

## **ASSOCIATIONS INCORPORATION ACT 1981 VICTORIA**

### **KNIGHTS OF THE SOUTHERN CROSS (VICTORIA) INCORPORATED**

#### **STATEMENT OF PURPOSES**

1. **NAME**

The name of the Incorporated Association is **THE KNIGHTS OF THE SOUTHERN CROSS (VICTORIA) INCORPORATED** ("the Order").

2. **PURPOSES**

The Order is an organisation of Catholic men, the purposes of which include:-

- 2.1 To promote the advancement of Australia.
- 2.2 To foster the Christian way of life throughout the Nation.
- 2.3 To promote the welfare of its Members and their families.
- 2.4 To encourage Social and Intellectual activities amongst its Members.
- 2.5 To conduct and support education, charitable, religious and social welfare work.
- 2.6 As from a date to be determined to take over, acquire and conduct at such place or places as the Order may decide, the activities of the Unincorporated Association known as Knights of the Southern Cross in Victoria and to continue those activities under the control of and in accordance with the philosophy of this Statement of Purposes and the Rules of the Order.
- 2.7 To act (including but without limitation) as Trustee of any public fund approved by the Commissioner of Taxation for the purposes of any of the sub-paragraphs of Section 78(1)(a) of the Income Tax Assessment Act 1936 or for the establishment of such a fund.

### 3. POWERS AND OBLIGATIONS OF THE ORDER

To promote the purposes of the Order the Order may:-

- 3.1 Maintain and insure the property of and conduct the business of the Order for the advantage of Members and generally to afford them all the usual privileges and advantages of membership of the Order.
- 3.2 Cultivate and promote mutual help and support among the Members of the Order.
- 3.3 Purchase or otherwise acquire shares bonds debentures notes or other securities and to turn same to account as may be deemed expedient.
- 3.4 Purchase sell lease exchange hire or otherwise acquire land buildings and chattels of any tenure or description and any estate or interest therein and any rights over or connected herewith and to turn same to account as may be deemed expedient.
- 3.5 Construct erect maintain or alter any buildings houses or works which may be required for the purpose of the Order and to furnish and equip same in such manner as may be necessary or convenient for such purposes.
- 3.6 Invest the money collected on behalf of the Order not immediately required for any of its Objects in such manner as may from time to time be determined by State Council.
- 3.7 Borrow or raise money by bank overdraft or by any other means and to secure the payment of money in such manner as the Order shall think fit and in particular by way of mortgage or the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Order's property (both present and future) and to purchase redeem or pay off any such mortgages debentures debenture stock or other securities.
- 3.8 Undertake and execute any trusts.

- 3.9 Take any steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of raising funds for and procuring contributions to the funds of the Order in the form of donations annual subscriptions or otherwise.
- 3.10 Accept any gift or real or personal property whether subject to any trust or not.
- 3.11 Acquire establish print and publish newspapers periodicals books and leaflets or other compilations that the Order may think desirable and to enter into any contract or agreement with any person or corporation producing and/or publishing any literary compilation.
- 3.12 Draw make accept endorse discount execute and issue bills of exchange promissory notes warrants debentures and other negotiable or transferable instruments.
- 3.13 Hire and employ all classes of persons whose services may be considered necessary for the purposes of the administration of the affairs of the Order and pay them in return for services rendered to the Order salaries wages gratuities and pensions.
- 3.14 Do all or any of the matters hereby authorised either alone or in conjunction with or as trustees or agents for any other society or association or persons by or through any trustees or agents.
- 3.15 Apply the income and property of the Order whencesoever derived solely towards the promotion of the objects of the Order as herein set forth and as set forth from time to time and upon the basis that no money or property shall be paid or transferred directly or indirectly by way of dividend, bonus or in any other manner by way of profit to Members or relatives of Members of the Order unless for services rendered and then only on the terms and conditions herein referred to. Nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Order or to any Member in return for any

services actually rendered to the Order or for goods supplied in the ordinary or usual way of business, or prevent the payment of interest at a contracted rate on money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member to the Order but so that no member of the State Council shall be appointed to any salaried office of the Order or any office of the Order paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Order to any Member or governing body except repayment or out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Order or in return for services rendered as hereinbefore referred to PROVIDED FURTHER THAT no such payment shall be made other than in accordance with such procedures as shall be recommended by the Order's Auditor and endorsed by State Council from time to time.

- 3.16 Upon the winding up or dissolution of the Order and in the event that there remains after satisfaction of all its debts and liabilities any property whatsoever due, to transfer same to such Institution having objects substantially similar to the objects of the Order being an institution which itself prohibits the distribution of its income and property amongst its members to the extent at least equal to that imposed under these Rules such Institution or Institutions to be determined by the Office-Bearers of the Order at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter. PROVIDED THAT in the first instance upon any winding up any such property shall pass to an incorporated body which most widely represents in Victoria the organisation known as Knights of the Southern Cross in Australia.
- 3.17 Indemnify all officers and employees of the Order for all losses or expenses incurred by them in or about the discharge of their respective duties and nothing

herein shall oblige the Order to indemnify or take out insurance to cover the wilful acts or defaults of such officers or employees.

- 3.18 Undertake such charitable works, to support others in the undertaking of charitable works and to seek any appropriate registration as a charitable or benevolent body as shall be authorised by its officers from time to time and as shall be consistent with these Rules and Objects.
- 3.19 Do all such acts or things as are incidental, conducive or subsidiary to all or any of the above powers and obligations or to the objects of the Order, either alone or with other organisations or persons. PROVIDED THAT none of the purposes or powers shall be construed so that it is contrary to any of the provisions of the Associations Incorporation Act 1981 Victoria, including but not limited to Section 51 of that Act.
4. Solely for furthering the purposes set out herein the Order shall have both within and outside the State of Victoria the legal capacity of a natural person and without limiting the generality of the foregoing, has, both within and without the State of Victoria, the power to do things permitted of an Incorporated Association under Section 16 of the Associations Incorporation Act 1981 (Victoria).

**ASSOCIATIONS INCORPORATION ACT 1981 (VICTORIA)**

**RULES OF THE KNIGHTS OF THE SOUTHERN CROSS (VICTORIA) INCORPORATED**

**PART A - GENERAL RULES**

**1. NAME AND OBJECTS**

The name of the Order shall be, "The Knights of the Southern Cross (Victoria) Incorporated", the objects of which are:-

- 1.1 To promote the advancement of Australia.
- 1.2 To foster the Christian way of life throughout the Nation.
- 1.3 To promote the welfare of its members and their families.
- 1.4 To encourage Social and Intellectual activities amongst its members.
- 1.5 To conduct and support education, charitable, religious and social welfare work.

**2. INTERPRETATION**

These Rules shall be construed with reference to the provisions of the Act and the terms used in these Rules shall be taken as having the same respective meanings as they have when used in the Act.

**2.1 Definitions**

In these Rules, unless there be something in the subject or context inconsistent therewith:-

"**Act**" means the Associations Incorporation Act 1981 Victoria.

"**Annual State Conference**" means the annual general meeting of Members pursuant to Section 30 of the Act.

"**Auditor**" means a Certified Practising Accountant who is qualified to act as Auditor of the financial affairs of the Order.

"**Branch**" means a Branch established in terms of Rule 55.

"**Branch Chairman**" means a Chairman of any Branch and of the Branch Council of that Branch.

"**Branch Council**" means the Council referred to in Rule 58.

"**Branch Delegate**" means the member appointed as Branch Delegate in terms of Rule 56.2.3.

**"Branch Executive"** means, collectively, the Branch Chairman, Deputy Branch Chairman, Secretary and Treasurer of a Branch.

**"Clergy"** means any ordained Roman Catholic Priest.

**"Diocese"** means an area within Victoria determined to be such by the Roman Catholic Church or such other area as may be determined by State Council from time to time.

**"Diocesan Chairman"** means the member appointed as such in terms of Rule 18.1.5.

**"Diocesan Conference"** means a conference convened in terms of Rule 41. **"Diocesan Council"** shall be the Council established and appointed in terms of Rules 38 and 39.

**"District"** means, in relation to a District Council, an area for which such Council is established in terms of Rule 46.

**"District Chairman"** means the person appointed as such in terms of Rule 48.1.

**"District Council"** means the Council comprised of the persons referred to in Rule 47..

**"Financial"** in relation to a Member means a Member in respect of whom all subscriptions and levies due and payable by the Member to the Order have been paid.

**"Financial Year"** means the 12 month period ending on 30 June each year.

**"Group"** means two or more members who:-

share a common interest and, with the sanction of the State Council, meet together in furtherance of that interest and to promote the Objects of the Order; or  
having particular skills or qualifications, are brought together by State Council for the purposes of the Order.

**"KSC Aust"** means the Knights of the Southern Cross (Australia)

Incorporated, an association incorporated under the provisions of the Associations Incorporation Act 1991 of the Australian Capital Territory.

