidiary Conference or Council cannot attend a Council meeting, they should be represented by a person who is a member of the Conference or Council being represented. The representative will have the same rights and responsibilities as the Member they represent.

The President or Chairman of Special Works and Advisory Committees, or their representative, attend Council meetings and report on their activities as required.

Council meetings begin and end with the Society prayers, or other appropriate prayers, but a prayer to the Holy Spirit, the Lord's Prayer, the Hail Mary and a prayer for those suffering that nominate are obligatory. A period of spiritual reflection should also be included.

Each Council is to continually evaluate its services to members and those in need and at least once a year submit a report on its activities to the immediate Council to which it belongs.

Proposed text of amended Article

Article 10 - Council Meetings

Councils meet on a regular basis. The frequency, manner and agenda of the meetings is determined by the Council but each Council must meet at least quarterly.

Council meetings provide the forum for Conferences and Councils to report on their activities, discuss matters of common concern and make decisions on action to be taken.

Policy decisions are made at Council meetings and are binding on the Councils and Conferences that report to the Council and on the Members of the Council.

Decisions are taken by consensus, where possible after prayer, reflection and consultation. The democratic spirit is fundamental within the Society and when necessary a vote may be taken.

If Members of the Council who are representing a subsidiary Conference or Council cannot attend a Council meeting, they should be represented by a person who is a Member of the Conference or Council being represented. The representative will have the same rights and responsibilities as the Member they represent.

The President or Chairman of Special Works and Advisory Committees, or their representative, attend Council meetings and report on their activities as required.

Council meetings begin and end with the Society prayers, or other appropriate prayers, that may include a prayer to the Holy Spirit, the Lord's Prayer, the Hail Mary and a prayer for those suffering that nominate. A period of spiritual reflection should also be included.

Council meetings should include the following:

- (i) Start with an Acknowledgement of Country
- (ii) Opening prayers, formal and spontaneous
- (iii) A spiritual reading or meditation, on which Members are always invited to comment as a means of sharing their faith and deepening their mutual understanding. **Reflection on service is a key aspect of the Council meeting.**
- (iv) General business which may include but is not limited to:
 - review and confirmation of minutes of the previous meeting
 - presentation and confirmation of Treasurer's report.
 - correspondence
 - the safety and wellbeing of children and vulnerable people
 - reports from Special Works
 - regular reports on the Overseas Partnerships Program including Twinning and Assist A Student.
 - summary reports from higher Councils
 - Occupational Health & Safety
- (v) Closing prayers.

Each Council is to continually evaluate its services to Members and those in need and at least once a year submit a report on its activities to the immediate superior Council to which it belongs.

Text of current Article

Article 11 - Council Presidents - Election

Council Presidents are elected by a secret vote by members of the Council as defined in Article 9. (See Procedural Guidelines)

The President is elected for a period of up to, but not exceeding, four years. The outgoing President is not eligible for re-election until after four years.

Nominees for the position of State or Territory President must have been a Conference member for at least five years or a Council member for at least three years.

Proxy voting at elections is not allowed. However Paragraph 5 of Article 10 or the use of technology as prescribed below is permissible,

- (1) Members not physically present at a meeting are permitted to participate in the meeting by the use of technology that allows those members and the members present at the meeting to clearly and simultaneously communicate with each other.**
- (2) For the purposes of this rule, a member participating in a meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.**

The election of a President is by a secret ballot and the vote of the person attending by electronic means needs to be secret such as an email or text message directly to the returning officer at the time the vote is taken, further verified by a personal phone call to the returning officer.

Physical presence at a meeting is the ideal because it is helpful and even inspiring to experience the informal exchange of views and the Vincentian friendship which occurs also before and after the meeting. This strengthens the 3rd Dimension of the Society – Mutual Support & Inspiration.

Because communication is not only about words but about facial expressions and body language, it would be better if, whenever possible, the member/s calling in via technology could be both heard and seen

Member/s calling in via technology should be in the meeting throughout, i.e. including the prayers and any spiritual reflection, on which they, like anyone else, is invited to comment. This will ensure that the spiritual bond is preserved and enhanced and not damaged by this innovation – recognising the 2nd Dimension of the Society - spiritual development.

“Technological” presence is to be for a small minority of Council members.

Proposed text of amended Article

Article 11 - Council Presidents - Election

Council Presidents are elected by a secret vote by Members of the Council as defined in Article 9.

The President is elected for a period of up to three (3) years. The President is eligible to stand for a second consecutive term and may hold office for no more than six (6) consecutive years. A President is eligible for re-election after an absence of two (2) years, except in circumstances where the current President is removed from office in accordance with Article 19A.

Nominees for the position of National or State or Territory President must have been a Conference Member for at least five (5) years or a Council Member for at least three (3) years.

The election process is outlined in the Procedural Guidelines.

State and Territory Councils may have established election processes to guide the election of a new Council President and Presidents of lower Councils and in these instances, the election process outlined in the Procedural Guidelines is for noting.

Text of current Article

Article 12 - Council Presidents

Council Presidents should attend meetings of Conferences and Councils within their area at regular intervals to encourage and facilitate effective service to those in need.

Council Presidents:

- **Convene meetings of their Council and implement decisions made by their Council;**
- **Ensure the observance of Festivals as referred to in Article 23;**
- **Attend meetings of, and communicate regularly with, Conferences and Councils in their area;**
- **Ensure training and formation is a high priority for members within their area;**
- **Are Members of the Council to which their Council is attached and participate in the meetings and other activities of that Council.**

Proposed text of amended Article

Article 12 - Council Presidents

Council Presidents should attend meetings of Conferences and Councils within their area at regular intervals to encourage and facilitate effective service to those in need.

Council Presidents:

- Convene meetings of their Council and implement decisions made by their Council; and
- Ensure the observance of Festivals as referred to in the Rule (Part III, Article 23); and
- Attend meetings of, and communicate regularly with, Conferences and Councils in their area; and
- Ensure training and formation is a high priority for Members within their area; and
- Are Members of the higher Council to which their Council is attached and participate in the meetings and other activities of that Council.

The workload of a Council President can be substantial. Where there is a substantial workload, Council Presidents are encouraged to share the role with their Vice Presidents one of whom who may act as Deputy President to represent the Council President under a delegation in the aspects of the role determined by the Council President.

Text of current Article

Article 13 – Councils Office Bearers

A Council President, after consultation with the members of the Council, appoints office bearers as necessary, including at least a Vice President, Secretary and Treasurer, from among Society members to assist in the efficient operation of the Council.

The Presidents of the Councils or Conferences directly attached to the Council must always comprise the majority of the Council.

The term of appointment of office bearers is determined by the President. The appointment ceases upon election of a new President. The President should make appointments on their merits and avoid arbitrary appointments or those that are not consistent with the best interests of the Council. The President and the Treasurer must not be relatives.

