



Centacare

**Centacare
Catholic Diocese of Ballarat Inc**

Constitution

STATEMENT OF PURPOSES

1. **NAME**

The name of the association is CENTACARE, CATHOLIC DIOCESE OF BALLARAT INCORPORATED ("Centacare")

2. **MISSION**

Centacare strives to promote and advance the ministry of Catholic social welfare as part of the integral mission of the Catholic Church in the Diocese of Ballarat.

3. **STATEMENT OF VALUES**

Centacare ensures that all policies, programs and procedures:

- a) Will be faithful to the Gospel of Jesus Christ as understood by the Catholic Church and to the Social Teaching of the Catholic Church; and
- b) Will reflect the recognition that the dignity of each individual human person is inviolable, and that he/she has natural rights and duties.

4. **CODE OF ETHICS**

Centacare maintains a written Code of Ethics and in furthering Centacare's purposes, seeks to adhere to its Code of Ethics.

5. **OBJECTS**

The objects for which Centacare is established are:

- a) **Poverty Relief**
 - i) to provide direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness;
 - ii) to provide relief in the form of money, goods and services to people in necessitous circumstances;
 - iii) to plan for and assist underprivileged, neglected children and families, people who are unemployed, single parents, people with a disability, the sick, the infirm and the aged within Australia.

b) Support of the Family

- i) to provide services for the development and strengthening of family life throughout the developmental life cycle, namely:
 - pre-marriage programs;
 - marriage enrichment programs;
 - parenting programs;
 - grief programs.
- ii) to provide programs for separated and divorced people and their children

c) Catholic Identity

- i) to promote the ministry of Catholic social welfare as an integral element of the mission of the Catholic Church;
- ii) to disseminate, through publications and by any other means, the teaching of the Catholic Church in regard to the ministry of Catholic social welfare;
- iii) to make public statements, from a Catholic perspective, on matters relating to social welfare;
- iv) to assist, wherever possible, the presence and effective mission of Catholic social welfare services;
- v) to serve as a focus for the solidarity and witness of Catholics engaged in the ministry of Catholic social welfare services.

d) Prophetic Voice

- i) to seek to influence those structures in the Australian society that cause, or fail to alleviate, injustice and disadvantage;
- ii) to be a voice with and for those families and individuals in the community who suffer injustice or who are excluded from fully participating in their local communities and society at large;
- iii) to participate actively in national and state catholic networks (e.g. Catholic Welfare Australia, Catholic Social Services Vic.) in order to increase Centacare's ability to respond to its Mission.

- e) **Gift Fund**
 - i) to establish and maintain a gift fund known as the “Centacare, Catholic Diocese of Ballarat Assistance Fund” for the furtherance of these purposes;
 - ii) to apply for and maintain any endorsements necessary to conduct the gift fund as a tax deductible gift fund.

RULES

A. INTERPRETATION

1. INTERPRETATION

- a) In these Rules unless the contrary intention appears:
 - i) **Act** means the Associations Incorporation Act 1981.
 - ii) **Bishop** means the Bishop of the Catholic Diocese of Ballarat, or the Vicar General when the Bishop is absent from the Diocese, or the Administrator of the Diocese when the Diocese is vacant.
 - iii) **Bishop's Nominee** means the member appointed by the Bishop to effect communication between Centacare and the Bishop or represent the Bishop on the Board or at meetings.
 - iv) **Board** means the Board of Management of Centacare appointed in accordance with Part C of these Rules.
 - v) **Centacare** means Centacare, Catholic Diocese of Ballarat Inc.
 - vi) **Chairperson** means the person appointed by Board and approved by the Bishop as the Chairperson of Centacare
 - vii) **Clause** means a Clause contained in these Rules.
 - viii) **Code of Ethics** means the code adopted in accordance with Clause 25 and attached to these Rules as Schedule One.
 - ix) **Executive Director** means the person holding the appointment of Executive Director of Centacare from the Bishop.
 - x) **General Meeting** includes both Annual General Meetings and Special General Meetings.
 - xi) **Gift Fund** means Centacare, Catholic Diocese of Ballarat Assistance Fund established in accordance with Rule 20.
 - xii) **Member** means any person made a member by the Bishop.
 - xiii) **Mission** means the Mission of Centacare as stated in the Statement of Purposes of Centacare, Catholic Diocese of Ballarat Inc.
 - xiv) **Objects** means the Objects of Centacare as stated in the Statement of Purposes of Centacare, Catholic Diocese of Ballarat Inc.
 - xv) The phrase "**Opinion of the Board**" means a resolution which is passed by a simple majority of the Board.

