

Level 2, 99 Frome Street  
Adelaide SA 5000

Telephone: +61 8 8111 4000  
email: [admin@oloughlins.com.au](mailto:admin@oloughlins.com.au)

**O** LAWYERS **Loughlins**

## **Rules of The Society of Saint Hilarion Inc**

*Associations Incorporation Act 1985*

## Table of Contents

1.	Name .....	1
2.	Definitions and interpretation .....	1
3.	Objects or purposes of the Society .....	3
4.	Powers of the Society.....	4
5.	Membership.....	4
6.	The Board.....	6
7.	Nominations Committee .....	10
8.	Religious & Cultural Sub-committee .....	11
9.	Sub-committees .....	11
10.	Chairperson and Deputy Chairperson.....	12
11.	Chief Executive Officer and Senior Staff.....	12
12.	Procurators .....	13
13.	Common seal and execution of documents .....	14
14.	General Meetings .....	14
15.	Prayer, Motto and Christian Ethos .....	17
16.	Minutes.....	17
17.	Dispute resolution .....	18
18.	Financial reporting.....	18
19.	Indemnity and Insurance .....	19
20.	Prohibition against securing profits for Members .....	20
21.	Winding up .....	20
22.	Application of surplus assets.....	20
23.	Rules .....	21
24.	Transitional provisions.....	21

1. **Name**

The name of the incorporated Association is 'The Society of Saint Hilarion Incorporated' (**the Society**).

2. **Definitions and interpretation**

2.1 **Definitions**

In these rules, the following terms have the following meanings:

**ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), as amended from time to time, or any Act that replaces that Act;

**Act** means the *Associations Incorporation Act 1985* (SA), as amended from time to time, or any Act that replaces that Act;

**Aged Care Act** means the *Aged Care Act 1997* (Cth) as amended from time to time, or any Act that replaces that Act;

**ACQSC Act** means the *Aged Care Quality and Safety Commission Act 2018* (Cth) as amended from time to time, or any Act that replaces that Act;

**Annual General Meeting** means the annual general meeting of the Society required to be held under the Act and these rules;

**Board** means the board of the Society, which constitutes the committee of management of the Society for the purposes of the Act;

**Board Member** means a member of the Board;

**Chief Executive Officer** means the chief executive officer or other person appointed by the Board as its senior employee responsible for the overall administration of the business affairs of the Society;

**Disqualified Individual** means a person who is disqualified from holding, or otherwise not permitted or not suitable to hold, office as a Board Member (or to serve as a responsible person or responsible entity) under:

- (a) the Act;
- (b) the Aged Care Act;
- (c) the ACNC Act;
- (d) the *Corporations Act 2001* (Cth); or
- (e) any other legislation governing the provision of services of the type provided by the Society;

**Electronic Means** means:

- (a) in relation to a notice to be given under these rules, any electronic means of giving notice, including by email to the recipient's email address recorded by the Society, or by being made available on a website to which the person is directed;
- (b) in relation to any meeting called under these rules, means the use of any form of technology or electronic communication that enables participation in a meeting without the participants needing to be physically present in the same place, and where each participant is able to communicate contemporaneously with each other participant when making any deliberation, or taking part in any vote, during the meeting;
- (c) in relation to the passing of a circulating resolution, means the use of any electronic means of circulating a document or statement for approval and includes a document or statement:
  - (1) in electronic or digital form, including facsimile or email transmission, or within a secure online voting system or other electronic communication system; and
  - (2) signed or authorised using electronic signature or other digital form of acknowledgement that identifies the person and their response to the resolution; and
- (d) includes any other method of giving notices, holding or participating in a meeting remotely, or passing a resolution that is permitted under the Act;

**General Meeting** means a general meeting of Members of the Society convened in accordance with these rules;

**Member** means a member of the Society;

**month** means a calendar month;

**Ordinary Resolution** means a resolution passed by a simple majority of Members present and entitled to vote;

**Public Officer** means the public officer of the Society appointed under clause 6.1(d);

**Procurator** means a person holding office as a procurator under paragraph 12 of these rules;

**Provincial** means the Provincial or Superior or other priest in charge from time to time of the Scalabrini Congregation in Australia;