Proposed text of amended Article

Article 13 – Regional and State and Territory Council Office Bearers

Office Positions in the Society, at any level, are always accepted as service to Christ, the Members and our Companions. No honour or status is attached to any office position in the Society.

Council President Election

The Council President is elected by the Council Members and holds office for a period of up to three (3) years. An elected Council President may stand for a further consecutive term of three (3) years. A President is eligible for re-election after an absence of two (2) years, except in circumstances where the current President is removed from office in accordance with Article 19A.

A Council President may choose to hold the election of the next President up to four (4) months before the end of their term to provide mentoring and to allow the next President time to ease into the role. Where the election of an incoming President takes place before the end of the current President's term, the outgoing President continues to act as President for the remainder of their term.

The election process for Council Presidents is outlined in the Procedural Guidelines.

Appointment of Office Bearers

Once elected the Council President, in consultation with Council Members and with the agreement of the appointed person being asked to fill an office holding role, appoints Office Holders as necessary, including at least a Vice President, Secretary and Treasurer, from among Society Members to assist in the efficient operation of the Council from amongst the Members of the Council for a term determined by the President.

When the President's term of office expires the appointments of the office bearers expire, however it is open to the incoming President to reappoint the same Members as office bearers.

The President should make appointments on their merits and avoid arbitrary appointments or those that are not consistent with the best interests of the Council.

To safeguard the good reputation of the Conference and of the Society, appointees should not be close family relatives of the President. A close family relative is a spouse, sibling, parent, grandparent, child or grandchild. Where this condition is not met the matter should be referred to the appropriate Council President who may approve or reject the appointment.

The maximum number of appointed Members must not exceed the number of elected Members less two. The Spiritual Advisor is not included in these numbers unless they are drawn from a lower Council or appointed as a Vice President of the Council.

The following roles may be appointed by the President:

Deputy President

The President may choose to appoint one of the Vice Presidents as Deputy President to share the work of the President under delegation. The role of Deputy President may share the duties and the workload of the Council President. The Deputy President is drawn from the Vice Presidents and has equal status.

Vice-President

In the absence of the President, the Deputy President or a Vice President assumes the President's responsibilities. There can be a number of Vice Presidents.

Secretary

The Secretary records minutes of all significant reports and decisions of the Council meeting including the correspondence, actions, financial transactions. Minutes should be circulated before the next meeting if possible and must be approved at the next meeting.

The Secretary produces Activity Reports as required by a Regional Council or other higher Councils (See Statute 14). In jurisdictions where there is a centralised reporting system, Activity Reports may be

produced within a central office and forwarded to Conferences and Councils for approval before being disseminated to higher Councils.

Treasurer

The Treasurer keeps full and accurate records of all Income and Expenditure and presents a summary written report at each Council meeting and a report showing all income and expenditure annually. The financial records of the Council should be audited independently once a year. The Treasurer produces reports required by the Council or higher Councils. In jurisdictions where there is a centralised financial reporting system, financial reports may be produced within a central office and forwarded to the Councils for approval before being disseminated to higher Councils.

The Treasurer must not be a close family relative of the President.

Youth Representative

Presidents of Councils, after consultation with young Members, appoint a Youth Representative who is able to reflect the opinions of young people in all matters discussed by the Council. The Youth Representative acts as a conduit of information between the Council and its younger Members. Youth Representatives have a special role in assisting Councils to adapt and innovate whilst also representing the ongoing youth programs and conferences attached to the Council.

Twinning Officer

The appointment of a Council Twinning Officer drawn from among the Council Members will assist the Council to support meeting the requirement of the International Rule (Part 1, Section 4) for Conferences and Councils to be part of a global Vincentian and Catholic Network of Charity. The Council's engagement in Twinning and the National Council's Overseas Partnerships Program helps people overseas in need in countries with a Vincentian presence.

Spiritual Advisor

In keeping with the tradition since the beginning of the Society, a Spiritual Advisor should be appointed to help foster the Members' spiritual life within the Council under the guidance of the Holy Spirit.

The Regional, State or Territory Council President shall appoint a Spiritual Advisor who shall not have a vote.

The Spiritual Advisor ensures that all the aspects of the spirituality and identity of the Society in the International Rule and in the Society's Vision and Mission Statements are understood and become fully expressed in the meetings and work of the Council. The Spiritual Advisor has a special pastoral role to promote the harmony between Members which enables "*Christ in the Midst*" to live and love through the Council.

As a lay Catholic organisation, the role of Spiritual Advisor may be appointed from the Council Members or a Member of the local parish. The local priests, deacons or religious may be invited to be the Spiritual Advisor or to propose an appropriate person. The Spiritual Advisor models and encourages Members to lead the prayers and spiritual reading or meditation. In conjunction with the Council Presidents they provide guidance on matters of faith, morals and Catholic Social Teachings.

The term of appointment of office bearers is determined by the Regional, Central or the State or the Territory Council President. The appointments cease upon election of a new Regional, Central or a State or a Territory Council President. Where a Regional, Central or a State or a Territory Council President is elected for a consecutive term of office, they have the discretion to make new appointments to the Regional, Central or the State or Territory Council.

The State or Territory Council President and the Presidents of the State or Territory Regional Councils, where these exist, must always comprise the majority of the voting Members of a State or Territory Council such that the State or Territory President and their appointees together must always number one (1) person less than the total number of the State's or the Territory's elected Regional or Central Council Presidents as appropriate.

Similarly, a Regional Council President and the Presidents from the Regions Conferences, where these exist, must always comprise the majority of the voting Members of a Regional Council such that the Regional President and their appointees together must always number one (1) person less than the total number of the Region's elected Regional Presidents.

Where a State or Territory Council is not able to establish a lower Council (e.g. due to geography or Membership numbers), the State or Territory Council President must always ensure that the State or Territory Council President and their appointees must always number one (1) person less than the total number of voting Members drawn from Conferences of the State or the Territory Council.

Bailly

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 (6) months. The Bailly does not have a vote on the Council.

Handover

After the newly elected President has appointed Office Bearers, the retiring President and Officers are to promptly hand over to the new Officers all books of minutes, financial records, accounts, and other relevant documents.

Text of current Article

Article 14 - Council Funds

A Council must keep accurate and appropriate records of its income and **expenditure** and of its business. The records are to be readily available to members of the Council.

The financial records of the Council must be audited annually.

Councils receive funds from their constituent Conferences or Councils and may impose levies to meet the agreed expenses of the Council. An annual budget for the activities of the Council must be prepared and approved by the Council.

A Council may raise funds and distribute those funds to its constituent Conferences or Councils or may pass the funds to its immediate Council.

Council expenditure is restricted to its activities and assistance to works in which the Society is involved.

Councils must make available to the Council to which they are attached any funds which are surplus to their needs.

Constituent Conferences or Councils in need of funds have a priority claim on the available resources of the Council to which they are attached.

Councils receive the financial reports of constituent Conferences and Councils for reporting purposes and transmission to the Council to which they are attached.