- xvi) **Person** means a natural person.
 - xvii) **Special Resolution** means a resolution that requires the support of at least 75% of the members and, in addition, the support of the Bishop or in his absence, his nominee.
 - xviii) **Statement of Purposes** means the Statement of Purposes of Centacare, Catholic Diocese of Ballarat Inc.
 - xix) **Year** means the financial year covering the period from the first day of July in any year to the thirtieth day of June in the following year inclusive.
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- b) Words importing the singular only, include the plural and vice versa.
 - c) Words importing the masculine gender only, include the feminine gender and vice versa.
 - d) Words importing persons include organisations

B. MEMBERSHIP

2. APPOINTMENT OF MEMBERS AND CONDITIONS OF MEMBERSHIP

- a) The members of Centacare shall be those persons who are from time to time appointed by the Bishop in accordance with these Rules and the Code of Ethics
- b) No person employed by the Catholic Diocese of Ballarat whose tasks primarily involve Centacare shall be entitled to be appointed as a member of Centacare.
- c) The Bishop, when appointing persons as a Member of the Board shall take into account, inter alia, their competence and expertise in the areas of management, mission, canon and civil law, clinical practice, social welfare administration, geographic issues, service delivery and ethical issues, as well as their understanding of and commitment to the ministry of Catholic social welfare services as an integral element of the mission of the Catholic Church.
- d) All persons accepting nomination must provide such information which the Board requires them to provide from time to time to fulfil their obligations as members.
- e) Membership, and the rights attached to membership, may not be transferred.

3. ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- a) There shall be no entrance fees, annual subscriptions or other fees payable by members with respect to their membership.

4. REGISTER OF MEMBERS

- a) The Secretary shall keep and maintain a Register of Members of Centacare in which shall be entered the full name and address and date of entry of each member.
- b) The Register of Members shall be available for inspection by members at the Office of Centacare.
- c) In the event that the Board does not elect a secretary, the functions of the secretary shall be performed by the Executive Director.

5. RIGHTS OF MEMBERS

- a) Each member shall have the same rights, privileges and conditions as all other members of Centacare and each member may vote in any resolution put to members at an Annual General Meeting;
- b) The right, privilege or obligation a member of Centacare has by reason of being a member of Centacare:

- i) is not capable of being transferred or transmitted to another person or organisation; and
- ii) terminates upon cessation of the membership of Centacare.

6. CESSATION OF MEMBERSHIP

- a) A member ceases to be a member of Centacare if the member:
 - i) resigns in writing to the Bishop from membership of Centacare; or
 - ii) is expelled in accordance with a procedure adopted pursuant to Clause 6(c).
- b) A member desiring to resign from Centacare may do so at any time by delivering or forwarding by post to the Secretary a written notice of resignation.
- c) If in the opinion of the Board, a member has refused or neglected to comply with the provisions of the Statement of Purposes or these Rules or has acted in such manner as contravenes the Code of Ethics or has been guilty of conduct unbecoming a member or prejudicial to the interest of Centacare or the Catholic Church, it shall recommend to the Bishop that the member be suspended or expelled from membership of Centacare.
- d) A member who has resigned, had his membership terminated, had his membership suspended or ceased to be a member shall not be entitled to any rights and privileges of a member.
- e) The Bishop may, upon a member ceasing to be a member, appoint any person as a temporary or permanent member to ensure that Centacare at all times has the minimum number of members prescribed by the Act.

C. THE BOARD

7. APPOINTMENT OF BOARD

- a) Upon being appointed as a member, a person shall become a member of the Board.
- b) No person who is an employee of Centacare shall be entitled to be appointed as a member of the Board.

8. TERM OF OFFICE

- a) Members of the Board, excluding the Bishop or his nominee, shall hold office for a term of four (4) years and shall be eligible for reappointment for subsequent terms of office of four (4) years.

