



Constitution
of
The National Council of Priests
of
Australia Incorporated

AUGUST 2016

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1. The Name of the Incorporated Association is:

THE NATIONAL COUNCIL OF PRIESTS OF AUSTRALIA INCORPORATED
referred to herein as "the Association".

2. DEFINITIONS

In these rules, unless the contrary intention appears:-

"Associate" means a member of the Association who has been admitted to membership.

"Cleric" means any person who is a Cleric in accordance with the norms of Canon Law of the Catholic Church.

"Committee" means the Committee of Management of the Association.

"Meeting" means a general meeting of members of the Association convened in accordance with these rules.

"Member" means a member of the Association and includes an Associate.

"The Act" means the Associations Incorporation Act 1985.

"The Regulations" means the Associations Regulations 1985.

3. OBJECTS AND PURPOSES

- (1) To promote a spirit of fraternity among the members and other Clerics of the Catholic Church of Australia.
- (2) To devise ways and means for members and others to serve better the people to whom they are called to minister.
- (3) To provide a forum for the exchange of ideas and to promote the spirit of ecumenism and to establish ecumenical links.
- (4) To effect a liaison with other national bodies of religious men and women and with national bodies of laity.
- (5) To maintain contact with similar associations.
- (6) To be a consultative body to the Australian Catholic Bishops Conference.

4. POWERS

The Association shall have all the powers conferred by section 25 of the Act save and except such modifications and exclusions as are specified hereunder.

5. MEMBERSHIP

- (1) The classes of membership in the Association are -
 - Members who are a Cleric; and
 - Members who are an Associate.
- (2) Any Cleric shall be eligible to apply for membership.
- (3) Any person may apply to be an Associate member of the Association.
- (4) The application for membership shall be made in writing, signed by the applicant, and shall be in such form as the Committee shall prescribe from time to time. Upon the acceptance of the application by the Committee and upon payment of the first annual subscription the applicant shall be a member of the Association.

- (5) A member who is a Cleric shall be entitled to all of the privileges of membership in the Association including the right to stand for office and the right to vote at its general meetings.
- (6) A member who is an Associate shall be entitled to all of the privileges of membership in the Association but shall not be eligible to stand for office nor attend and vote at its general meetings.

6. SUBSCRIPTIONS

- (1) Subscription fee shall be such sum as the Committee shall determine from time to time.
- (2) The subscription fee for membership shall be payable annually on the 1st day of April in each year or such other time as the Committee shall determine from time to time.

7. CESSATION OF MEMBERSHIP

- (1) A member may resign from membership of the Association by giving written notice thereof to the secretary or public officer of the Association. Any member so resigning shall be liable for any outstanding subscription which shall be recoverable as a debt due to the Association.
- (2) Any member whose subscription is outstanding for more than three months after the due date for payment shall cease to be a member (of the Association), provided always that the Committee may reinstate such a person's membership on such terms as it thinks fit.
- (3) Any member who is a Cleric and who ceases to be a Cleric in accordance with the norms of Canon Law shall cease to be a member.

8. MEMBERS' DISCIPLINE

The procedure for disciplining members shall be determined by the Committee. Anyone who wishes to appeal a decision expelling them from membership or otherwise disciplining them may do so to a standing Committee of members of the Association established by the Committee for that sole purpose.

9. THE COMMITTEE

- (1) The affairs of the Association shall be managed and controlled exclusively by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these Rules required to be done by the Association in general meeting.
- (2) The Committee shall have the power to appoint such officers and employees as are required to carry out the objects of the Association, including a public officer required by the Act, and may discuss any matter with or delegate any of its powers to such officers and employees.
- (3) The Committee shall be comprised of the following:
 - (a) A chairperson who shall be elected by postal ballot of members and who shall hold office for three years.
 - (b) Four other persons who shall be elected by postal ballot of members and who shall hold office for three years.
- (4) All members of the Committee shall be members of the Association and no Committee member shall hold office for more than six consecutive years.
- (5) No more than two of the five members of the Committee shall be resident in any one State or Territory at any time.
- (6) A Secretary and a Treasurer shall be chosen from the members of the Committee mentioned in 3(b) by the Committee annually.
- (7) The Committee may appoint a member of the Association to fill a casual vacancy and such a Committee member shall hold office until the next election of the Committee and shall, subject to these Rules be eligible for re-election.
- (8) No person shall be eligible to stand for election unless a member of the Association has nominated him not later than midnight of September 30th immediately preceding the election by delivering the nomination of that person to the Secretary of the Association. The nomination shall be signed by the proposer, and counter-signed by the candidate nominated.
- (9) Notice of all persons seeking election to the Committee shall be posted, faxed or sent by other electronic means to all members of the Association with the notice calling the election, which notice is to contain the ballot paper. The Committee shall appoint a returning officer to receive and count the ballot and declare the results to the Secretary.
- (10) If only the required number of persons are nominated to fill existing vacancies, they shall be declared elected.

- (11) The Chairperson shall report the results of the election by post, fax or other electronic means to all members.