Members authorised to undertake specific activities on behalf of the Society are entitled to have incurred expenses refunded on presentation of appropriate documentation.

Proposed text of amended Article

Article 14 - Council Funds

1. Finances

Councils, where applicable through their incorporated body(ies), which includes any Special Works, must keep accurate and appropriate records of its income and expenditure and of its business.

The Council Treasurer has an important role in monitoring expenditure and income of their Council, and any Special Work that operates as incorporated bodies, reporting any accounting irregularities to the next higher Council.

Councils receive funds from their constituent Conferences or Councils and may impose levies to meet the agreed expenses of the Council. An annual budget for the activities of the Council must be prepared and approved by the Council.

A Council may raise funds and distribute those funds to its constituent Conferences or Councils or may pass the funds to its next higher Council.

Council expenditure is restricted to its activities and assistance to works in which the Society is involved.

Constituent Conferences or Councils in need of funds may seek funds from a Council to which they are attached where that Council has available funds.

2. Annual Finance and Activity reports

Conferences and Councils are to disseminate information on financial needs and how funds are used.

Financial records are to be readily available to Members of the Council.

The financial year follows the standard practice in Australia or any industry standard in which a Special Work operates.

Conferences and Councils must submit an annual Financial Report and Activity Report to their next higher Council.

The National Council, the State or the Territory Council's incorporated body and any Special Works incorporated body is responsible for appointing an external auditor in accordance with a body's constitution and in line with relevant civil prescriptions such as the *Corporations Act 2001*.

In jurisdictions where there is a centralised finance system, Financial Reports and Activity Reports may be produced within a central office and forwarded to Conferences and Councils for approval before being disseminated to higher Councils.

Councils receive the financial reports of constituent Conferences and Councils for reporting purposes and transmission to the next higher Council to which they are attached. The highest Council in Australia is the National Council.

The National Council and each State and Territory Council must produce an externally audited Financial Report and an annual Activity Report which aggregates all of their subsidiary Conferences, Councils and Special Works and include the Council's own data.

3. Annual Audit and Special Audit

The financial records of the Council must be audited every 12 months.

Where there is a State or Territory company limited by guarantee, the audit covering all Councils and Conferences within the jurisdiction will follow the requirements of the *Corporations Act 2001*. Any Special Works operating as a related body of a State or Territory Council must be included in the annual audit.

A State or Territory Council President may require an audit of any Conference, Special Work or subsidiary Council at any time, in addition to the annual audit.

4. Delegation

A Council may establish requirements for financial authorisation and delegation for subsidiary Councils, Conferences and Special Works.

Any payments by the Society must be in accordance with any delegations of authority, or in the absence of a delegation of authority, approved by two authorised Members who are not close family relatives.

All payments must be reported at the next Council meeting.

5. Excess Funds

A Council with excess funds has an opportunity to share with the broader Vincentian family in service of those in need. Excess funds are those which exceed the expenditure in the previous year allowing for any exceptional items in that year and allowing for any planned expenditure in the coming years. Councils may prudently invest funds that are surplus to current needs in order to meet their future budgeted needs.

Any funds in excess of those budgeted or invested needs should be treated as surplus funds. Councils with surplus funds should discuss with their higher Council what should be done with those funds and, in particular, whether those funds should be redirected to another Council or Conference with a current need for funds.

Excess funds may be distributed to Conferences or to Councils that have the greatest need or used to establish or support Special Works for the service of those in need of the Society's support in their own area or sent abroad, with a preference for those countries twinned with the Society in Australia.

6. Collections for People in Need and to Maintain the Structures

Conferences should be aware of their responsibility for the support of the Council and for those in need in other areas of the country and the world.

Conferences with the capacity shall make contributions, either a percentage of their income or a specific amount or by holding a collection, as required by the relevant Council.

Conferences and Councils may be requested by their next higher Council to contribute to the administrative costs of that Council.

Conferences and Councils should direct part of their funds to the service of people in need who live in overseas countries through twinning, Assist a Student or Special Projects and may choose to hold collections for that purpose. All funds for these purposes must be paid to the National Council or through a State or Territory Council to the National Council for distribution to the appropriate overseas National Council. Under no circumstances are funds to be paid directly to any person, Conference or Council overseas.

Collections, contributions or fundraising must be carefully managed, proper receipts issued to those who make financial donations and a proper account given for the use of collected funds.

The National Council shall set aside funds to contribute to the Council General International for the support of the International Structure of the Society.

7. Use of Funds

The interests of those in need are not served by allowing funds to be hoarded at any level within the Society.

The funds of the Society shall be used solely for the good works of the Society. Funds may not be used for donations, contributions or subscriptions to other organisations or charities except to Society organisations and organisations in which Members of the Society have a direct involvement.

In special circumstances, a Council may approve funds being given to an organisation with whom the Society is collaborating on behalf of people in need. In these instances, it would be appropriate for the

Society to be represented on the management committee of the organisation or for a joint management committee. The Council President and the Council Treasurer have responsibility to ensure adherence to this requirement.

It is a fundamental understanding that varying legal, government and general accountability issues require the Society to direct funds to administrative matters. Where funds are directed to cover administrative costs, the corresponding Council, Conference Presidents and Treasurers must be reasonably satisfied these costs are appropriate.

8. Members who are in financial difficulty

To ensure probity, Conference Members in need of assistance may not receive help from their own Conference or from the Council to which their Conference is attached. A Conference Member who is in need of assistance must be referred to another Conference and that Conference will treat the Member in the same manner as any other person seeking assistance.

Members of a lower Council who are in need of assistance may not receive help from their own Council. A Member of a lower Council who is in need of assistance must be referred to another lower Council or to the State or Territory Council and the Member will be treated in the same manner as any other person seeking assistance.

9. Reimbursement of Expenses

Vincetians entrusted to undertake previously approved missions or tasks for or on behalf of the Society are entitled to the reimbursement of reasonable expenses incurred on presentation of relevant receipts or pertinent information and such in line with the policies of the Council's or the policies of the Council's incorporated body. Such expenses shall be modest, reflecting the aims and spirit of the Society and the intentions of those who donated or raised the funds.

10. Dissolution and Winding up of a Council

To the extent permitted by Australian law, in the event of the dissolution or winding up of a Council, all debts and liabilities legally incurred by and on behalf of the Council shall be fully discharged by the next higher Council of the Society (Article 2) where the Council to be wound up does not have the resources to cover its debts and liabilities. Any remaining money or property and all files and documents must be passed promptly to the next higher Council. The 'winding up' clauses in the constitutions of an incorporated body must include this provision so that the Society can safeguard Society assets.

11. Conflict of Interest

A conflict of interest exists when an activity, connection or interest of a Member, employee or Office Holder conflicts, or might appear to conflict, with his or her duty to the Society.

The National Council, each State and Territory Council and each related corporate body shall have a Conflict of Interest policy and a process to address such conflicts where these arise.