**"Member"** means those men who in accordance with these Rules are admitted to the Order and are financial.

**"Member Organisation"** means an organisation affiliated with KSC Aust and which subscribes to the objects and the membership qualifications contained in clauses 3 and 6 (respectively) of the constitution of that body.

**"National Council"** means the Council of KSC Aust.

**"National Councillor"** means a member of the National Council who is not a member of the National Executive.

**"National Executive"** means the Executive Committee of KSC Aust.

**"National Officer"** means a member of the National Executive.

**"National President"** means the Chairman of the National Council.

**"Officer"** means, when used in appropriate circumstances, any member elected or appointed to the position of State Councillor, District Chairman or Branch Councillor.

**"Order"** means the Knights of the Southern Cross (Victoria) Incorporated.

**"Order Constitution"** means, collectively, the Statement of Purposes and the Rules.

**"Public Officer"** means the Member appointed from time to time by State Council as such.

**"Regulation"** means any Regulation made under the Act.

**"Rule"** and **"Rules"** are, in this document, a reference to a particular Rule or the Rules of the Order respectively and shall include, where applicable, any amendment or variation to the Rule or Rules properly made.

**"Special State Conference"** means a general meeting of the Order other than the Annual State Conference.

**"Special Resolution"** means a resolution which requires, for validity, a majority vote of at least 75 per centum of those Members present and entitled to vote at the meeting in question.

**"State Chairman"** means the chairman of State Council.

**"State Conference"** means a General Meeting referred to in Rules 29 to 36.

**"State Council"** means the council referred to in Rule 18.

**"State Councillor"** means a member of the State Council and where used in contrast to a Member of the State Executive, a Member who is not a member of the State Executive.

**"State Executive"** means the State Executive described in Rule 1 8.4. **"Statement of Purposes"** means the Statement of Purposes of the Order and includes any amendment or variation to the Statement of Purposes.

**"Unincorporated Order"** means the fraternal Order of Catholic men known as the Knights of the Southern Cross.

**"Visitor"** means any non-member of the Order.

## **2.2 Construction**

In these Rules and in the Statement of Purposes, unless the context otherwise requires:

2.2.1 words importing:

2.2.1.1 the singular include the plural and vice versa;



- 2.2.1.2 the male gender includes the neuter gender;
- 2.2.2 any obligation of two or more parties shall bind them jointly and severally;
- 2.2.3 if a word or phrase is defined cognate words and phrases have corresponding definitions;
- 2.2.4 a reference to:
  - 2.2.4.1 a person includes a corporation and bodies politic;
  - 2.2.4.2 a person includes the legal personal representatives, successors and assigns of that person;
  - 2.2.4.3 a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them made by any legislative authority;
  - 2.2.4.4 reference to a document includes, in addition to a document in writing:-
    - (a) any book, map, plan, graph or drawing;
    - (b) any photograph;
    - (c) any label, marking or other writing which identifies or describes anything of which it forms part, or to which it is attached by any means whatsoever;
    - (d) any disk, tape, soundtrack or other device in which sounds or other data (not being visual images) are embodied so as to be capable (with or without the aid of some other equipment) of being reproduced therefrom;
    - (e) any film (including a microfilm) negative, tape or other device in which one or more visual images are embodied so as to be capable (with or without the aid of some other equipment) of being reproduced therefrom;
    - (f) anything whatsoever on which is marked any words, figures, letters or symbols which are capable of carrying a definite meaning to persons conversant with them; and
    - (g) such document as varied or replaced and notwithstanding any change in the identity of the parties.

- 2.2.4.5 writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes telex and facsimile transmission;
- 2.2.4.6 any thing (including, without limitation, any amount) is a reference to the whole or any part of it and a reference to a group of things or persons is a reference to any one or more of them;
- 2.2.4.7 a month and cognate terms means a period commencing on any day of a calendar month and ending on the corresponding day in the next calendar month but if a corresponding day does not occur in the next calendar month the period shall end on the last day of that next calendar month; and
- 2.2.4.8 a right includes a remedy, authority or power;
- 2.2.5 where time is to be reckoned by reference to a day or event, that day or the day of that event shall be excluded.

### **2.3 Headings**

Headings shall be ignored in construing these Rules or the Statement of Purposes.

### **2.4 Voting**

- 2.4.1 Questions arising at any meeting of the Order (save for a vote on a special resolution) shall be determined by a simple majority of eligible Members present.
- 2.4.2 Each Member present and entitled to vote at any meeting of the Order is entitled to one vote and in the event of an equality of votes the question is deemed to be defeated.
- 2.4.3 A member shall not be eligible to vote at any meeting of the Order unless he is financial.
- 2.4.4 For the purposes of Rules 14.2 and 14.3 any Member of the State Council who abstains from voting shall be deemed to have voted in the negative.

## **PART B - MEMBERSHIP**

### **3. MEMBERSHIP QUALIFICATIONS**

Membership of the Order shall be available to :-

- 3.1 Catholic men over the age of eighteen (18) years of age and who satisfy such other criteria as may be fixed by the State Council from time to time, may be elected Members of the Order.
- 3.2 Such other men as may be agreed to by a Special Resolution shall be eligible to be elected Members of the Order.
- 3.3 The State Chaplain, wherever appointed by the Bishops of the Province of Melbourne of the Roman Catholic Church, shall be a member of both the Order and the State Council whilst he is in office and shall be entitled to attend ( but not vote at ) all Order meetings in the State.

#### **4. ALTERATION TO OBJECTS AND MEMBERSHIP QUALIFICATIONS**

In addition to any other provision no change may be made to the Statement of Purposes or Rule 3 without prior consultation with the Australian Catholic Bishops Conference.

#### **5. NOMINATIONS FOR MEMBERSHIP**

Nominations for membership shall be made in accordance with such by-laws as are set down by the State Council from time to time.

#### **6. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

Any right, privilege or obligation which a member has by reason of being a Member:-

- 6.1 is not capable of being transferred or transmitted to another person; and
- 6.2 terminates upon cessation of the membership.

#### **7. MEMBER TRANSFERS**

- 7.1 A Member may, with the approval of State Council, transfer from one Branch to another.
- 7.2 Members of a Member Organisation may transfer their membership of the Order in such manner and on such terms and conditions as may be determined by State Council after consultation with KSC Aust and the Member Organisations involved.

#### **8. TYPES OF MEMBERSHIP**

Membership of the Order may be categorised as follows:-

##### **8.1 Ordinary Member**

An Ordinary Member is a Member who normally resides within the State of Victoria but also includes Members from those parts of South Australia and New South Wales who pay their annual subscription to the Order.

## **8.2 Overseas Member**

An Overseas Member is a Member who, residing overseas for a period of at least one year, has had payment of the basic annual subscription waived by State Council for the period of his absence overseas.

## **8.3 Special Member**

8.3.1 A Special Member is a Member for whom, due to necessitous circumstances and upon application by his Branch Council or the State Executive Officer, State Council has either reduced or waived the annual subscription and approved the issue of a Special Membership card for the current financial year.

8.3.2 A Special Member (PTI) is a Member who is permanently and totally incapacitated and in necessitous circumstances for whom, upon application in writing by his Branch Council, State Council has determined that the Member be categorised as a Special Member (PTI). State Council will annually review the subscription payable for this category of membership and advise the Member's Branch which shall be responsible for the payment of such subscription. Annual application by the Branch is not required.

8.3.3 A Special Member (Senior) is a Member who is at least sixty-five (65) years of age and qualifies as a pensioner card holder in accordance with the criteria laid down from time to time by the Australian Government.

A Member who satisfies the qualifications for Special Member (Senior) may make application in writing to State Council to have his annual subscription reduced to such amount as is determined each year by State Council for this category of membership.

8.3.4 Special Members will retain and enjoy all voting rights and privileges of ordinary membership.

## **8.4 Life Members**

8.4.1 A member who:-

8.4.1.1 has given exceptional or meritorious service to the Order and has had twenty years of continuous membership of the Order at the date of submission and has attained the required number of points as determined by State Council from time to time; or

8.4.1.2 has given exceptional or meritorious service to the Order of such a high level to justify the honour and whose service cannot be measured by time or points;

may be granted Life Membership by State Council, providing at least two-thirds of the State Council present vote in the affirmative.

8.4.2 All applications for Life Membership must be lodged with the State Executive Officer by the 31st August of each year for consideration by State Council. Unsuccessful applications may be resubmitted.

8.4.3 No period of Service of a salaried officer or employee of the Order, or any exceptional or meritorious service given by such officer or employee during that period of service, shall be considered in any application for life membership.

## **9. HONOURS AND AWARDS**

9.1 State Council may confer honours and awards on members according to Rules and Regulations as prescribed by it from time to time.

9.2 State Council will be responsible for the design, wording and merit criteria for all honours and awards and should, as far as practicably possible, maintain uniformity with other Federated State bodies of the Knights of the Southern Cross.