**Religious & Cultural Sub-Committee** means the religious and cultural sub-committee of the Society established under clause **Error! Reference source not found.**;

**Scalabrini Congregation** means the persons from time to time constituting the religious congregation known as the Pious Society of St Charles;

**Special Resolution** means a special resolution as defined in the Act;

**year** or **years** in respect of the election of an office holder means the period from such office holder's election or appointment until the subsequent Annual General Meeting.

## 2.2 Interpretation

In these rules:

- (a) words signifying the singular include the plural and vice versa, where the context allows;
- (b) words and expressions used in these rules will be interpreted in accordance with the Act unless expressly stated to the contrary;
- (c) a reference to any legislation or any provision of any legislation includes all regulations, orders and instruments issued under the legislation or provision, and any modification, consolidation, amendment, reenactment, replacement or codification of any legislation or provision of any legislation; and
- (d) any reference to an Ordinary Member exercising any right under these rules means an Ordinary Member whose subscription is not outstanding.

## 3. Objects or purposes of the Society

3.1 The objects of the Society are:

- (a) to provide relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness to persons in need without any expectation of gain of favour and in particular and without limiting the generality of this clause, to assist and provide accommodation for the aged, infirm and/or disabled;
- (b) to provide suitable and adequate nursing home, rest home or hostel facilities or similar accommodation or relief particularly for the benefit of Italian speaking aged, infirm and/or disabled persons;
- (c) through the above objects to:
  - (1) serve and honour God under the patronage of St Hilarion;
  - (2) to promote devotion to and awareness of St Hilarion; and
  - (3) to embrace the ethos and stated purposes of the Scalabrini Congregation as enunciated by the Provincial.

3.2 In support of its objects, the Society will:

- (a) hold the annual feast in honour of St Hilarion which will be held in the month of October, on the 21<sup>st</sup> October or the first Sunday after that date;

- (b) foster harmonious relations in the South Australian Italian community and assist further integration with other community groups; and
- (c) conduct various other religious, cultural, social and sporting interests and activities.

#### 4. Powers of the Society

For the purposes of achieving its objects, the Society:

- 4.1 will have all the powers conferred by section 25 of the Act;
- 4.2 without limiting clause 4.1, will have the power to:
  - (a) take any gift of property real or personal or whether subject to any special trust or not for any one or more of the objects of the Society;
  - (b) give any indemnity and any security for any such indemnity over all or any part of the assets of the Society;
  - (c) employ and dismiss employees and contractors as considered necessary by the Board and on terms determined by the Board; and
  - (d) conduct, operate and manage any nursing home, rest home or hostel type accommodation; and
- 4.3 can do anything else that may be conducive to achieving its objects.

#### 5. Membership

##### 5.1 Types

The Society will have the following classes of membership:

- (a) **Ordinary Members**
  - (1) Any person aged 18 years or over may apply in writing to be an Ordinary Member using the form approved by the Board from time to time.
  - (2) The application must be supported by at least one Ordinary or Honorary Life Member and will be considered by the Board at its next meeting, and on approval of the application by the Board and payment of any subscription, the applicant will become an Ordinary Member of the Society.
  - (3) An Ordinary Member is entitled to vote at General Meetings.
- (b) **Junior Members**
  - (1) Any person under the aged of 18 years may apply in writing to be a Junior Member using the form approved by the Board from time to time.

- (2) The application must be supported by at least one Ordinary or Honorary Member and will be considered by the Board at its next meeting, and on approval of the application by the Board and payment of any subscription, the applicant will become a Junior Member of the Society.
- (3) A Junior Member is not entitled to receive notice of or vote at General Meetings.