No Member of the Society and no representative or employee of an incorporated body shall have any undisclosed conflict of interest.

When a conflict of interest or potential or perceived conflict of interest exists, a Member, Office Holder or employee must declare the nature of the conflict or potential conflict to the President of the Council or the Chair of the incorporated body. In such instances, as a general rule they must not take part in the deliberations or decision-making in relation to the conflict of interest or be counted in the quorum required for the decision-making on the matter and, in any event, must follow the procedure laid down in the Conflict of Interest policy attached to the body.

Text of current Article

Article 15 - National Council

The National Council is instituted by the International Council General.

The Members of the Council are the President of National Council and the Presidents of State or Territory Councils, the Youth Representative and the office bearers as specified in Article 20.

Proposed text of amended Article

Article 15 - National Council

The National Council is instituted by the Council General International and is the Superior Council of the Society in Australia. The National Council is bound by the Rule.

The National Council operates in Australia as an incorporated body. National Council's operations are bound by the civil constitution of the National Council which includes how National Council can support National Councils in overseas countries. The Objects of National Council are outlined in its Constitution. The Objects align to the Rule.

National Council is at the service of State and Territory Councils and all of the Councils and Conferences under their jurisdictions.

In accordance with the Rule, The National Council is constituted from the Presidents of the next subsidiary Councils, the Youth Representative and the Office Bearers as specified in the Rule Part III Article 20 and led by a President of National Council elected by its Members according to the rules and procedures given below and in the Procedural Guidelines.

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* and as required by the National Council's Constitution.

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.

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.

The National Council shall forward an annual report to the Council General International.

Text of current Article

Article 16 - National Council Functions

The National Council:

- Ensures that the principles and the Rule of the Society are upheld;
- Animates and co-ordinates the activities of the Society in Australia;
- Sets the strategic mission and vision for the Society in Australia;
- Works for greater unity of the Society in Australia;
- Informs Conferences and Councils of the activities of the Society nationally and internationally;
- Represents the Society to religious and civil authorities on a national basis and particularly in the area of social justice advocacy;
- Draws up and amends, in a spirit of consultation, rules for the functioning of the Society in Australia;
- Informs the members of the International Council General of the activities of the Society in Australia through annual reports;
- Approves the boundaries of all Councils on the recommendation of the appropriate State or Territory Council;
- Upholds the spirit of the Rule throughout all Councils and Conferences by means of access, where necessary, to all funds and other information. State or Territory Councils may be authorised to perform this function where appropriate;
- It ensures that the basic principles of the Society are respected;
- Settles authoritatively any question submitted by any Council or Conference about the meaning or effect of the Rule in Australia.
- Co-ordinates the funding by the Conferences and Councils of overseas development programmes, and facilitates the provision of funds received from the Conferences and Councils to the appropriate overseas programme on behalf of the Conferences and Councils.

National Council decisions are binding upon all Councils and Conferences in Australia

Proposed text of amended Article

Article 16 - National Council Functions

The National Council of Australia is the Superior Council for Australia (Satute1.8) and is accountable for all things done in the name of the St Vincent de Paul Society in Australia (the Rule, Part II, Article 1.7.2).

The international Confederation does not accept any responsibility for any event occurring in Australia without its full and proven knowledge. In order to discharge its responsibility, the 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 (the Rule, Part I, Article 3.9: & Part III, revised Article 7), Democracy (the Rule Part I, Article 3.10) and Servant Leadership (Rule, Part I, Article 3.11).

Decision-making by National Council follows the Rule and is referenced to Catholic Social Teachings. In arriving at decisions, National Council will be mindful of any legislative obligations applicable to an incorporated body(ies) where this is relevant. National Council decisions are binding upon all Councils and Conferences in Australia.

National Council has domestic and international functions.

Domestic Functions

- Providing for the safety of children and vulnerable adults when they have contact with the Society in Australia;
- Ensures that the Vincentian Spirituality and Vocation (The Rule Part I, Article 2), the Rule of the Society and the Values of the National Council are upheld;
- In collaboration with the State and Territory Councils ensures the spirit of The Rule is followed;
- Supports, encourages and, where requested by a Council, facilitates the good works undertaken by Conferences;
- Where requested, provides assistance to those in necessitous circumstances;
- Sets the strategic mission and vision for the Society in Australia;
- Maintains stewardship of the Society brand in Australia;
- Interprets the meaning or the effect of the Rule where a Council seeks advice about how the Rule is to be interpreted;
- Works with the State and Territory Councils to achieve solidarity within the Society in Australia;
- Informs Conferences and Councils of the activities of the Society nationally *and internationally*;
- Establishes Special Works where these advance the national interest of the Society in Australia;
- Advocates for a fairer Australia at the national level;
- Represents the Society to religious and civil authorities on a national basis particularly in the area of social justice advocacy;
- Approves the boundaries of Councils on the recommendation of the appropriate State or Territory Council;
- Upholds the spirit of the Rule throughout all Councils and Conferences by means of access, where necessary, to all funds and other information. 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 75 percent of the Members of National Council where at least six (6) of the eight (8) State and Territory Council Presidents agree.

- State or Territory Councils may be authorised to perform this function where appropriate;
- Draws up and amends, in a spirit of consultation and consensus with Members, rules for the functioning of the Society in Australia.

International Functions

- Providing for the safety of children and vulnerable adults when they have contact with the Society in overseas countries twinned with Australia;
- Informs Conferences and Councils of the international activities of the Society;
- Facilitates the Overseas Partnerships Program including:
 - establishing an Overseas Partnerships Advisory Committee;
 - providing for the safety of children and vulnerable adults when they have contact with the Society in overseas twinned countries;
 - ensuring compliance with Vincentian, National Council and Australian Government governance and legal requirements across jurisdictions in Australia and where appropriate by our overseas partners;
 - establishing annual funding agreements with Superior Councils of overseas partners;
 - coordinating the receipt and provision of communications and funds from Conferences and Councils to the appropriate Overseas Partnerships Program, overseas partner and/or twinned Conference or Council on their behalf; and
 - ongoing liaison and reporting to stakeholders related to the above
- Informs the Members of the Council General International of the activities of the Society in Australia through annual reports;
- Provides support to the General Council International.

Delegated Domestic Functions

National Council may delegate some of the domestic functions to the State and Territory Councils to enhance the Society's capacity to operate at the local level or to address impediments to how State and Territory Councils offer good works at a local level. These delegations include:

- Receipting donations on behalf of National Council;
- Using the Society brand in the form of trademarks which are registered to National Council;
- Sharing and making use of National Council material that is subject to any intellectual property rights whether registered or not, e.g. unregistered designs, trademarks etc;
- Other matters that National Council determines from time to time.

National Council, in collaboration with the State and Territory Councils, establishes policies and procedures for all Councils attached to it. The National Council has delegated to the State and Territory Councils its general responsibility for actions on behalf of the Society consistent with the principle of subsidiarity that underpins the Society's operations.