9.3 For the conferring of any honour or award which is subject to a specified period of membership, any period of membership of the unincorporated association shall be considered as membership of the incorporated association.

## **10. CESSATION OF MEMBERSHIP**

10.1 A member ceases to be a Member of the Order if he:-

10.1.1 Dies; or

10.1.2 Resigns his membership in writing to the State Secretary;

10.1.3 Has his membership terminated;

10.1.4 Is not financial for a period in excess of 12 months;

10.1.5 Transfers to a Member Organisation.

10.1.6 Has been found guilty of any criminal offence which is punishable by imposition of any operative term of imprisonment (excluding Community Based Orders). In all such cases, it shall be the sole responsibility of the State Council to decide whether the cessation of his membership is warranted or justified, given the good name, standing and nature of the Order.

10.2 Where a Member ceases to be a Member, the State Secretary shall make an appropriate entry in the Register of Members recording the date on which he ceased to be a Member.

## **11. SUBSCRIPTIONS AND LEVY**

11.1 The yearly subscription payable on the first day of July in each year by every member shall be the amount determined by the State Council.

11.2 The State Council may, from time to time, fix an entry fee on admission to Membership or raise a levy on Members.

11.3 Where the need exists, State Council shall make provision for an instalment scheme for the payment of such annual subscription or levy.

11.4 If a Member defaults in paying his renewal subscription and/or levy State Council may, after six months from the due date and having regard to the provisions of Rule 10.1.4, suspend the membership of the Member, or may terminate his membership and that Member shall cease to be a Member.

11.5 Life members shall be exempt from paying annual subscription fees or levies.

## **12. REGISTER OF MEMBERS**

12.1 The State Secretary shall establish and maintain a register of members of the Order specifying the name and address of each member of the Order together with his date of birth, category of membership and the date on which he became a Member.

12.2 The categories of membership in the Order shall be as set out in Rule 8.

12.3 The Register of Members shall be kept at the principal place of administration of the Order and shall be open for inspection, free of charge, and with the consent of the State Executive Officer (which consent shall not be unreasonably withheld) by any Member at any reasonable time during normal working hours.

### **13. MEMBERS LIABILITIES**

The liability of a Member of the Order to contribute towards the payment of the debts and liabilities of the Order or the costs, charges and expenses of the winding up of the Order is limited to the amount, if any, unpaid by the member in respect to membership fees and levies of the Order as required by these Rules.

### **14. ADHERENCE TO THE RULES**

14.1 Where it appears to State Council that a Member has refused to comply with these Rules or has acted in a manner prejudicial to the interests of the Order, it may:-

14.1.1 terminate his membership of the Order; or

14.1.2 suspend him from membership of the Order for a specified period; or

14.1.3 suspend or remove from office any Officer of the Order.

14.2 Where it appears that a member of State Council, other than a member of the State Executive, has refused to comply with these Rules or has acted in a manner prejudicial to the interests of the Order, the detailed circumstances of the alleged refusal or action shall be submitted to the State Executive Officer in writing as soon as practicable after the refusal or action has been noted. If 75% of its members present and eligible to vote agree, State Council may:-

14.2.1 terminate his membership of the Order; or

14.2.2 suspend him from membership of the Order for a specified period; or

14.2.3 suspend or remove him from his office.

14.3 Where it appears that a member of the State Executive has refused to comply with these Rules or has acted in a manner prejudicial to the interests of the Order, the detailed circumstances of the alleged refusal or action shall be submitted to the State Executive Officer in writing as soon as practicable after the refusal or action has been noted. If 75% of its members present and eligible to vote agree, State Council may:-

14.3.1 terminate his membership of the Order, or

14.3.2 suspend him from membership of the Order for a specified period; or

- 14.3.3 suspend or remove him from his office.
- 14.4 In all cases, where it appears that a Member is subject to any of the action in Rules 14.1, 14.2 or 14.3, the State Executive Officer shall, within 14 days of receipt of the written complaint, cause a written notice to be served on the Member:-
- 14.4.1 setting out the details of the alleged refusal or action; and
- 14.4.2 advising him that, within 28 days of the date of despatch of such notice, he may make representation in writing to the State Council in respect to such matters.
- 14.5 At its first meeting after the expiry of the period referred to in Rule 14.4.2, the State Council or State Executive shall give due consideration to all written submissions presented and determine whether a breach of Rule 14.1, 14.2 or 14.3 has occurred and, if so, impose a penalty as is considered appropriate.
- 14.6 Within seven (7) days of imposing of any penalty, the member shall be notified by the State Executive Officer in writing of the decision.
- 14.7 A member, whose behaviour is subject to consideration in terms of Rule 14, shall not be entitled to be present at, or participate in, any deliberation and vote in relation to such matters.

### **PART C - STATE COUNCIL**

#### **15. ORDER STRUCTURE**

The Order shall be governed by the State Council in accordance with the Act, the Regulations and the Order Constitution, or any Special Resolution passed by the Order. Subordinate to the State Council are such Dioceses, Districts, Branches or Groups as established or required by State Council from time to time.

#### **16. POWERS OF STATE COUNCIL**

16.1 The State Council shall:-

16.1.1 control and manage the affairs of the Order in Victoria.

16.1.2 exercise all such functions as may be exercised by any Order body other than those functions that are required by these Rules to be exercised by a State or Special Conference or otherwise specifically excluded.



- 16.1.3 have power to perform all such acts and do all such things as appear to the State Council to be necessary or desirable for the proper management of the affairs of the Order. Without derogating from the generality of this Rule, State Council will:-
- 16.1.3.1 address matters of concern to the Order to Federal, State and Local Governments or to other public or influential bodies;
  - 16.1.3.2 coordinate the conduct of the Order's affairs and maintain an overview of the pursuit of the Order's objectives at all levels; and
  - 16.1.3.3 expeditiously address any crisis which arises in the Order at any level and retain to itself the right to over-rule any action proposed or taken at any level of the Order except decisions of a State Conference or Special Conference.
- 16.1.4 at all times oversee the conduct of the Order's affairs upon the basis that the primary focus of the Order shall, subject to these Rules, be at the level of the Branches which:-
- 16.1.4.1 shall have boundaries which wherever appropriate shall follow the boundaries of a parish or a number of adjacent parishes;
  - 16.1.4.2 shall be encouraged to set priorities for Branch activities and to take initiatives consistent with Order objectives.
- 16.1.5 enjoy all the legislative, judicial and executive powers of the Order. Powers which are vested elsewhere within the Order may nevertheless be exercised also by the State Council. In particular and without restricting its general powers, the State Council alone shall have power:-
- 16.1.5.1 to interpret this Constitution and all other matters requiring interpretation.
  - 16.1.5.2 to suspend, abolish or close any Diocesan, District or Branch Council, Group or Committee or amend any boundary, if it finds cause to do so.
- 16.1.6 provide a member to assist in the installation of Diocesan and Branch Executives.
- 16.2 Any act or thing done or suffered, or purporting to have been done or suffered, by the State Council is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the State Council or of any Committee acting under delegated powers.

## **17. SALARIED OFFICERS AND EMPLOYEES**

- 17.1 The State Council may appoint Members as salaried Officers of the Order for its several activities. Such Officers may be placed under the direct control of the State Chairman, except where other specific provisions are made. A Member while so employed shall not hold any Office in the Order or formally participate in the election of Officers.
- 17.2 The State Council may employ such persons as are considered necessary for the efficient administration of the Order.
- 17.3 Any salaried Officer appointed to the position of State Executive Officer shall be deemed to be a member of State Council and the State Executive for the term of his appointment but shall have no right to vote at any meetings of the State Council or State Executive.

## **18. STATE COUNCIL**

### **18.1 Composition**

The State Council shall consist of:-

- 18.1.1 not less than eight (8) or more than ten (10) Members elected at the Annual State Conference.
- 18.1.2 a State Chaplain appointed by the Bishops of the Province of Melbourne of the Roman Catholic Church.
- 18.1.3 Members of the National Council resident in the State of Victoria.
- 18.1.4 the Chairman of Southern Cross Care (Vic) (if a Member) or his Nominee (who shall be a Member).
- 18.1.5 one Member from each of the Roman Catholic Dioceses shall be elected at the Annual State Conference solely by the District Chairmen and Branch Delegates of each respective Diocese provided that, if a representative is not elected in accordance with this Rule, then State Council may appoint a member to hold office until the next Annual State Conference.

Such elected Member shall be appointed by State Council to the office of Diocesan Chairman where Diocesan councils are formed.