9. VACANCIES

- a) The office of a member of the Board becomes vacant if that person:
 - i) dies;
 - ii) resigns from office by notice in writing to the Chairperson;
 - iii) becomes an employee of Centacare;
 - iv) has, in the opinion of the Board, refused or neglected to comply with the provisions of the Statement of Purposes, these Rules or has acted in such manner as contravenes the Code of Ethics;
 - v) is convicted of a criminal offence requiring custodial sentence;
 - vi) is declared of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - vii) becomes bankrupt or makes any arrangement or composition with their creditors generally.
- b) The Bishop may remove a person from the office of the Board where he has been guilty of conduct unbecoming or prejudicial to the interest of Centacare or the Catholic Church.
- c) The Bishop may, subject to these Rules and the Code of Ethics, appoint any person to be a member of Centacare and a member of the Board to fill any position vacated under Clause 9(a) or (b).

10. POWERS AND PROCEEDINGS OF THE BOARD

- a) The Board shall, subject to any resolution of the members of Centacare passed in General Meeting, have the management and control of Centacare in the furtherance of:
 - i) the purposes set out in the Statement of Purposes;
 - ii) the wishes of the Bishop.
- b) The Board shall meet at least ten times each year at such time and at such place as the Board may from time to time determine.
- c) At meetings of the Board a number of persons which is not less than two thirds (2/3) of the number of the members of the Board shall constitute a quorum.
- d) No business shall be transacted at any such meeting unless a quorum is present at the time the Meeting proceeds to business.

- e) The Chairperson of the Board shall preside at all meetings of Centacare or if he is not present within fifteen (15) minutes after the time appointed for the holding of the Meeting, then the Deputy Chairperson shall preside as chairperson at the meeting. In the absence of both the Chairperson and Deputy Chairperson then the Members of the Board present shall elect one of their number to be chairperson of the meeting.
- f) Subject to these Rules the procedure to be followed at a meeting of the Board shall be as the Board shall determine.
- g) The Chairperson of the Board may at any time request the members of the Board to convene a meeting of the Board.
- h) A meeting of the Board may be held with one or more of its members participating by telephone, audio-visual link up or other instantaneous communication medium, provided that the Meeting is conducted so that all participating members of the Board are able to hear the proceedings of the entire Meeting and are able to be heard by all others attending the Meeting. Such a Meeting shall be deemed to be held at such place as is agreed upon by the Board being a place at which at least one member of the Board was present for the duration of the Meeting. A minute of the proceedings of such a Meeting shall be sufficient evidence of the proceedings and the observance of all necessary formalities if the Board certifies it as a correct minute.
- i) Questions arising at a meeting of the Board shall be decided by a majority of votes of the members of the Board present and voting, and any such decision shall for all purposes be deemed to be a decision of the Board.
- j) Prior to voting on any matter, and upon the motion of either the Bishop, or in his absence, his nominee or a majority of members of the Board, a debate may be adjourned for the purpose of seeking advice from any relevant person or body.
- k) In the case of an equality of votes the Bishop, or in his absence, his nominee shall have the casting vote.
- l) In the event that a member of the Board is unable to attend a meeting of Centacare that person may cast a vote by proxy on the condition that the Chairperson receives written notification of the proxy vote from that person prior to the commencement of the Meeting.
- m) If all the members of the Board have signed a document containing a statement that they are in favour of a resolution of the Board in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Board held on the day on which the document was signed and at the time at which the document was last signed by a member of the Board or if the members signed the document on different days, on the day on which and the time at which the document was last signed by a member of the Board.
- n) All acts done by any meeting of the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards

discovered that there was some defect in the appointment or election of any such member of the Board or that there was a vacancy in the office of member of the Board or that any of them were disqualified, be as valid as if the defect, vacancy or disqualification did not exist and the Board was fully and properly constituted.

- o) The Chairperson shall, in consultation with the Executive Director, determine the Agenda of all meetings of Centacare.