10. DISQUALIFICATION OF COMMITTEE MEMBERS

The office of Committee members shall become vacant if a Committee member is:

- (1) disqualified by the Act;
- (2) expelled under these rules;
- (3) permanently incapacitated by ill health;
- (4) absent without the consent of the Committee from more than three consecutive meetings.

11. PROCEEDINGS OF COMMITTEE

- (1) The Committee shall meet for the dispatch of business at least three times each financial year.
- (2) Questions arising at any meeting shall be decided by a majority of votes, and in the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberate vote.
- (3) A quorum for a meeting of the Committee shall be three members.
- (4) A member of the Committee having a pecuniary interest in a contract with the Association must disclose that interest to the Committee as required by the Act, and shall not vote with respect to that contract.

12. FINANCIAL YEAR

The financial year of the Association shall be the period ending on December 31st in each year.

13. BORROWING POWERS

- (1) Subject to this rule the Association may borrow money from banks or other financial institutions upon such terms and conditions as the Committee sees fit,

and may secure the repayment thereof by charging the property of the Association.

- (2) Subject to section 53 of the Act the Association may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Committee from time to time.

14. RULES

- (1) Subject to approval by a special resolution of the members of the Association, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such an alteration shall be registered with the Commission as required by the Act.
- (2) The registered rules shall bind the Association and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.
- (3) The Committee may make by-laws for the management of the Association.

15. THE SEAL

- (1) The Association shall have a common seal upon which its corporate name shall appear in legible characters.
- (2) The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the Chairperson and any one other of the Committee, or by any two of the Committee in the absence of the Chairperson.
- (3) The seal shall be kept in the custody of the Secretary or such person as the Committee may from time to time decide.

16. MEETINGS

- (1) The Committee may call a special general meeting of the Association at any time, but at least once every two years.
- (2) The first general meeting shall be held within eighteen (18) months after the incorporation of the Association and thereafter at least biennially.

- (3) Upon a requisition in writing of not less than 10% of the total number of members of the Association who are eligible to attend and vote at a meeting, the Committee shall within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition.
- (4) Every requisition for a special general meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (5) If a special general meeting is not convened within one month as required by sub rule (3) the requisitionists may convene a special general meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Committee, and for this purpose the Committee shall ensure that the requisitionists are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.
- (6) Subject to sub rule (7) at least fourteen days notice of any general meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of the business to be transacted at the meeting. In the case of a general meeting next following the end of a financial year, the order of the business at the meeting shall include the consideration of the accounts and reports of the Committee and auditors, the appointment of auditors, and any other business requiring consideration by the Association in general meeting.
- (7) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (8) A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post, by fax, or by other electronic means, to the address appearing in the register of members.
- (9) Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail. A notice sent by fax, or by other electronic means shall be deemed to be effected on the business day after it is sent.

17. PROCEEDINGS AT MEETINGS

- (1) 5% of financial members who are eligible to attend and vote at meetings and who are present personally or by proxy shall constitute a quorum at any general meeting.
- (2) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon the requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a

quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.

- (3) The Chairperson of the Committee, or if there shall be no Chairperson, or if the Chairperson shall retire from the chair, then one of the Committee members chosen by the meeting shall preside as Chairperson at every meeting of the Association.
- (4) If there is no such Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be the Chairperson.
- (5) The Chairperson may with the consent of any meeting at which a quorum is present, and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (6) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (7) At any general meeting a resolution put to vote shall be decided on a show of hands, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, the resolution.
- (8) If a poll is demanded by the Chairperson of the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority or not less than three quarters of the members who being entitled to do so personally or by proxy at the meeting is required.
- (9) A poll demanded on the election of the Chairperson of a meeting or on any question of an adjournment, shall be taken at the meeting and without adjournment.

18. MINUTES

- (1) Proper minutes of all proceedings of meetings of the Association and of meetings of the Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meeting.

- (3) Where minutes are entered and signed they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

19. VOTING RIGHTS

Each member who is a Cleric or his proxy shall be entitled to one vote.

20. PROXIES

A member who is a Cleric shall be entitled to appoint in writing a member who is a Cleric to be his proxy, who shall be entitled to attend and vote at any meeting of the Association.

21. ACCOUNTS

The Association shall keep such accounting records, as are necessary to record correctly and explain the financial transactions and financial position of the Association.

22. INCOME AND PROPERTY

The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members provided that nothing herein contained shall prevent the payment in good faith of remuneration to any member, officer to employee of the Association in return for any services actually rendered to the Association, nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a normal commercial rate on money borrowed from any member or reasonable or proper rent for premises to the Association let by any member.

23. DISSOLUTION AND DISPOSAL OF PROPERTY

If at a special general meeting of the Association of which not less than 21 days notice in writing has been given a resolution for the winding up of the Association shall be passed by a majority of the members present and voting the Committee shall thereupon or at such future dates as shall be specified in such resolution proceed to realise the property of the Association. If there be any surplus assets on realisation such surplus shall be distributed to any one or more of the following:

- (1) The Australian Catholic Bishops Conference for the purposes of professional development of clergy in Australia;
- (2) The Archdioceses or Dioceses in Australia for the purposes of professional development of their clergy;
- (3) Other associations having objects similar to those of the Association.