### **18.2 Terms of Office and Eligibility**

- 18.2.1 The State Chairman shall be elected for a period of 12 months by a simple majority of the State Councillors referred to in Rules 18.1.1 and 18.1.5. A State Chairman shall not hold office for a period of more than three (3) full consecutive years.
- 18.2.2 The State Councillors elected under Rule 18.1.1 or Rule 18.1.5 respectively, shall be elected for a period of two (2) years except that in the first year following the adoption of these Rules one half of those elected shall retire at the next Annual State Conference. If it cannot be agreed as to who shall retire after the expiration of one (1) year then the retirees shall be determined by ballot. Such retiring members shall, subject to these Rules, be eligible for re-election.
- 18.2.3 No member shall be eligible for election or appointment to State Council unless he has been a member of the Order for a period of at least 12 months prior to his date of nomination.

### **18.3 Standing and Portfolios**

- 18.3.1 All State Councillors, other than Members of the State Executive, shall be of equal standing and shall hold such portfolios (if any) as may be entrusted to them by the State Chairman.

## **18.4 State Executive**

18.4.1 Except for the position of State Chairman, the State Executive shall be appointed from amongst State councillors by the State Chairman. The State Executive shall consist of the following in descending order of priority:-

the State Chairman;

the Deputy State Chairman;

the Secretary;

the Treasurer;

18.4.2 Each member of the State Executive so appointed will serve for a period which will expire at the Annual State Conference next occurring.

18.4.3 The State Executive shall also exercise the powers of the State Council between meetings.

18.4.4 A quorum of the State Executives shall not be less than one half of the number of State Executive Members.

## **19. STATE COUNCIL MEETINGS**

19.1 The State Council shall meet at least 10 times in each period of 12 months at such times and places as the State Council may determine.

19.2 Additional meetings of the State Council may be convened by the State Chairman and shall be convened at the request of at least five (5) State Councillors.

19.3 Written notice of a meeting of the State Council, together with the proposed Agenda of the meeting, shall be forwarded by the Secretary to reach each State Councillor at least three (3) days (or such other period as may be agreed upon by the members of State Council) before the time appointed for the holding of the meeting.

19.4 Only the business notified in the Agenda of the meeting shall be transacted at the meeting except business which State Councillors present agree by Special Resolution to treat as urgent business.

19.5 A quorum of State Council shall not be less than one half of the number of State Councillors.

19.6 No business shall be transacted by the State Council unless a quorum is present. If within half an hour of the time appointed for the commencement of the meeting a quorum is not present the meeting shall stand adjourned to the same time and place in the following week unless all State Councillors are notified of other special arrangements. At such adjourned meeting unless a quorum is present within one half an hour of the appointed commencement time those in attendance shall constitute the quorum.

19.7 At a meeting of the State Council:-

19.7.1 The State Chairman, or in his absence the Deputy State Chairman, shall preside over the meeting.

19.7.2 In the absence of both those members, one of the remaining State Councillors as chosen by those present at the meeting, shall preside over the meeting.

19.8 Any Member of the Order may attend a State Council Meeting as a non-voting and silent observer unless the State Council otherwise determines in regard to a particular meeting.

19.9 The Chairman of the Knights Consultor Division, or his Nominee, shall attend meetings of the State Council to report on the activities of his Division but shall have no right to vote at any such meeting.

19.10 Subject to the presence of a quorum, State Council may act notwithstanding any vacancy on the State Council.

19.11 Nothing contained in these Rules shall prevent State Council from holding a portion or portions of any meeting in camera.

## **20. PLEDGE**

Each State Councillor must give to the State Chairman a pledge of loyalty to the Order Constitution and should a State Councillor refuse to give a pledge, his seat shall thereupon become vacant.

## **21. REMOVAL OF STATE COUNCILLOR**

In addition to the provisions of Rule 14 of this Constitution, State Council may declare vacant the seat of any State Councillor who has been absent from three (3) consecutive State Council meetings without leave. Provided that this Rule shall not apply to the State Councillors elected or appointed under Rule 18.1.5 to represent the dioceses of Ballarat, Sandhurst and Sale.

## **22. CASUAL VACANCIES**

- 22.1 In the event of a casual vacancy occurring on State Council, the State Executive may appoint a replacement to fill that vacancy and the member so appointed shall hold office, for such period of time as the person he replaced would himself have held office, provided that in the year following the approval of the reduction in the size of State Council to ten (10) elected members the State Council shall not appoint a replacement to fill any casual vacancy which may occur where such replacement would cause the number of elected members on State Council to exceed ten (10).
- 22.2 For the purpose of this Constitution a casual vacancy on State Council occurs if a member:-
- 22.2.1 dies;
  - 22.2.2 ceases to be a member of the Order;
  - 22.2.3 becomes bankrupt;
  - 22.2.4 resigns his office by notice in writing to the State Secretary;
  - 22.2.5 is removed from office under the provisions of Rule 14.2 or Rule 21;
  - 22.2.6 becomes of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
  - 22.2.7 is found guilty of any criminal offence, including fraud or dishonesty, which is punishable by imposition of any operative term of imprisonment (excluding community based orders) without the option of a fine.

## **23. STATE CHAIRMAN**

- 23.1 The State Chairman shall be responsible for chairing the meetings of State Council which is responsible for the conduct of the Order's affairs and accountability to the Members.
- 23.2 All operations of the Order shall be reported as and when required to the Order through the State Chairman.
- 23.3 Unless specifically delegated to a member in writing, the State Chairman shall be the sole public spokesman for the Order.
- 23.4 The State Chairman shall, during his term of office, be an ex officio member of all Order Committees, and shall be entitled to vote at the meetings of such Committees and his presence shall count towards the quorum of that Committee (if any).

## **24. STATE SECRETARY**

- 24.1 The State Secretary of the Order shall, as soon as practicable after his appointment, lodge notice of his residential address with the Order.
- 24.2 It is the duty of the Secretary to ensure that:-
- 24.2.1 records and/or minutes are kept of:-
- 24.2.1.1 all appointments of office-bearers and members of the State Council;
  - 24.2.1.2 the names of members of the State Council present at a State Council meeting;
  - 24.2.1.3 all proceedings at meetings of State Council and State Executive and Annual or Special State Conferences; and that such minutes are signed by the Chairman of the meeting or by the Chairman of the next succeeding meeting.
- 24.2.2 the Register of Members is properly maintained.
- 24.3 The State Secretary shall be responsible for the administration of the Order's affairs, the operation of the State Office and other matters as the State Council shall, from time to time, determine.

## **25. STATE TREASURER**

- 25.1 The State Treasurer shall ensure that:-
- 25.1.1 all money due to the Order is collected and received and that all payments authorised by the Order are made; and
  - 25.1.2 correct books of account are kept showing the financial affairs of the Order including full details of all receipts and expenditure connected with the activities of the Order.
- 25.2 The State Treasurer shall attend to such other matters as the State Council shall direct.
- 25.3 The State Treasurer shall present, no later than 31st May in each year, a Budget for the forthcoming financial year to the State Council for approval. The Budget shall include but not be limited to the expenses of KSC Aust. and costs associated with projects and activities such as those referred to in Rules 4.1(e) and 4.3(d) & (e) of the Constitution of KSC Aust.

## **26. COMMITTEES AND DELEGATIONS**

- 26.1 The State Council may appoint Committees and Task Groups consisting of such member or members of the Order as it may, from time to time, determine.
- 26.2 The State Council, by instrument in writing, may delegate to one or more Committees the exercise of such of the functions of the State Council as are specified in the instrument, other than:-
- 26.2.1 this power of delegation; and
- 26.2.2 a function which is a duty imposed on the State Council by the Act or by any other law.
- 26.3 While a Committee delegation remains unrevoked it may be exercised by the relevant Committee in accordance with the delegation.
- 26.4 A delegation under Rule 26.2 may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the Instrument of Delegation.
- 26.5 Notwithstanding any delegation under this Rule, the State Council may continue to exercise any function delegated.
- 26.6 Any act or thing done or suffered by a Committee acting in the exercise of a delegation under this Rule has the same force and effect as it would have if it had been done or suffered by the State Council.
- 26.7 The State Council may, by Instrument in writing, revoke wholly or in part, add to or vary any delegation under this Rule.
- 26.8 Subject to any terms or conditions contained in its Instrument of Delegation, a Committee may meet and adjourn as it thinks fit.

## **27. BY-LAWS**

State Council may make By-laws and Standing Orders not inconsistent with the Act, the Regulations or the Order Constitution.



## **28. STATE COUNCILLORS' PRIVILEGES**

- 28.1 A State Councillor shall have the right to attend and speak on any matter (but shall have no right to vote) at any Diocesan, District or Branch meetings. He shall not be entitled to attend National Executive or National Council meetings held within the State, unless by invitation.
- 28.2 A member of the State Executive, if so invited, may preside at any Diocesan, District or Branch Meeting and if more than one such Member be present, the Senior Member shall take precedence. No Member of the State Executive shall have a right to vote on any question before the meeting.