No State or Territory Councils may establish a legal corporate body for or under the name of the Society without the prior approval of National Council, such consent not to be unreasonably withheld or delayed.

Protecting the Society Brand and Assets

A State or a Territory Council may seek a decision from National Council where a matter presents a material risk of damage to the Society's reputation or has the potential to result in serious negative consequences for the Society in Australia including loss of the Society's assets. Seeking a decision from National Council in such instances should be regarded as a last resort following failure of a State or Territory Council(s) to address and resolve the presenting risk.

Where a State or a Territory Council(s) has, after consultation and deliberation, failed to resolve the presenting potential risk, the matter may be referred to National Council. In referring the matter to National Council, the State or Territory Council(s) must provide to National Council a formal briefing outlining the presenting potential risks to the reputation of the Society or the potential for negative consequences for the Society in Australia including loss of the Society's assets. 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.

Text of current Article

Article 17 - National Council Meetings

The National Council meets regularly. The frequency, manner and agenda of the meetings are determined by the Council.

National Council meetings provide the forum for State or Territory Councils to report on their activities, discuss matters of common concern and make decisions on action to be taken.

Policy decisions are made at Council meetings.

Decisions are taken by consensus, where possible after prayer, reflection and consultation. The democratic spirit is fundamental within the Society and when necessary, a vote may be taken.

Members of the National Council, if they cannot attend, should be represented at meetings by a member of their State or Territory Council. The representative will have the same rights and responsibilities as the Member they represent.

Presidents of National Council Special Works and National Council Advisory Committees, or their representative, attend Council meetings and report on their activities, as required.

Council meetings begin and end with the Society prayers, or other appropriate prayers, but a prayer to the Holy Spirit, the Lord's Prayer, the Hail Mary and a prayer for those suffering that Members nominate are obligatory. A period of spiritual reflection should also be included.

Proposed text of amended Article

Article 17 - National Council Meetings

The National Council meets regularly. The frequency, manner and agenda of the meetings are determined by the Council.

National Council meetings provide a forum for State or Territory Councils and Special Works established by National Council to report on their activities, discuss matters of common concern and make decisions on action to be taken.

Policy decisions that relate to the operations of the Society in Australia and to matters of national civil public policy are made at National Council meetings.

Decisions are taken by consensus, where possible after prayer, reflection and consultation. The democratic spirit is fundamental within the Society and when necessary, a vote may be taken.

Members of the National Council, if they cannot attend, should be represented at meetings by a Member of their State or Territory Council. The representative will have the same rights and responsibilities as the Member they represent. Non-attendance at a National Council meeting by a State or Territory Council President must be for health reasons or unavailability due to family commitments or unforeseen travel.

Presidents of National Council Special Works and National Council Advisory Committees, or their representative, attend Council meetings and report on their activities, as required.

National Council meetings should include the following:

- (i) Start with an Acknowledgement of Country
- (ii) Opening prayers, formal and spontaneous
- (iii) A spiritual reading or meditation, on which Members are always invited to comment as a means of sharing their faith and deepening their mutual understanding. Reflection on service is a key aspect of the Council meeting.
- (iv) General business which may include but is not limited to:
 - review and confirmation of minutes of the previous meeting
 - re-confirmation of any circular motions passed since the previous meeting
 - presentation and confirmation of Treasurer's report
 - summary reports from State and Territory Councils
 - reports on National Council initiatives involving State and Territory Councils
 - review of the implementation of National Council's Strategic Plan
 - review of the National Council Risk Management Register
 - reports from National Council Special Works
 - reports from National Councils' Overseas Partnerships Program
 - correspondence
 - the safety and wellbeing of children and vulnerable people
 - Occupational Health & Safety matters
- (v) Closing prayers.

Text of current Article

Article 18 - National Council President - Election

The President of National Council is elected by a secret vote of the members of the Council. The President of National Council is elected for a period of up to, but not exceeding, four years.

The outgoing President of National Council is not eligible for re-election until after four years.

Nominees for the position of President of National Council must have been a Conference member for at least five years or a Council member for at least three years.

For serious reasons the International Council General can annul an election.

Proxy voting at elections is not allowed. However Paragraph 5 of Article 10 or the use of technology as prescribed below is permissible,

- (1) Members not physically present at a meeting are permitted to participate in the meeting by the use of technology that allows those members and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this rule, a member participating in a meeting as permitted under sub rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

The election of a President of National Council is by a secret ballot and the vote of the person attending by electronic means needs to be secret such as an email or text message directly to the returning officer at the time the vote is taken, further verified by a personal phone call to the returning officer.

Physical presence at a meeting is the ideal because it is helpful and even inspiring to experience the informal exchange of views and the Vincentian friendship which occurs also before and after the meeting. This strengthens the 3rd Dimension of the Society – Mutual Support & Inspiration.

Because communication is not only about words but about facial expressions and body language, it would be better if, whenever possible, the member/s calling in via technology could be both heard and seen

Member/s calling in via technology should be in the meeting throughout, i.e. including the prayers and any spiritual reflection, on which they, like anyone else, is invited to comment. This will ensure that the spiritual bond is preserved and enhanced and not damaged by this innovation – recognising the 2nd Dimension of the Society - spiritual development.

“Technological” presence is to be for a small minority of Council members.

Proposed text of amended Article

Article 18 - National Council President - Election

The President of National Council is elected by a majority of votes conducted by a secret ballot of the Members of the National Council.

The President of National Council is elected for a period of up to three (3) years and can stand for a second consecutive term of up to three (3) years.

Once a President of National Council has completed their term of three (3) years or a second and consecutive term of three (3) years (i.e. six consecutive years) they cannot renominate for the position of President of National Council for a period of a further two (2) years.

The procedure for electing a President of National Council is outlined in the election of Society Presidents in the Procedural Guidelines.

Text of current Article

Article 19 - President of National Council

The National Council is guided and served by the President of National Council. The President of National Council, or a representative, should visit State and Territory Councils at least once a year.

The President of National Council is a member of the International Council General.

The President of National Council may, after consultation with the State or Territory President, for serious reasons, annul the election of a member as President of a Conference or Council. Such member will immediately cease to exercise office and may appeal to the National Council.

The final appeal of a member is to the President General.

Proposed text of amended Article

Article 19 - President of National Council

The President of National Council is a Member of the Council General International.

The National Council is guided and served by the President of National Council.

The President of National Council, or their representative, should visit each State and Territory Council at least once a year.

The President of National Council can suspend a Member, a Conference or a Council for misconduct in accordance with Article 19A.

The President of National Council may, after consultation with the State or Territory President, for serious reasons, annul the election of a Member as President of a Conference or Council. Where a matter involves a President of a State or a Territory Council, the President of National Council may, after consultation with the State or the Territory Council, for serious reasons, annul the election of the President of a State or Territory Council. Such Members will immediately cease to exercise office and may appeal to the National Council.