D. OTHER BODIES AND POSITIONS

11. EXECUTIVE COMMITTEE

- a) The Board shall establish from amongst its members an Executive Committee and shall delegate to the Executive Committee responsibility for the supervision of the affairs of Centacare between meetings of the Board.
- b) The members shall elect the Executive Committee (except for the Bishop) at the Annual General Meeting
- c) The Executive Committee shall be accountable to the Board for its activities.
- d) The Executive Committee shall consist of five (5) members of the Board and shall include the following:
 - i) Chairperson;
 - ii) Bishop or his nominee;
 - iii) Deputy Chairperson;
 - iv) Treasurer; and
 - v) Secretary.
- e) Subject to these Rules, members of the Executive Committee may be selected for unlimited successive terms.
- f) The election of members to the Executive Committee at the Annual General Meeting shall take place in the following order:
 - i) Chairperson;
 - ii) Deputy Chairperson;
 - iii) Treasurer;
 - iv) Secretary.
- g) In the event that no more than the required number of candidates shall be nominated for any position of the Executive Committee those so nominated, having accepted the nomination, shall be declared elected.

- h) Elections for membership of the Executive Committee shall be held by secret ballot and all members of the Board shall be eligible to cast a vote. The candidate recording the largest number of votes shall be declared elected. In the event of a tied vote, further ballots shall be taken until a majority for one candidate is attained.

12. **WORKING PARTIES**

- a) The Board may at any time appoint a Working Party or Working Parties from amongst its members and other persons co-opted by the Board.
- b) The function(s) of any such Working Party and the terms of reference of each such Working Party shall be as determined by the Board.
- c) All persons appointed by the Board to a Working Party shall be appointed for a term of office determined by the Board.
- d) A Working Party shall have a convenor who shall be responsible for convening and chairing all meetings of the Standing Committee.
- e) The convenor of every Working Party shall be appointed by the Board and shall be a member of the Board.
- f) The convenor of a Working Party shall cause regular reports of its activities to be provided to the Board as requested by the Board and shall formally tender to the Board such advice concerning specific subject matter as requested by the Board.
- g) The Board at its discretion may dissolve a Working Party.

13. **EXECUTIVE DIRECTOR**

- a) The Executive Director shall be responsible for implementing the policies of Centacare in accordance with the Statement of Purposes, these Rules and the Code of Ethics.
- b) The Executive Director shall be responsible for the management of the day-to-day activities of Centacare.
- c) The Executive Director shall:
 - i) give appropriate notices of all Annual General Meetings and General Meetings of Centacare, of all meetings of the Board and of all meetings of the Executive Committee;
 - ii) provide for appropriate minutes and records of all meetings of Centacare, the Board, the Executive Committee and any Working Parties to be kept;
 - iii) attend to all correspondence; and

- iv) cause financial and other reports to be prepared as laid down in these Rules.
- d) The Executive Director, or his nominee, shall attend all meetings of:
 - i) the Board,
 - ii) the Executive Committee and,
 - iii) any Working Party established by the Board.
- e) The Executive Director shall be responsible for the hiring and dismissal of staff employed by Centacare.
- f) The Board shall ensure the Executive Director possesses appropriate tertiary qualifications and has had appropriate experience in the field of social welfare management at a national and/or local level.
- g) The Board shall appoint a sub-committee, which shall include the Bishop or in his absence, his nominee, to advise the Board as to the appointment or re-appointment of the Executive Director.
- h) The Bishop, after being advised by the Board, shall appoint the Executive Director for an initial period not exceeding five (5) years.
- i) The Executive Director may only be dismissed by the Bishop following a recommendation to do so passed by a special resolution of the Board.
- j) The Executive Director shall resign to the Bishop, who alone has authority to receive such a resignation.

14. **BISHOP**

- a) The Bishop, or in his absence, his Nominee shall have the casting vote on all matters.
- b) In the absence of both the Bishop and his Nominee, the Chairperson of any meeting shall have the casting vote, except in the case of a special resolution.
- c) Where a special resolution is required, the vote of the Bishop, or in his absence, his Nominee shall account for 30% of all votes cast.