## **PART D - STATE CONFERENCES**

### **29. ANNUAL STATE CONFERENCE - CONVENING**

- 29.1 With the exception of the first Annual General Meeting of the Order following the adoption of these Rules, the State Council shall, in October of each year convene an Annual General Meeting of members to be known as the Annual State Conference.
- 29.2 The Order shall hold its first Annual State Conference:-
- 29.2.1 within the period of eighteen (18) months after its incorporation under the Act; and
- 29.2.2 within the period of four (4) months after the expiration of the first financial year of the Order.
- 29.3 Rule 29.2 has effect subject to any extension or further extension granted pursuant to Section 30(5) of the Act.
- 29.4 An Annual State Conference shall be specified as such in the notice convening it.

### **30. ANNUAL STATE CONFERENCE - BUSINESS AT**

In addition to any other business which may be transacted at an Annual State Conference, the business of the Conference shall be to:-

- 30.1 carry out the annual elections for the purpose of filling vacancies to State Council.
- 30.2 receive recommendations to the conference.
- 30.3 make such decisions as are considered appropriate in respect of such recommendations.
- 30.4 receive the annual report and other statements in accordance with section 30 of the Act.

- 30.5 consider motions submitted to the conference for deliberation and make such decisions as are considered appropriate in respect of such motions.
- 30.6 receive the annual report from the Knights Consultor Division.
- 30.7 receive the annual report from Southern Cross Care (Vic).
- 30.8 provide the Conference with a progress report on all motions not implemented from the previous State Conference.

**31. SPECIAL STATE CONFERENCE - CONVENING**

- 31.1 The State Council, whenever it thinks fit, may convene a special State Conference of the Order.
- 31.2 The State Council, on the requisition in writing of not less than five (5) percent of the total number of Members, shall convene a special State Conference provided that no special State Conference may be convened or held within three (3) months of a State Conference.
- 31.3 A requisition of members for a special State Conference:-
  - 31.3.1 shall state the purpose or purposes of the meeting;
  - 31.3.2 shall be signed by the members making the requisition;
  - 31.3.3 shall be lodged with the State Secretary; and
  - 31.3.4 may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 31.4 Subject to the provisions of Rule 31.2, if the State Council fails to convene a Special State Conference to be held within two (2) months after the date on which the requisition of Members for the meeting is lodged with the State Secretary, any one or more of the Members who made the requisition may convene the conference to be held not later than three (3) months after the requisition is lodged with the State Secretary.
- 31.5 A special State Conference convened by a Member or Members as referred to in Rule 31.4 shall be convened as nearly as is practicable in the same manner as State Conferences are convened by the State Council pursuant to Rule 32 hereof.

31.6 In the event of any suspension of the Order's membership, or affiliation, with KSC Aust under Rule 72, State Council shall convene a Special State Conference of Members within a period of two (2) months from the date of receipt of notice of such suspension. The purpose of such Special State Conference will be to acquaint the Members with the detailed circumstances of such suspension and to accept such motions and action as the membership shall then determine by special resolution.

## **32. STATE CONFERENCE - NOTICE**

32.1 Where the nature of the business proposed to be dealt with at a State Conference does not require a Special Resolution of the Order, the State Secretary, at least 14 days before the date fixed for the holding of the Conference, shall cause a notice specifying the date, place and time of the meeting and the nature of the business to be transacted at the meeting to be sent by prepaid Post to State Councillors, Knights of Merit, Diocesan Councils, District Chairmen and Branch Councils of the Order.

32.2 Where the nature of the business proposed to be dealt with at a State Conference requires a Special Resolution of the Order, the State Secretary, at least 21 days before the date fixed for the holding of the State Conference, shall cause notice to be sent in the manner provided in Rule 32.1, specifying, in addition to any matter required under Rule 32.1, the intention to propose the resolution as a Special Resolution.

32.3 No business other than that specified in the notice convening a State Conference shall be transacted at the Conference except in the case of an Annual State Conference which may deal with any business permitted by the Rules.

32.4 A Member, Diocese, District or Branch desiring to bring any business before an Annual State Conference shall give notice in writing of that business to the State Secretary not later than two calendar months prior to the Annual State Conference. The State Secretary shall then submit it to the State Council for inclusion on the agenda for the Annual State Conference.

## **33. STATE CONFERENCE - PROCEDURE**

33.1 The Chairman at a State Conference shall be the State Chairman or such other member of State Council as elected in accordance with Rule 19.7.

- 33.2 Subject to this Constitution, a State Conference may, by Special Resolution, declare vacant any or all positions on State Council and may at that State Conference accept nominations for and elect members to State Council.
- 33.3 Any financial Member who is eligible pursuant to Rule 18.2.3 or 18.2.4, regardless of whether he is a delegate to that Conference, who has indicated in writing his willingness to accept nomination shall be eligible for election to State Council pursuant to this Rule.
- 33.4 Fifty Members present in person (being Members entitled under this Constitution to vote at a State Conference) constitute a quorum at a State Conference.
- 33.5 No business shall be transacted at a State Conference unless a quorum is present and if 30 minutes after the time appointed for the meeting a quorum is not present, the meeting:-
- 33.5.1 if convened upon the requisition of Members shall be dissolved;
- 33.5.2 if otherwise convened shall stand adjourned to the same place and at the same hour of the same day in the following week.
- 33.6 If at the adjourned State Conference a quorum is not present 30 minutes after the appointed time for the State Conference it shall be dissolved.

#### **34. STATE CONFERENCE - ADJOURNMENT**

- 34.1 The Chairman of a State Conference at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 34.2 Where a State Conference is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given in the same manner as required by Rule 32.1 or Rule 32.2.
- 34.3 Except as provided in Rule 34.1 and 34.2, notice of an adjournment of a State Conference or of the business to be transacted at an adjourned meeting is not required to be given.

## **35. STATE CONFERENCE - DECISION MAKING**

- 35.1 A question arising at a State Conference shall be determined on a show of hands and unless before, or on the declaration of the show of hands a count of hands is demanded, a declaration by the Chairman that a resolution has on a show of hands, been carried, or carried unanimously, or carried by a particular majority or lost, an entry to that effect in the minute book is evidence of the fact without proof of the number or proportion of the votes recorded in favour or against that resolution.
- 35.2 At a State Conference, a count of hands may be demanded by not less than 10 Members present in person at the meeting and entitled to vote.
- 35.3 Where a count of hands is demanded at a State Conference, it shall be taken:-
- 35.3.1 immediately in the case of a vote which relates to the election of the Chairman of the meeting or to the question of an adjournment; or
- 35.3.2 in any other case, in such manner and at such time before the close of the meeting as the Chairman directs; and the resolution of the vote on the matter shall be deemed to be the resolution of the meeting on that matter.

## **36. STATE CONFERENCE - VOTING**

- 36.1 State Councillors, District Chairmen and two (2) Delegates from each Branch of the Order may attend and vote at any State Conference of the Order. Any other Member of the Order has the right to attend a State Conference and speak on any matter on the Agenda but shall have no right to vote.
- 36.2 National Councillors for the State of Victoria (if they are not State Councillors) and Knights of Merit of the Order and the Unincorporated Order and all past State Chairmen of the Order and the Unincorporated Order (for so long as they remain members of the Order) may also attend, speak and vote on any matter on a State Conference Agenda.
- 36.3 All votes shall be given personally. Proxy votes are not permitted.
- 36.4 Any member of the KSC Aust National Council who is not a Member of State Council pursuant to Rule 18.1.3 may attend any meeting of State Council or any State Conference but may participate only by leave of the meeting and is not entitled to vote on any issue before the meeting.

## **PART E - DIOCESAN RULES**

### **37. DIOCESAN COUNCILS**

- 37.1 State Council may, where appropriate, establish and empower a Diocesan Council to supervise the affairs of the Order within a Diocese.
- 37.2 The responsibilities of Diocesan Councils shall ordinarily include:-
- 37.2.1 coordinating the projects of Branches within the Diocese;
  - 37.2.2 effecting liaison with the Diocesan Bishop and assisting him to the maximum extent possible having regard to the circumstances of the Order within the Diocese;
  - 37.2.3 providing a forum for Members within the Diocese to discuss matters of concern to them; and
  - 37.2.4 liaison between the Members in the Diocese and State Council.
- 37.3 The State Council may delegate to a Diocesan Council for the exercise in respect to its constituent Diocese and Members thereof such of its powers as have reference to one or more of the following:-
- 37.3.1 the inspection of all or designated Diocesan property of the Order and its financial and other records;
  - 37.3.2 the supervision of receipts and expenditure of Order diocesan funds;
  - 37.3.3 the supervision of Branch elections within the Diocese and the installation of Branch Officers;
  - 37.3.4 the supervision of Branches within the Diocese to ensure the observance of the Order Constitution, the By-laws and Ritual of the Order.
  - 37.3.5 Such other matters as State Council from time to time deems appropriate.
- 37.4 Notwithstanding the delegation of these powers the State Council may continue to exercise same in and for the Diocese.