(c) ***Honorary Life Members***

- (1) A Member may be made an Honorary Life Member by an Ordinary Resolution at a General Meeting of the Society if that person has provided service of an exceptional nature for the benefit of the Society.
- (2) Any nomination of a person to become an Honorary Life Member must first be submitted to the Board and Procurators and approved by the Board and Procurators prior to the General Meeting.
- (3) Subject to clause 5.4, a person who has been made an Honorary Life Member will continue and remain an Honorary Life Member for the life of that person.
- (4) An Honorary Life Member is entitled to vote at General Meetings.

- (d) A body corporate is not eligible to be a Member.

**5.2 Subscriptions**

- (a) The Board may from time to time determine the subscription fees (if any) for Ordinary and Junior Members.
- (b) The subscription fees for Ordinary and Junior Members are payable annually on 1 January or at a time that the Board determines.
- (c) Apart from any initial payment, no subscription is payable by an Honorary Life Member.
- (d) Any Member whose subscription is outstanding for more than three months after the due date for payment will cease to be a Member of the Society. However, the Board may reinstate a person's membership on terms determined by the Board.

**5.3 Resignations**

A Member may resign from membership of the Society by giving written notice to the Secretary. Any resigning Member remains liable for any outstanding subscriptions which may be recovered as a debt due to the Society.

#### 5.4 **Expulsion of a Member**

- (a) Subject to giving a Member an opportunity to be heard or to make a written submission, the Board may resolve to expel a Member for:
  - (1) misconduct detrimental to the interests of the Society; or
  - (2) refusal or failure to comply with these rules.
- (b) Details of the reason for expulsion must be communicated to the Member at least one month before the meeting of the Board at which the matter will be determined.
- (c) The determination of the Board will be communicated to the Member. If the Board resolves to expel the Member, the Member will (subject to clause 5.4(d) below) cease to be a Member 14 days after the Board has communicated its determination to the Member.
- (d) A Member may appeal their expulsion to the Society at a General Meeting. The intention to appeal must be communicated to the Secretary or Public Officer of the Society within 14 days after the determination of the Board has been communicated to the Member.
- (e) If there is an appeal under clause 5.4(d) above, the appellant's membership of the Society will not be terminated unless the determination of the Board to expel the Member is upheld by at least 75% of the Members of the Society present and entitled to vote at the General Meeting (after the appellant has been heard by the Members of the Society), and if the determination is upheld, Membership will be terminated at the date of the General Meeting at which the determination of the Board is upheld.

#### 5.5 **Register of Members**

The Secretary must maintain a register of Members containing:

- (a) The name and address of each Member
- (b) The date on which each Member was admitted to the Society, and the category of membership, and
- (c) If applicable, the date of and reason(s) for termination of membership.

### 6. **The Board**

#### 6.1 **Powers and duties**

- (a) Subject to these rules, the affairs of the Society will be managed and controlled by the Board which, in addition to any powers and authorities conferred by these rules, may exercise all powers and do all things as are within the objects of the Society, and are not by the Act or by these rules required to be done by the Society in General Meeting.



- (b) Subject to these rules, the Board has the management and control of the funds and other property of the Society.
- (c) The Board has authority to interpret the meaning of these rules and any other matter relating to the affairs of the Society on which these rules are silent.
- (d) The Board must appoint a Public Officer as required by the Act. If the Society has a Chief Executive Officer, that person may be appointed as Public Officer.