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

Until a new formal election of a President of a Conference or a Council can be conducted, an Acting President will be elected from the current Members of the relevant Council until a new election is completed within eight (8) weeks.

Proposed text of NEW Article

Article 19A - Managing a Complaint involving a Member, a Conference or a Council

Addressing Complaints Involving a Member, Conference or Council and the Suspension of Members, Conferences and Councils

State and Territory Councils should try to resolve by negotiation any disciplinary issue arising with Members, Conferences or Councils within their jurisdiction. Disciplinary matters and matters of serious misconduct should be referred to the Council's Dispute Resolution Committee for resolution in the first instance.

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

Where a Council's Dispute Resolution Committee is unable to resolve a disciplinary issue relating to a Member, a Conference or a Council, the State or Territory Council may refer the matter to the President of National Council. The President of National Council may delegate some matters to the State or Territory Council President.

Suspension of a Member (other than a President or Council Member)

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.

A person's Membership may also be suspended for misconduct.

The authority to suspend any Member lies with the International President General who delegates this function to the National President of National Council in accordance with Part 2 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.

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

Suspension of Membership of the Society is 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) 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

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 to resign, the State or Territory Council may refer the matter to the President of the National Council for decision.

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.

The President of 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 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 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.

In accordance with Part 2 Article 6.8 of the International Statutes, the President of National Council has the delegated authority to suspend Members, Conferences or Councils.

The President of National Council may delegate the authority to suspend Conference Members and Members of lower Councils to State and Territory Councils³.

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 the President of the relevant State or Territory Council.

Any consideration of suspension of a Conference or Council should be referred to President of National Council.

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

A State or Territory Council may, after consultation with the responsible lower Council, suspend a Member of that lower Council for misconduct.

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 may lead to annulling the election of that Member from an office holding role within a Conference or a Council.

³ The Rule Review Committee informs that this proposal will require further legal advice and early consultation with the Council General International's Rules and Statutes Department.

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

National Council may suspend a State or Territory Council for misconduct.

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, unless otherwise agreed by a State or Territory Council or the President of National Council, 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, 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 (must?) be suspended by the President of National Council or by the State or Territory Council President under delegation from the President of National Council, while the matter is investigated.

Legal Proceedings by a Member

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 Member, 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.⁴

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.

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.

Where a Member's appeal to the President of 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. See Part II, Article 6.8 – 6.9. The Council General International may exclude a member from the Society.

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.

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

⁴ The Rule Review Committee informs that this proposal will require further legal advice.

Text of current Article

Article 20 - National Council - Office Bearers

The President of National Council, after consultation with the members of the Council, appoints office bearers as necessary, including at least a Vice President, Secretary and Treasurer, from among Society members and in accordance with Part 1 (6.5) to assist in the efficient operation of the Council.

The President of National Council and the Presidents of the State or Territory Councils must always comprise the majority of the Council.

The maximum number of appointed people must not exceed six.

The term of appointment of office bearers is determined by the President of National Council. The appointments cease upon election of a new President of National Council.

Proposed text of amended Article

Article 20 - National Council Office Bearers

The President of National Council, after consultation with the Members of the Council, shall appoint up to six office bearers as necessary, including at least a Deputy President, a Secretary, a Treasurer, a Youth Representative and, up to two (2) Vice Presidents from among Society Members and in accordance with Part 1 (6.5) to assist in the efficient operation of the Council.

Together, the President of National Council and with their appointees (excluding their Spiritual Advisor) must number at least one less than the six State and two Territory Council Presidents (eight elected State and Territory Presidents).

The President of National Council shall appoint a Spiritual Advisor who shall not have a vote.

The term of appointment of office bearers is determined by the President of National Council. The appointments cease upon election of a new President of National Council but the appointees are eligible for reappointment. Where a President of National Council is elected for a consecutive term of office, they have the discretion to make new appointments to National Council.

Text of current Article

Article 21 - National Council Funds

The Council must keep accurate and appropriate records of income and expenditure and of its business. The records are to be readily available to members of the Council. The financial records of the Council must be audited annually.

The Council receives funds from State or Territory Councils and may impose levies to meet the proper expenses of the Council. An annual budget for the activities of the Council must be prepared and approved by the Council.

The National Council may raise funds and may spend those funds in support of its works or the works of State or Territory Councils.

The Council expenditure is restricted to its activities and assistance to works in which the Society is involved. Urgent financial needs of State or Territory Councils have a priority in the allocation of surplus funds held by the National Council.

Proposed text of amended Article

Article 21 - National Council Funds

The Council must keep accurate and appropriate records of income and expenditure and of its business. The records are to be readily available to Members of the Council. The financial records of the Council must be audited annually.

The Council receives funds from State or Territory Councils and may impose levies to meet the proper expenses of the Council. An annual budget for the activities of the Council must be prepared and approved by the Council.

The National Council may raise funds and may spend those funds in support of its works or the works of State or Territory Councils.

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.

The Council expenditure is restricted to its activities and assistance to works in which the Society is involved. Urgent financial needs of State or Territory Councils have a priority in the allocation of any surplus funds held by the National Council.

Text of current Article

Article 22 - Spiritual Advisors

A Spiritual Advisor should be appointed to each Conference or Council by the President of the Conference or Council after consulting members of the Conference or Council and appropriate church authorities. The Spiritual Advisor must be a practising Catholic and have a sound knowledge of Vincentian spirituality. This person can be a priest, religious or lay person trained for the role.

The term of appointment of the Spiritual Advisor is determined by the President.

The appointment ceases upon the election of a new President.

Proposed text of amended Article

Article 22 - Spiritual Advisors

As traditional since the beginning of the Society, a Spiritual Advisor fosters spiritual and pastoral life within a Conference or a Council.

A Spiritual Advisor should be appointed to each Conference or Council by the President of the Conference or Council after consulting Members of the Conference or Council.

The Spiritual Advisor must be a practising Catholic and have a sound knowledge of Vincentian spirituality. This person can be a priest, religious or lay person trained for the role. Spiritual Advisor training is available if sought.

If the Spiritual Advisor is an ordained person or a Member of a Religious Order, the permission of the Bishop or Religious Superior must be obtained.

The Spiritual Advisor leads the prayers, reflection and the spiritual reading or meditation and provides guidance on matters of faith, morals and Catholic Social Teachings. The Spiritual Advisor ensures that all aspects of the spirituality of the Society detailed in the International Rule and in the Society's Vision and Mission Statements are understood by the Members and become fully expressed in the meetings and work of the Conferences and Councils. Spiritual Advisors have a special role to restore harmony when conflict arises between Members and to be a pastoral presence.

Conferences

As per Article 3, Conference meetings should be imbued with the spirit of charity and the spirituality which animates the Society. The Role of Spiritual Advisor within the Conference has a particular focus on fostering the spiritual and pastoral life of the Conference.