### **38. COMPOSITION OF DIOCESAN COUNCIL**

- 38.1 The Diocesan Council members shall consist of:-
- 38.1.1 The Diocesan Chairman who shall be appointed under the provisions of Rule 18.1.5;

- 38.1.2 The Diocesan Deputy Chairman, who shall be elected by the Diocesan Council from amongst the District Chairmen of the Diocese;
- 38.1.3 The Diocesan Secretary and Diocesan Treasurer, both of whom shall be appointed by the Diocesan Chairman from amongst the Order membership of the Diocese;
- 38.1.4 The District Chairmen of the Diocese.
- 38.2 The Diocesan Deputy Chairman, Diocesan Secretary and Diocesan Treasurer shall be elected or appointed (as provided) annually at the first meeting of the Diocesan Council, following the Annual State Conference, which shall be held no later than the 20th day of December. They shall hold office until the equivalent meeting in the next calendar year. Retiring members of the Diocesan Council shall be eligible for re-election or re-appointment subject to the provisions contained in Rule 18.2 in respect to those Members seeking election or appointment to State Council. It is a prerequisite for membership of a Diocesan Council that the member be and remain while a Diocesan Council Member a Financial Member of the Order.

### **39. DIOCESAN COUNCIL MEETINGS**

- 39.1 A minimum of four (4) meetings of the Diocesan Council are to be held annually. In addition, Special meetings of the Diocesan Council shall be convened by the Diocesan Chairman if:-
  - 39.1.1 State Council directs;
  - 39.1.2 the Diocesan Council directs;
  - 39.1.3 a written request is received from at least two (2) District Chairmen,
  - 39.1.4 a written request is received from at least four (4) Branches within the Diocese; or
  - 39.1.5 he considers it appropriate.
- 39.2 At least 14 clear days notice of a special meeting of the Diocesan Council and the matters to be discussed shall be given to each Member of the Diocesan Council and to each Branch within the Diocese and to State Council.
- 39.3 State Council within seven (7) days of receipt of the notice of the meeting, may refuse permission for the meeting being convened. If State Council refuses permission it must notify, in writing, each person and Branch referred to in Rule 39.2 with the reason for such action as soon as possible after such refusal.

- 39.4 The Diocesan Chairman or, in his absence the Deputy Diocesan Chairman, shall preside over all meetings of the Diocesan Council or Diocesan Conferences, unless State Council has directed in writing that the State Chairman or another State Councillor will preside.
- 39.5 A quorum for a meeting of the Diocesan Council shall be not less than one half of the members of the Council unless State Council has fixed for a specific meeting, or generally, a different quorum.

#### **40. DIOCESAN EXECUTIVE**

The Diocesan Executive shall consist of:-

- 40.1 The Diocesan Chairman;
- 40.2 The Diocesan Deputy Chairman;
- 40.3 The Diocesan Secretary; and
- 40.4 The Diocesan Treasurer

#### **41. DIOCESAN CONFERENCE**

- 41.1 An Annual Diocesan Conference of all Branches within the Diocese shall be held not more than three (3) calendar months prior to the Annual State Conference.
- 41.2 The business of the Annual Diocesan Conference shall include:-
- 41.2.1 the reception of Annual Reports from constituent Branches together with their verified financial statements.
- 41.2.2 consideration of Diocesan motions proposed to be submitted to the Annual State Conference.
- 41.2.3 consideration of, and recommendations to State Council on the motions proposed to be submitted to the Annual State Conference by constituent Branches.
- 41.2.4 making recommendations to State Council regarding the administration and operation of affairs of the Order within the diocese and for the betterment of the Order as a whole.
- 41.2.5 receiving the nominations for District Chairmen and the Deputy Diocesan Chairman for the ensuing year and conducting the elections for same. District Chairmen shall be elected for a period of twelve months or until the next Annual Diocesan Conference.
- 41.2.6 other matters referred to it by State Council for consideration.



41.3 The State Council may convene such Special Diocesan Conference or Conferences as may be necessary and shall not unreasonably refuse a request by a Diocesan Council to convene a Special Diocesan Conference.

**42. DIOCESAN COUNCIL VACANCIES**

42.1 Any casual vacancy occurring on the Diocesan Council may be filled by the Diocesan Council.

42.2 The Diocesan Council may declare vacant the seat of any Member of the Diocesan Council who has been absent without reasonable cause from two (2) consecutive meetings and may fill the vacancy immediately.

**43. DIOCESAN CONFERENCE - DELEGATES & VOTING RIGHTS**

43.1 Each Branch of the Diocese shall be entitled to representation at an Annual or Special Diocesan Conference by a maximum of five (5) delegates.

43.2 District Chairmen of the Diocese shall be entitled to attend Annual or Special Diocesan Conferences.

43.3 The Diocesan Chairman will preside over all Diocesan Conferences; provided however, that in his absence a Diocesan Conference will elect its own Chairman unless State Council has otherwise determined.

43.4 The Conference Chairman, District Chairmen and Branch delegates are entitled to exercise one vote only.

**44. STATE COUNCIL'S PREROGATIVES**

44.1 The installation of the members of the Diocesan Council shall be conducted by a State Councillor or other person authorised by State Council.

44.2 Every member of the Diocesan Council shall give to a State Councillor or other authorised person his pledge of loyalty to the Order Constitution and to State Council and if he refuses to give his pledge his seat shall be declared vacant and the vacancy may be filled immediately.

**45. DIOCESAN CHAPLAIN**

45.1 The Bishop of a Diocese shall be invited to act as Chaplain of the Order within his Diocese.

45.2 The Bishop of a Diocese may appoint from time to time a Diocesan Chaplain to the Diocesan Council. The Diocesan Chaplain shall be a non-voting member of the Diocesan Council and shall be entitled to attend all meetings of the order in the Diocese.

## **PART F - DISTRICT RULES**

### **46. ESTABLISHMENT OF DISTRICT COUNCILS**

State Council may establish and empower or dissolve District Councils. A District Council may be established on a District basis or otherwise and there may be more than one District Council in a Diocese. There shall be not less than three (3) nor more than five (5) Branches comprising a District unless State Council decides otherwise.

### **47. COMPOSITION OF DISTRICT COUNCILS**

47.1 The Branch Delegates to a District Council shall comprise the Branch Chairman, Deputy Branch Chairman and Secretary, or in the event that these three delegates are not available, their replacements shall be appointed by the Branch Executive from the Branch Council.

47.2 Any vacancy on the District Council shall be filled forthwith by the Branch Executive concerned.

**48. DISTRICT CHAIRMAN**

- 48.1 Except where elected in terms of Rule 41.2.5, District Chairmen shall be appointed by State Council for a period of twelve months or until the next Annual State Conference.
- 48.2 No Member shall be elected or appointed as District Chairman for more than three (3) full consecutive years without approval by the State Council.
- 48.3 No member shall be elected or appointed as District Chairman if he has attained the age of seventy-two (72) years, provided however, that a Member who has attained the age of seventy-two (72) years may by a resolution, stating the age of that member, passed at an Annual District Meeting, be appointed or re-appointed as a District Chairman to hold office until the conclusion of the next annual meeting.
- 48.4 All District Chairmen, whether elected or appointed, will be installed in office by the State Chairman at the State Conference or, if absent, by a delegate of the State Chairman at an appropriate time and place as soon as convenient thereafter.

**49. DISTRICT SECRETARY**

A District Chairman may appoint a Secretary from the members of the District Council, or from one of the District's constituent Branches. A District Secretary, if appointed, shall be formally installed into office by the District Chairman and shall serve in that office until the first meeting of the District Council following the Annual State Conference.

**50. MEETINGS OF DISTRICT COUNCILS**

- 50.1 The District Council shall meet at such frequency and places as the State Council shall decide provided that there shall be at least two (2) meetings every year in addition to the Annual District Conference.
- 50.2 The State Council may delegate to a District Council for exercise in respect of its constituent Branches and the members thereof such of the State Council's powers as have reference to one or more of the following:-
- 50.2.1 The inspection of all Branch property and its financial and other records.
- 50.2.2 The supervision of elections within the constituent Branches and the installation of Officers of such Branches.

50.2.3 The supervision of receipts and expenditure of Branch funds.

50.2.4 The supervision of its constituent Branches to ensure the observance of the Rules, By-laws, Standing Orders and Ritual of the Order.

## **51. POWERS OF DISTRICT CHAIRMEN**

51.1 During the intervals between District Council meetings, the District Chairman may exercise the powers of the District Council.

51.2 A District Chairman is entitled to attend any meeting of the District's constituent Branches and speak on any matter before the meeting, but shall not have the right in that capacity to vote on any matter before the meeting.

51.3 A District Chairman shall be entitled to be present and vote at Annual or Special State Conferences.

51.4 The District Chairman shall preside at all meetings of the District Council and District Conference, provided that in the absence of the District Chairman, the District Council may appoint a Chairman for a specific meeting.