E. MEETINGS

15. ANNUAL GENERAL MEETING

- a) Centacare shall hold an Annual General Meeting at a time and place determined by the Board within the period of four months after the end of the financial year of Centacare,
- b) The Executive Director shall cause to be sent to each member of Centacare a notice in writing of the Annual General Meeting at least twenty-eight (28) days before that Annual General Meeting. There shall be no extra notice required where a special resolution is to be considered at that Meeting
- c) It is not necessary for a notice of an Annual General Meeting to state that the business to be transacted at the meeting includes the consideration of accounts and the reports of the Board and auditors, or the fixing of the remuneration of the auditors.
- d) The following business shall be attended to at the Annual General Meeting:
 - i) confirmation of the minutes of the last preceding Annual General Meeting;
 - ii) the Annual Report of Centacare and other reports from the Board concerning the activities of Centacare during the preceding year;
 - iii) the audited statements of Centacare and of the Gift Fund;
 - iv) election of the Executive Committee;
 - v) any special resolutions; and
 - vi) any other matters raised by the Board.
- e) A number of persons which is not less than two thirds (2/3) of the number of the members shall constitute a quorum at any General Meeting.
- f) The Annual General Meeting shall be in addition to any other General Meetings that may be held in the same year.
- g) In the event that a member is unable to attend the Annual General Meeting, that person may cast a vote by proxy on the condition that the Chairperson receives written notification of the proxy vote from that person prior to the commencement of the Meeting.

16. SPECIAL GENERAL MEETINGS

- a) All other general meetings of members other than the Annual General Meeting shall be called Special General Meetings.
- b) Special General Meetings shall be held upon the written request of two (2) members to the Chairperson.
- c) The requisition for a Special General Meeting shall state in writing the motions to put to the meeting and shall be signed by two or more of the members.
- d) The Chairperson shall cause a Special General Meeting of Centacare to take place within thirty (30) days of receipt of the request that such a meeting be held.
- e) The Board shall determine the time, the place and the method for convening a Special General Meeting.
- f) If the Chairperson does not cause a Special General Meeting to be held within thirty (30) days of sending the request that such a meeting be held, the members making the request may convene a Special General Meeting to be held not later than three (3) months after that date.
- g) In the event that a member is unable to attend a Special General Meeting, that person may cast a vote by proxy on the condition that the Chairperson receives written notification of the proxy vote from that person prior to the commencement of the Meeting.
- h) If all the members of Centacare have signed a document containing a statement that they are in favour of a resolution of Centacare in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a General Meeting on the day on which the document was signed and at the time at which the document was last signed by a Member or if the members signed the document on different days, on the day on which and the time at which the document was last signed by a member of Centacare

17. SPECIAL RESOLUTIONS

- a) Where any resolution must, under these Rules or the Act, be passed by a special resolution, then notwithstanding that 75% of members may have voted in favour of the resolution, the resolution shall not be deemed to have been passed unless the Bishop or in his absence, his Nominee has voted in favour of the resolution.

F. ADMINISTRATION AND MISCELLANEOUS

18. FINANCES

- a) The Board shall ensure that true accounts and records shall be kept of:
 - i) all sums of money received and expended by Centacare and the matter in respect of which the receipt or expenditure takes place;
 - ii) the property, credits and liabilities of Centacare.
- b) The funds of Centacare shall be banked in the name of "Centacare, Catholic Diocese of Ballarat Inc" in such a bank or financial institution as the Board may from time to time determine.
- c) The Executive Director shall cause proper books and accounts to be kept and maintained in accord with Australian Accounting Standards showing the financial affairs of Centacare and the particulars usually shown in books of a like nature.
- d) All moneys shall be banked as soon as practicable upon receipt of them.
- e) All accounts shall be paid by cheque signed by any two (2) persons who hold a delegation from the Board, in the case of the Executive Director, or from the Executive Director, in the case of employees of Centacare, to be the designated Signing Officers.
- f) Cheques shall be crossed "Not Negotiable" except those in payment of wages and allowances of petty cash recoupment which may be open.
- g) The Executive Director shall determine the amount of petty cash, which shall be kept, on the imprest system.
- h) Income shall be derived from:
 - i) Grants from the Bishop;
 - ii) Voluntary donations and public subscriptions from sources approved by the Board;
 - iii) Grants from the Commonwealth Government or a State/Territory Government that are in keeping with the Mission and the Objects of Centacare;
 - iv) Revenue derived from the performance of secretarial, consultancy or management functions for related bodies;
 - v) Other sources at the discretion of the Board.

19. AUDIT AND APPOINTMENT OF AUDITOR

- a) As soon as practicable after the end of the financial year of Centacare the Executive Director shall cause to be prepared a statement of receipts and payments, income and expenditure and a balance sheet for the financial year just ended.
- b) All such statements shall be examined by an independent auditor appointed by Centacare who shall present a report upon such audit to the Executive Director prior to holding the next Annual General Meeting following the completion of Centacare's financial year in respect of which such audit was made.
- c) At the Annual General Meeting of Centacare, the Board shall appoint an Auditor who is authorised as an Auditor in the State or Territory in which the Office of Centacare is located.