The Conference President should appoint an appropriate person/s as the Conference Spiritual Advisor. The Spiritual Advisor can be an external 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 to just provide spiritual and pastoral formation for Conference meetings, but to play a special role in restoring harmony when conflict arises between Members. Where a decision-making process gives rise to disharmony within the Members of the Conference, the Spiritual Advisor ought to abstain from voting on non-unanimous decisions in order to avoid any potential conflict that might arise when seeking to achieve harmony within the Conference 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.

If a parish priest who has declined to be the usual Spiritual Advisor, does occasionally attend a Conference meeting, he will always be invited by the President to contribute to the sharing during the Spiritual Reading or Reflection.

The term of appointment for the Spiritual advisor of a conference is determined by the President and ceases upon the election of a new President.

Councils

The President appoints an appropriate person as the Council Spiritual Advisor.

The 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.

The term of appointment of the Spiritual Advisor is determined by the President. The appointment ceases upon the election of a new President.

The Spiritual Advisor is not appointed to a Council as a Member of the Council. The Spiritual Advisor is appointed to the Council in accordance with this Article. Whilst the Spiritual Advisor is appointed under this Article to a Council they are not appointed as a Member but as the Spiritual Advisor and they therefore are not involved in decisions.

The Spiritual Advisor attends Council meetings but does not vote.

Text of current Article

Article 23 - Festival Meetings

Regional Councils should conduct at least one Festival Mass and Meeting each year, which should include a Commissioning Ceremony for new Conference members, as a means of deepening the spiritual dimension of being a Vincentian.

A meeting of members is an occasion for their spiritual growth, mutual sharing of the Society and a study of its works and future plans.

All members in the region are encouraged to attend the Festival Mass and Meetings and meet together in a social gathering.

Central and State or Territory Councils may organise a Festival Mass and Meetings to supplement those organised by Regional Councils.

New Council members may be commissioned at the Festival Mass.

At a Festival Mass and Meeting, members renew their commitment to the work of the Society. This renewal is to take place annually.

Proposed text of amended Article

Article 23 - Festival Meetings

Festival Meetings promote friendship and support between the Members, providing an opportunity of sharing of experience, good practice and mutual support between Conferences. They provide information that is useful for Members in their work and emphasise that Members are part of a worldwide Vincentian family.

Regional Councils should conduct at least one Festival Mass and Meeting each year, which should include a Commissioning Ceremony for new Conference Members, as a means of deepening the spiritual dimension of being a Vincentian. The conduct of Commissioning Ceremonies of new Conference Members may be conducted in the Members' local Church.

A meeting of Members is an occasion for their spiritual growth, mutual sharing of the Society and a study of its works and future plans.

All Members in the region are encouraged to attend the Festival Mass and Meetings and meet together in a social gathering.

Central, State or Territory Councils may organise a Festival Mass and Meetings to supplement those organised by Regional Councils.

At a Festival Mass and Meeting, Members renew their commitment to the work of the Society. This renewal is to take place annually.

Text of current Article

Article 24 – Special Works

Special Works may be established where a Conference or Council identifies a specific need which cannot be satisfied within the normal scope of the Conference or Council activity.

Special Works are established by, and responsible to, the State or Territory Council under which they operate.

The instigation of Special Works may come from Conferences, Regional or Central Councils but the State or Territory Council has ultimate responsibility for the governance and development of the Special Work.

The State or Territory Council may, after consultation with the relevant Conference and Council, delegate these responsibilities to a separately incorporated body, provided that the other entity is bound to act in accordance with directions of the State or Territory Council such that it is under the control of the Society or contractually bound to undertake such responsibilities on behalf of the Society.

Delegation does not release the State or Territory Council from ensuring these responsibilities are satisfactorily undertaken.

The Council President appoints a President or Chairman and a Committee to operate the Special Works and may replace these as he/she considers necessary.

The term of these appointments is determined by the Council President.

The appointments cease upon the election of a new Council President.

The State or Territory Council, after consultation with any relevant Conference or Council, may transfer, gift or sell a Special Work of the Society to another organisation or institution if the Council considers that it is more appropriate for such other entity to operate the Special Work and that doing so is in the best interests of the Society.

Any such transfer, gift or sale must be supported by a majority of National Council members following submission of a detailed proposal and any such transfer, gift or sale must have a majority of four National Councillors.

Special Works must keep accurate and appropriate records of their income and expenditure and sufficient other records to ensure accountability.

The records are to be readily available to members and the Council to which it reports.

The financial records of the Special Works must be audited annually.

Proposed text of amended Article

Article 24 - Special Works

A Special Work is an activity or project under the Society's control which requires a management structure independent of the Conference structure.

Special Works may be established where a Council identifies a specific need which cannot be satisfied within the normal scope of Conference or Council activity.

Special Works are established by, and responsible to, the National Council or the State or Territory Council under which they operate.

The instigation of Special Works may come from Conferences, Regional or Central Councils but the State or Territory Council has ultimate responsibility for the governance and development of the Special Work. The instigation of National Council Special Works come from the State and Territory Councils.

A Special Work can take the identity of a non-incorporated body or a separately incorporated body which can be in the form of an association incorporated in the jurisdiction of the State or Territory Council or a company limited by guarantee.

Special Works must keep accurate and appropriate records of their income and expenditure and sufficient other records to ensure accountability as determined by the National Council or the State or Territory Council's incorporated body.

The records are to be readily available to Members and the Council incorporated body to which it reports at least annually.

The financial records of the Special Works must be audited annually.

Non-incorporated Special Works

A State or Territory Council after consultation with the relevant Conference or lower Council, and in consultation with the National Council may establish a Management Committee under the Council for the purpose of managing a Special Work on behalf of a Conference or a Council.

The rules governing a non-incorporated Special Work must be approved by the State or the Territory Council before the work commences.

For any non-incorporated Special Work, the Council may appoint a Management Committee and a President or Chair of that Committee to operate the Special Works and may replace these as considered necessary.

Incorporated Special Works

The National Council or a State or a Territory Council (in each case the "*Incorporating Entity*") may, after consultation with:

- 1) the relevant Conference or lower Council where appropriate; and
- 2) the National Council;

establish a separately incorporated body for the purpose of governing and administering a Special Work(s) on behalf of that Incorporating Entity. The constitution of the newly incorporated body must have prior approval of the National Council, such consent not to be unreasonably withheld or delayed.

The Incorporating Entity must be the sole Member and in the case of a company the sole shareholder of the company or, for a joint venture company, the sole shareholder of the Society's interest in the company in the applicable jurisdiction.

Ideally, unless there are reasons not to, an incorporated body should have a majority of directors of the Board drawn from the Incorporating Entity. In the event the majority of the board are not drawn from the Incorporating Entity, the Incorporating Entity must have final approval of the appointment and removal of directors to that board.

Delegation does not release a State or Territory Council from its responsibilities under the Rule for the Special Work.