## **52. BUSINESS OF DISTRICT CONFERENCE**

A District Conference of Branches is to be held annually in the month as determined by State Council and the business of that Conference shall be:-

52.1 Proposal and consideration of District motions for the Annual State Conference.

52.2 Consideration of, and recommendations to State Council on the motions proposed to be submitted to the Annual State Conference by constituent Branches.

52.3 Making of recommendations to the State Council in respect of the administration and operation of its constituent Branches and for the betterment of the Order.

52.4 Receive the annual reports from constituent Branches including their verified financial statements.

52.5 Receiving the nominations from constituent Branches for the office of District Chairman for the ensuing year and making the appropriate recommendation to State council, or the Diocesan Council where applicable in regard thereto.

**53. QUORUM**

A quorum for a meeting of the District Council shall be not less than one half of the Members entitled to be present at such meetings and the quorum for a District Conference shall be not less than one quarter of the Members of the District entitled to be present at the District Conference.

**54. STATE COUNCIL RESPONSIBILITIES IN RESPECT TO DISTRICTS**

- 54.1 The State Council may make Rules, By-laws and Standing Orders not inconsistent with the Order Constitution for a District Council and a District Conference.
- 54.2 In addition to its powers under Rule 46, the State Council by simple majority may dissolve a District Council where it is seen to be in breach of the Order Constitution.

**PART G - BRANCH RULES**

**55. BRANCHES**

- 55.1 State Council may establish Branches from time to time in such manner as it may determine and when established such Branches shall be given a Charter.
- 55.2 The State Council may also determine to close, amalgamate or divide Branches for the administrative or operational betterment of the Order.
- 55.3 Wherever a Branch is established, amalgamated or divided, State Council has the right and responsibility to decide whether the Branch Chairman and/or Branch Executive shall be appointed by the State Council or elected by the Branch members or by combination of both.
- 55.4 State Council shall have the power to remove any office-bearer of any amalgamated or divided Branch in order to exercise its prerogative in Rule 55.3.
- 55.5 A Branch shall hold at least eight (8) business meetings each year or such other number as the State Council may determine.
- 55.6 A Branch shall hold its meeting only in a place approved by the State Council.

**56. ANNUAL MEETING**

- 56.1 A Branch shall hold an Annual Branch Meeting of its members at such time as may be decided by State Council.
- 56.2 The business of the Annual Branch Meeting shall include:-

- 56.2.1 the presentation of the annual report and balance sheet of the Branch;
- 56.2.2 the conduct of the annual elections for the purpose of filling all vacancies on the Branch Council;
- 56.2.3 the appointment of Branch delegates to the Annual State Conference;
- 56.2.4 consideration of motions for submission to the Annual State Conference; and
- 56.2.5 the transaction of any other business agreed to be heard by the meeting.

## **57. QUORUM**

Subject to the power of State Council to prescribe a higher or lower quorum:-

- 57.1 the quorum for ordinary Branch meetings shall be not less than one quarter of the Financial Members of the branch or seven (7) members of the Branch, whichever is the lesser, present in person.
- 57.2 the quorum for an Annual Branch meeting shall be not less than one quarter of the Financial Members of the branch or seven (7) members of the Branch whichever is the lesser, present in person.

## **58. BRANCH COUNCIL AND EXECUTIVE**

- 58.1 The Branch Council shall consist of the Branch Executive and up to eight (8) Councillors. The Order of seniority of the Branch Executive shall be Branch Chairman, Branch Deputy Chairman, Secretary and Treasurer. The said eight (8) Councillors shall be assigned such portfolios and be granted such order of seniority by the State Council as it, from time to time, sees fit.
- 58.2 The Branch Chairman is elected for a period of twelve (12) months by the members of the Branch Council. Subject to Rule 55.3, the other members of the Branch Council shall be appointed by the Branch Chairman to their respective portfolios.
- 58.3 The Branch Council shall meet once a month or at such other intervals as the State Council may permit and the quorum for such meeting shall be not less than one half of the members of the Branch Council.
- 58.4 A Member shall be eligible to be elected or appointed to the Branch Council, provided he has been a Member for a period of not less than six months as at the date of his nomination to the Branch Council.
- 58.5 Members of the Branch Council are appointed or elected for a period of two (2) years and remain in office until their successor is installed.

58.6 No member shall remain in the same office of the Branch Council for a period of more than three (3) full consecutive years.

58.7 During the intervals between Branch Council meetings, the Branch Executive may exercise the powers of the Branch Council.

## **59. FILLING VACANCIES**

59.1 A casual vacancy on the Branch Council shall be filled by appointment of the Branch Council. Casual vacancy appointees shall hold office until the next Annual Branch Meeting.

59.2 At the Annual Branch Meeting one half of the Branch Council shall retire and, subject to these Rules, be eligible for re-election. In the first year, if it cannot be agreed who shall retire after one year, then the retirees shall be determined by a ballot.

## **60. DECLARING SEAT VACANT**

The Branch Council may declare vacant the seat of any Branch Council Member who has been absent without leave from three (3) consecutive Branch Council meetings.

## **61. BRANCH PROPERTY**

61.1 The Branch Secretary shall be the custodian of all Branch property (except Branch funds which shall be the responsibility of the Branch Treasurer) provided however that the Branch Council may appoint two Branch members as Trustees of all such property. A trustee shall not be a member of the Branch Council and the Branch Council can remove a Trustee at any time and can fill any vacancy.

61.2 A Branch shall have the right to enjoy the benefits of all funds and property special to itself but only during such times as it shall continue to be a Branch within the Order.

61.3 In the event of the closure of a Branch, funds or property which are exclusively Order funds or property are to be returned forthwith to the State Council. Funds or property which are special to the Branch shall be distributed to a recognised charitable and tax exempt organisation such as St. Vincent de Paul Society or Southern Cross Care (Vic).

## **62. CLERGY**

Branches shall extend an open invitation to Clergy to attend Branch Meetings and activities and shall cooperate with Parish Priests within the Branch boundaries to the maximum extent possible having regard to the circumstances of the Branch.

**63. STATE COUNCIL RESPONSIBILITIES IN RELATION TO BRANCHES**

63.1 State Council shall review the performance and viability of every Branch at intervals of not more than four (4) years and following such review shall take whatever action it determines necessary for the administrative and operational betterment of the Order.

63.2 Every twelve (12) years the State Council shall formally determine, having regard to a Branch's circumstances, the continued existence of such Branch.

**64. BRANCH ALLEGIANCE**

64.1 Membership of a Branch shall consist of those members resident in a parish or number of adjoining parishes, which have been determined by State Council to constitute the Branch boundaries, provided however that any member who finds it more convenient to join a Branch other than the one appropriate to his parish, may join such other Branch.

64.2 A new member admitted to the Order shall normally be allocated to the Branch nearest his place of residence, provided always that the provisions of Rule 64.1 may be exercised by such new member.



## **PART H - KNIGHTS CONSULTOR**

### **65. KNIGHTS CONSULTOR DIVISION**

- 65.1 In addition to the general division of the Order, there shall be a further division to be known as "Knights Consultor Division". The activities and operation of this Division shall be subject to the authority of the State Executive.
- 65.2 The Knights Consultor Division shall be governed by Regulations, to be determined by the Executive Committee of the Knights Consultor Division, approved by the State Executive of the Order. For the purpose of these Rules, these Regulations shall be known as the "Knights Consultor Division Manual".
- 65.3 The Chairman of the Knights Consultor Division shall make an annual report to the State Conference. Without limiting the general scope of the report, it shall contain details of that Division's activities, strength and number of meetings held.
- 65.4 The Chairman of the Knights Consultor Division, or his nominee, shall attend meetings of the State Council to report on the activities of his division, but shall have no right to vote at any such meeting.
- 65.5 Notwithstanding anything to the contrary contained in this Rule, it shall be a prerequisite to appointment as a Member of the Knights Consultor Division, that the appointee be a Financial Member of the Order.

## **PART I - KNIGHTS OF THE SOUTHERN CROSS (AUSTRALIA) INCORPORATED**

### **66. AFFILIATION**

- 66.1 The State Council may decide that it shall become a member of, or affiliated with, KSC Aust and shall have the power to do all such things as are necessary to achieve such membership or affiliation, including the ceding of such powers and functions as the State Council considers appropriate.
- 66.2 Subject to a special resolution of a State Conference, the Order may also become a member of or affiliated with any other organisation which has Objects and membership criteria similar to the Order.

- 66.3 The State Council may, after due consideration of the circumstances, cancel/withdraw the Order's affiliation with, or membership of, KSC Aust. Should this occur, the matter is to be placed on the Agenda of the next State Conference for ratification by a simple majority of the membership present at such Conference.
- 66.4 Rules 67 to 74 (inclusive) shall only apply in the event that the Order becomes and remains a member of, or affiliated with, KSC Aust.