20. GIFT FUND

- a) The Board shall establish and maintain a gift fund to be known as "Centacare, Catholic Diocese of Ballarat Assistance Fund" ("the Fund").
- b) The Board shall act as Trustees of the Fund ("the Trustees").
- c) The Fund is established to further the objects set out in Clause 5 of the Statement of Purposes ("the objects of the Fund"), and in doing so the Trustees shall have the following powers:
 - i) to accept gifts of money or property, and to apply any gifts of money or property with a value greater than \$100, in accordance with the wishes of the donor PROVIDED THAT the Trustees shall not apply any such gift or property except in a manner consistent with the purposes of the Fund;
 - ii) to invest funds of the Fund in property or in such other matters as the Trustees may determine from time to time;
 - iii) to receive the proceeds of the sale of gifted property;
 - iv) to receive interest, dividends, rent or other investments returns from gifted money or property;
 - v) to raise money on the security of the property or any part of it, or otherwise on such terms or conditions as to the Trustees shall appear desirable;
 - vi) to invest money in any investment of which they approve or in the purchase or improvement of any land or property or any interest in land or property and to vary and transpose any such investments from time to time;
 - vii) to pay all expenses and outgoings as may be incurred in relation to the trusts from time to time reposed in them;

- viii) to demise or let the property for such terms at such rent and with or without taking a premium, fine or foregift and subject to such provisions as to the trustees shall appear desirable;
- ix) to accept surrender of leases upon such terms and subject to such conditions as to the trustees shall appear desirable;
- x) to employ, appoint and remove or suspend and pay such officers, clerks, servants or persons either for temporary or special services as they may from time to time deem necessary, and to determine their duties and powers and fix their salaries and remuneration and (if considered necessary) to require security of such amount as they may deem fit for the proper and efficient discharge of such duties;
- xi) to improve, repair and maintain and insure against loss or damage by fire any of the property, and to discharge out of income or capital all outgoings properly payable in respect of the property without prejudice to the right of the trustees to make it a condition of letting any person into the possession of any of the property (whether as tenant at will or otherwise) that such person shall pay and discharge all or any part of such outgoings;
- xii) to apply for and do all things necessary to maintain endorsement as a Deductible Gift Recipient and as an Income Tax Exempt entity or fund in accordance with the Income Tax Assessment Act 1997;
- xiii) to delegate the exercise or all or any of the powers conferred on the Trustees by this Clause 20 to any person or body and to pay the reasonable professional charges of any person or body retained to advise or assist with the management of the Fund;
- xiv) to make donations or gifts to persons or groups with similar purposes, PROVIDED THAT any such person or group must limit the distribution of profit and asset to at least the same extent as this Deed;
- xv) to conduct workshops, conferences, seminars, discussion groups and other activities which are likely to promote the purposes of the Fund, including but not limited to the production and distribution of newsletters, flyers, brochures and other publications informing donors of the activities of the foundation and the progress of relevant research and developments.
- xvi) to do and carry out all such matters and things as are likely to promote and necessary to achieve the purposes set out in Clause 2.1.

- d) Notwithstanding any of the powers set out in paragraph c):
 - i) the Trustees may only apply the funds of the Fund for the benefit of persons, bodies or purposes which are resident of or substantially connected with Australia; and
 - ii) the Trustees shall not accept on behalf of the Fund any income whatsoever from:
 - a) sponsorship;
 - b) commercial activities; or
 - c) raffles, auctions or fundraising dinners.
- e) The Trustees shall establish and maintain a separate bank account for the Fund, which may be operated by the Executive Director and any other person duly authorised by the Trustees
- f) The Trustees shall not deposit any amount in any account opened pursuant to paragraph 20(e) unless the same is received for the purpose of furthering the objects of the Fund.
- g) The Trustees shall keep separate, complete and accurate records of all receipts and expenditures on account of the Fund.
- h) The Fund shall be audited annually, in accordance with Clause 19.
- i) The Trustees shall report on the activities of the Fund from time to time to the Bishop and to the Members at the Annual General Meeting
- j) The Trustees shall be entitled to be indemnified out of the assets of the Fund against liabilities incurred by it in the exercise of any of the powers conferred upon them.
- k) The Fund may be wound up:
 - i) by special resolution of the Members of Centacare;
 - ii) by order of a Court;
 - iii) in any event, on 30th June 2079.
- l) In the event that the Fund is wound up, any surplus assets remaining after payment of the Fund's liabilities shall be transferred to another institution or fund:
 - i) with similar purposes; and
 - ii) which is not carried on for the purpose of profit or gain to its members; and
 - iii) which limits the distribution of its assets to at least the same extent as herein provided; and
 - iv) which is endorsed as a Deductible Gift Recipient under Division 30 of the Income Tax Assessment Act 1997.