Transferring a Special Work

A State or Territory Council, after consultation with any relevant Conference or Council, may transfer, gift or sell a Special Work of the Society to another organisation or institution if the Council considers that this would be in the best interests of the people being assisted by the Special Work, and it is more appropriate for such other incorporated body to operate the Special Work and, that doing so is in the best interests of the Society.

Disposal of Special Works undertaken by an incorporated body should be governed by that incorporated body's constitution – which would ordinarily include provisions restricting disposal without the approval of the Members of the body (i.e. a State or a Territory Council).

Text of current Article

Article 25 - Advisory Committees

Councils may appoint Advisory Committees to assist the Council in carrying out the work of the Society.

The Council determines the mandate, terms and Membership of the Committee.

The term of appointment of the Members of the Committee is determined by the Council President.

The appointments cease upon the election of a new Council President.

Youth Committees shall have the same relationship with the Council under which they operate as the rest of the other committees linked to the same Council.

Proposed text of amended Article

Article 25 – Standing Committees and Advisory Committees – Councils and Incorporated Bodies

Councils

Councils may appoint Standing Committees and/or Advisory Committees to assist in carrying out the work of the Society.

The Council determines the mandate, terms and Membership of the Standing Committee or the Advisory Committee. Members of a Standing Committee or an Advisory Committee may be drawn from outside the Society when a Council determines that particular expertise or skills are required.

Each Standing Committee and each Advisory Committee shall be provided with a Terms of Reference to govern its purpose and to outline responsibilities. Standing Committees and Advisory Committees will report to the State or Territory Council at least four times per year.

The term of appointment of the Members of a Standing Committee or an Advisory Committee is determined by the Council.

Youth Committees shall have the same relationship with the Council under which they operate as the rest of the other committees linked to the same Council.

Incorporated Bodies

It is good governance practice for non-incorporated and incorporated bodies to appoint Standing Committees for the purpose of supervising some of the governance responsibilities of the body; for example, in the areas of audit, risk and finance, cyber security and data management, or strategic planning, etc... Another reason to have a standing committee would be to provide advice on a specific new project; for example, a property development.

The constitutions of incorporated bodies may specify the entity's governance arrangements which require the establishment and maintenance of a particular Standing Committee(s) that reports to the body's board of directors. The Chair of the board of directors may determine, with fellow directors, that a particular Standing Committee would assist the work of the board.

In these instances, the incorporated body should provide Terms of Reference that outline the specific areas of responsibility the Standing Committee has been established to assist manage the operations of the body including areas of compliance.

The Chair of an incorporated body's board of directors may determine, with fellow directors, that a particular area of interest or operations of the body could be assisted by establishing an Advisory Committee for the duration of a particular initiative of interest to the board.

In these instances, the incorporated body should provide Terms of Reference that outline the specific areas of responsibility the Advisory Committee has been established to assist the board implement a particular initiative.

Standing Committees or an Advisory Committee offer an incorporated [body](#) mechanisms to appoint external persons with specific expertise that is not be available from the body's board of directors.

Text of current Article

Article 26 - Society Employees

The Society may engage employees to assist in its work.

Employees are engaged under policies and processes which are compliant with legal and statutory requirements and are approved by the relevant State or Territory Council.

Employees are responsible to the President of the Council appointing them or the nominee of the President.

To avoid conflicts of interest members who are employed by the Society cannot also be the President, office bearer or member of the Conference, Council or Committee responsible for their employment, or of a related Council.

Proposed text of amended Article

Article 26 - Society Employees

Conferences may not engage employees without the prior approval of the State or Territory Council.

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. In these instances, 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.

Text of current Article

Article 27 - Reconciliation Committee

Each State and Territory Council will establish a State or Territory Reconciliation Committee as required. Conferences and Councils may, after exhausting all efforts at reconciliation at the Conference or Council level, refer differences to the respective Reconciliation Committee for investigation and determination within an approved framework.

Proposed text of amended Article

Article 27 – Dispute Resolution Committee

National Council and each State and Territory Council will establish a Council Dispute Resolution Committee as required. Conferences and Councils may, after exhausting all efforts at resolving the dispute at the Conference or Council level, refer differences to the respective Dispute Resolution Committee for investigation and determination within an approved framework.

Text of current Article

Article 28 - Incorporation/Legal Status

Incorporation, by whatever means, must include The Rule as part of the constitution or articles of association.

Where this is not possible the constitution or articles of association must not be inconsistent with The Rule.

No form of incorporation shall be undertaken or sought without the approval of the National Council and the respective State or Territory Council exercising the particular jurisdiction.

Incorporation by whatever means must contain provisions for dispute resolution and grievance procedures including exclusion of individual members, Conferences and Councils.

Proposed text of amended Article

Article 28 - Incorporation/Legal Status

Incorporation, by whatever means, must include a reference to The Rule as 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.

No form of incorporation shall be undertaken or sought without the approval of the respective State or Territory Council exercising the particular jurisdiction and the National Council and National Council shall not unreasonably withhold or delay such approval.

Incorporation by whatever means must contain provisions for dispute resolution and grievance procedures.

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.

Proposed text of NEW Article

Article 28A - Record Keeping and Archives

In order to keep alive, the tradition spirit and history of the Society, the National Council and State and Territory Councils shall ensure that minutes, reports, documents and publications containing historically significant information are held in an appropriate archive or other such approved repository.

Councils shall appoint one of its Members or an Associate Member, to hold the portfolio of Archives and History. Councils are encouraged to consider the appointment of an Archivist.

Text of current Article

Article 29 - Management of Funds

The work of the Society depends upon the efficient and effective management of its undertakings and those funds received from the public by way of gifts and otherwise. All funds, or property donated or received by way of grants from government or private organisations or derived from the activities and operations of the Society, its Councils and Conferences in each State or Territory, are the property of the relevant State or Territory Council to be retained or disposed of according to the direction of that Council. Where in any State or Territory there is an incorporated entity holding or retaining title to the property of the Society, the funds or property referred to above shall be vested in that incorporated entity.

A State or Territory Council may establish a central financial management and banking system and may require all subsidiary Councils and Conferences to use that system for all its financial transactions, budgeting, record keeping and reporting.

Proposed text of amended Article

Article 29 - Management of Funds

The Society shall protect its good reputation for honesty and responsible stewardship. Conferences and Councils will produce 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. Council reports should be made available to the diocesan bishops and the civil authorities for their information whenever possible.

The work of the Society depends upon the efficient and effective management of its undertakings and those funds received from the public by way of gifts and otherwise. All funds, or property donated or received by way of grants from government or private organisations or derived from the activities and operations of the Society, its Councils and Conferences in each State or Territory, are the property of the relevant State or Territory Council to be retained or disposed of according to the direction of that Council.

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.

National, State or Territory Councils may establish a central financial management and banking system that covers their own financial activities and may require all subsidiary Councils and Conferences to use that system for all its financial transactions, budgeting, record keeping and reporting.