## **67. REPRESENTATION**

### **67.1 KSC Aust National Council**

- 67.1.1 The State Council shall nominate, from the Financial Members of the Order, the Order's appointees to the National Council, which appointees shall be Members of the National Council ("National Councillors"). There shall be two National Councillors and they shall have full voting rights on all matters to be considered by the National Council.
- 67.1.2 A Member may serve on National Council for a period up to but not exceeding six (6) years in total. They shall be eligible for reappointment but no such National Councillor may serve for longer than six (6) consecutive years.

### **67.2 KSC Aust National Executive**

- 67.2.1 The State Council shall appoint one of its National Councillors as the Order's Representative on the National Executive. Such appointee shall have full voting rights on all matters to be considered by the National Executive.
- 67.2.2 Such Appointee to the National Executive shall hold office until the Triennial Conference of KSC Aust next following his appointment.

## **68. CASUAL VACANCIES**

- 68.1 Should a casual vacancy occur from amongst the Order's Appointees to either the KSC Aust National Council or National Executive, State Council shall have the power to fill the vacancy immediately.
- 68.2 For the purposes of this Rule, a casual vacancy would occur under the same circumstances as described in Rule 22.
- 68.3 Appointees who fill a casual vacancy under this Rule shall only hold office until such time as the Appointee they replaced would normally have held such office.

## **69. RECOGNITION OF RIGHTS**

- 69.1 Whilst it is a member of, or affiliated with KSC Aust, the Order shall recognise the right of KSC Aust to represent the Order at the national and international level and shall actively assist it in this function.
- 69.2 Notwithstanding the provisions of Rule 69.1, State Council reserves the right to make representations to the Commonwealth Government or any other national organisation on any matter affecting the interests of the Order.

## **70. FUNDING**

- 70.1 The Order shall contribute to the expenses and budget of KSC Aust, only if:-
- 70.1.1 such expenses are paid upon a pro-rata basis of membership of all member organisations of KSC Aust;
  - 70.1.2 the budget of KSC Aust is passed by a majority of the Member Organisations;
  - 70.1.3 a majority of the Member Organisations of KSC Aust resolve to collect from their own members their organisation's share of the expenses of KSC Aust.
- 70.2 Any variation proposed by KSC Aust to an approved budget must have the written approval of a majority of the Member Organisations prior to the implementation of the proposal.

## **71. POWERS OF KSC AUST**

Should KSC Aust have reasonable cause to believe that the Order:-

- 71.1 has departed from the Order Objectives or membership qualifications; or
  - 71.2 has brought, or is bringing, the Order in Victoria into disrepute;
- it may, by Special Resolution of its member organisations, suspend the Order's membership of, or affiliation, with KSC Aust until such time as compliance is achieved.

**72. NATIONAL COUNCILLORS PRIVILEGES**

Any member of the KSC Aust National Council who is not a member of State Council pursuant to Rule 18.1.3 of this Constitution may attend any meeting of State Council or any State Conference or Special State Conference but may participate only by leave of the meeting and is not entitled to vote on any issue before the meeting.

**73. HONOURS AND AWARDS**

KSC Aust will be the responsible body to ensure uniformity of design, wording and merit criteria for all Honours and Awards of its member or affiliate organisations.

**74. STATE CHAPLAINS**

A State Chaplain shall be entitled to attend a Triennial Conference of KSC Aust in a non-voting capacity.

**PART J - MISCELLANEOUS**

**75. INSURANCE**

The State Secretary shall effect and maintain all insurance is as legally required and such other insurance considered appropriate as determined from time to time by State Council.

**76. FUNDS - STATE COUNCIL**

76.1 The funds of the Order shall be derived from entrance fees, if any, annual subscriptions by and levies on Members, donations and such other sources as State Council may determine.

76.2 All money received by or on behalf of State Council shall be deposited forthwith, without deduction, to the credit of the authorised account/accounts of the Order .

76.3 The funds of the Order shall only be used to further the Objects of the Order in such manner as State Council determines.

- 76.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments on behalf of the Order shall be signed by any two (2) of the authorised members of the State Council or by one of such authorised members of the State Council and the State Executive Officer PROVIDED HOWEVER that, with the approval of State Council, cheques may be signed by the State Executive Officer and the Office Manager co jointly or by one of the authorised members of State Council and either the State Executive Officer or the Office Manager signing co jointly.
- 76.5 The Order will recompense Officers and employees of the Order for expenses and losses legally incurred in the discharge of their duties. Such recompense shall not apply if the expense or loss resulted from an unauthorised wilful act.

## **77. FUNDS - DIOCESE, DISTRICT AND BRANCH COUNCILS**

- 77.1 All money received by any Branch or Council of the Order shall be deposited forthwith, without deduction, to the credit of the authorised account of the Order or of such Branch or Council.
- 77.2 A Branch or Council shall, after receiving any money, properly bring such money to account in the books of the Branch or Council
- 77.3 The funds of the Branch or other Council shall only be used to further the Objects of the Order.
- 77.4 Every Branch or other Council shall keep the State Council informed concerning the finances of the Branch or Council as required.

## **78. COMMON SEAL**

- 78.1 The Common Seal of the Order shall be kept in the custody of the public officer.
- 78.2 The Common Seal shall not be affixed to any instrument except by the authority of the State Council. The affixing of the common seal shall be attested by the signature of any two (2) authorised members of State Council or by one of such authorised members of State Council and the State Executive Officer.

## **79. ORDER RECORDS, BOOKS ETC.**

- 79.1 Except as otherwise provided in this Constitution, the public officer shall keep in his custody or under his control, all records, books and other documents relating to the Order.
- 79.2 In accordance with any legal requirement, the records, books and other documents of the Order shall be open for inspection, subject to any fee as determined by State Council from time to time, and with the consent of the State Executive Officer (which consent shall not be unreasonably withheld) to any Member of the Order at any mutually acceptable time.

## **80. SERVICE OF NOTICES**

- 80.1 Where a notice is required to be given or served by or on behalf of the Order upon any Diocesan, District or Branch Council, such notice may be served either personally upon the Chairman or Secretary of the relevant Council or by sending it by post to such Chairman or Secretary at his last recorded address taken from the Register of Members.
- 80.2 Where a notice is required to be given or served by or on behalf of the Order upon any Member, such notice may be served either personally upon the member or by sending it by post to the member's last recorded address taken from the Register of Members.
- 80.3 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purpose of these Rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **81. STATE EXECUTIVE OFFICER**

A State Executive Officer (if appointed):-

- 81.1 shall be appointed as the public officer of the Order;
- 81.2 shall be responsible to State Council, through the State Chairman, for the proper function of all duties allotted to him;
- 81.3 shall attend all meetings of the State Council, State Executive and each Annual or Special State Conference and may participate, with the approval of State Council or Conference, in the business of the meeting but will have no right to vote on any issue before such meeting or conference.

**82. ALTERATION TO CONSTITUTION**

Except as provided in Rule 4, the Order Constitution may be altered, rescinded, or added to, only by a Special Resolution at a State Conference of the Order.

**83. INDEMNITY AND LEGAL PROCEEDINGS**

83.1 Every Officer of every Branch, every District, every Diocese or of the State Council for the time being of the Order shall be indemnified out of the assets of the Order against any liability arising out of the execution of the duties of his office which is incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under the Act in which relief is granted to him by the Court in respect of any negligence, default of duty or breach of trust.

83.2 No such Officer shall be liable for the acts, receipts, neglects or defaults of any other Officer of the Order or for any loss or expense happening to the Order through the insufficiency or deficiency of title of any property acquired by the Order for or on behalf of or for the insufficiency or deficiency of any security in or upon which any of the monies of the Order shall be invested or for any loss or damage arising from the bankruptcy or tortious act of any person owing monies to the Order or with whom monies securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any loss damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.

#### **84. DISSOLUTION**

If the Order be wound up in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the Order and which prohibits the distribution of its income and property amongst its Members to an extent at least as great as is imposed on the Order under or by virtue of these Rules, such institution or institutions to be determined in accordance with a Special Resolution of the Members of the Order or in the absence of such Special Resolution of the Members of the Order, by the Registrar of Incorporated Associations.

#### **85. VISITORS**

Visitors may attend any Order meeting or activity, at any level, with the prior approval of the Members present at the meeting or activity. Nothing contained in this Rule will preclude a Branch or any other Order body holding a meeting or part of a meeting in camera.

#### **86. RECOGNITION OF EXISTING ENTITLEMENTS ETC**

86.1 Laymen within the State of Victoria who were financial members of the unincorporated Order of the Knights of the Southern Cross shall, on incorporation, be Financial Members of the Order.

86.2 The State Council shall on incorporation recognise all existing Branches, Districts Divisions and Groups of the unincorporated body, together with their office-bearers, as having the same privileges and position in the incorporated Order.

86.3 The same recognition will be afforded to the different categories of Membership, or holders of various Honours and Awards.