21. COMMON SEAL, RECORDS AND ADMINISTRATION

- a) The common seal of Centacare shall be kept in the custody of the Secretary.
- b) The common seal must not be affixed to any instrument except on the authority of the Board.
- c) The affixing of the common seal must be witnessed by:
 - i) Any two members of the Executive Committee;
 - ii) The Bishop and any member of the Board; or
 - iii) The Executive Director and any member of the Board.
- d) All books of account, documents, records and securities of Centacare shall be kept at the Office of Centacare and shall be available for inspection by all members at such times and upon such conditions as the Board shall from time to time determine.

22. INDEMNITY

- a) Every member of the Board, Officer, Secretary, Treasurer, Auditor, employee and agent of Centacare shall be entitled to be indemnified out of the property of Centacare against any liability incurred by them in their capacity as Member of the Board, Officer, Secretary, Treasurer, Auditor, employee and agent in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Law in which relief is granted to them by any Court of competent jurisdiction, PROVIDED THAT such liability does not arise as a result of the negligence, act or omission of that person.

23. AMENDMENTS TO RULES AND STATEMENT OF PURPOSES

- a) These rules may not be amended except by special resolution of the members passed in accordance with the Act and Clause 17.
- b) The Statement of Purposes may not be amended except by special resolution of the members passed in accordance with the Act and Clause 17.
- c) Notwithstanding paragraphs (a) and (b), the members shall not have the power to amend Clause 20(1) except with the approval of the Commissioner of Taxation.

24. WINDING UP

- a) Centacare may be wound up only :
 - i) in accordance with the Act; and
 - ii) in the case of a special resolution to wind up, in accordance with Clause 17.
- b) Where such a winding up or dissolution of Centacare takes place, the minutes, records and book of accounts and all other documentation, whether in paper form or in electronic form, of Centacare shall be transmitted to the Bishop.
- c) In the event that Centacare is wound up or the incorporation of Centacare is cancelled, any surplus assets remaining after the payment of Centacare's liabilities shall be transferred to another organisation nominated by the Bishop and having similar purposes and which is not carried on for profit or gain to its individual members.

Where such a winding up or dissolution of Centacare takes place, those unexpended funds provided by the Diocese, government or other organisations at the time of winding up shall be returned to the funding body in line with the funding agreement.

25. CODE OF ETHICS

- a) The Board shall at all times maintain a written Code of Ethics together with any such documentation regarding procedures for the promotion and maintenance of the principles outlined in the Code.
- b) The Code of Ethics shall be Schedule 1 to these Rules.
- c) The Board shall ensure that a review of the Code of Ethics occurs each three (3) year period.
- d) The revised Code of Ethics shall be presented to the members for endorsement at an Annual General Meeting.
- e) Copies of the Code of Ethics shall be available to all members and to the public.

26. DISPUTES AND MEDIATION

- a) The grievance procedure set out in this rule applies to disputes under these Rules between:-
 - i) a member and another member; or
 - ii) a member and Centacare.

- b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d) The mediator must be a person chosen by the Bishop.
- e) A member of Centacare can be a mediator, provided that the mediator cannot be a member who is a party to the dispute.
- f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- g) The mediator, in conducting the mediation, must:-
 - i) give the parties to the mediation process every opportunity to be heard; and
 - ii) allow due consideration by all parties of any written statement submitted by any party; and
 - iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process; and
 - iv) comply with these Rules and the Code of Ethics.
- h) The mediator must not determine the dispute.
- i) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.