## 6.2 **Appointment of Board Members**

- (a) The Board will be comprised of:
  - (1) not less than 5 Board Members appointed under clause 6.2(c); and
  - (2) one Procurator nominated by the Procurators jointly from time to time as a Board Member.
- (b) A Board Member must be a natural person. Employees of the Society are not eligible for appointment as Board Members.
- (c) A person (other than a Procurator appointed as a Board Member) is appointed as a Board Member if:
  - (1) the Nominations Committee has recommended to the Board that the person be appointed to the Board;
  - (2) the Board has approved the recommendation; and
  - (3) the appointment has been ratified by the Members of the Society at a General Meeting.
- (d) A motion for ratification of the appointment of a Board Member may only be opposed at a General Meeting if:
  - (1) material information adverse to the appointment is identified and the Nominations Committee confirms in writing to the Board that it was not aware of that information at the time of giving its approval; and
  - (2) evidence of material information is provided to the Society for distribution to Members (in a manner and at time as the Board determines having regard to the nature of the information) prior to the relevant General Meeting.
- (e) If any evidentiary material is provided in relation to a motion for ratification, the candidate for appointment to the Board to whom it relates will be entitled to respond (and provide any relevant supporting material) in accordance with procedures determined by the Chairperson to provide procedural fairness to the candidate.

- (f) If a motion for ratification in respect of a candidate approved by the Board is opposed by two thirds of the Members present and entitled to vote, the candidate will not be appointed and the Board will then proceed as soon as practicable to approve an alternative candidate after recommendation by the Nominations Committee and seek ratification of that alternative candidate by the Members in General Meeting.

### 6.3 Term of appointment

Subject to clause 6.9:

- (a) a Board Member (other than the Procurator Board Member) will serve for a period of two (2) years commencing from the ratification by Members of their appointment and is eligible for re-appointment in accordance with the process in clause 6.2; and
- (b) the Procurator Board Member will continue to serve as a Board Member until the Procurators jointly choose to appoint another Procurator to replace that person.

### 6.4 Casual vacancies and additions to the Board

- (a) The Board may appoint a person recommended by the Nominations Committee to fill a casual vacancy or to add a Board Member:
  - (1) if there is a vacancy arising from the resignation or disqualification of a Board Member (other than a Procurator Board Member) under clause 6.9;
  - (2) if there is a vacancy resulting from a requirement under the Aged Care Act, ACNC Act or other relevant legislation that the Board must include a member or members with specific qualifications or experience, if at any time the Board does not include a member with the required qualifications or experience; or
  - (3) where the Nominations Committee identifies a candidate with qualifications, skills or experience that would be of benefit to the Board and recommends that candidate's immediate appointment.
- (b) A Board Member appointed under rule 6.4(a) holds office:
  - (1) for the unexpired portion of the term of the vacating Board Member's position, if applicable; or
  - (2) until the next Annual General Meeting if the Board Member did not fill a position that was vacated as a result of a resignation or disqualification,

and in either case is eligible for re-appointment to the Board in accordance with the process in clause 6.2.

**6.5 Proceedings of Board**

- (a) The Board will meet at least 8 times each year, as and when it deems necessary.
- (b) Questions arising at any meeting of the Board will be decided by a majority of votes, and in the event of equality of votes the Chairperson will have a casting vote in addition to a deliberative vote. To avoid doubt, the Procurator Board Member may vote at Board meetings in their capacity as Board Member.
- (c) A quorum for a meeting of the Board is one half of the then current total number of Board Members.
- (d) A Board Member who has a direct or indirect pecuniary interest in a contract or proposed contract with the Society must disclose the nature and extent of that interest to the Board as required by the Act, and must not vote with respect to that contract or proposed contract. The Board Member must disclose the nature and extent of his or her interest in the contract at the next Annual General Meeting of the Society.

**6.6 Participation by Electronic Means**

A Board meeting may be held by the Board Members communicating with each other by Electronic Means. The Board Members do not need to be physically present for a meeting to be held. A Board Member who participates in a meeting in this manner is taken to be present and entitled to vote at the meeting.

**6.7 Circulating resolutions**

- (a) If three quarters of the Board Members who are eligible to vote on a resolution have signed a document containing a statement that they are in favour of a resolution in terms set out in the document, then the resolution will be taken to have been passed at a Board meeting held on the day that the document was last signed by a Board Member.
- (b) For the purposes of this clause 6.7, two or more identical documents, each of which is signed by one or more Board Members, together constitute one document signed by those Board Members on the days on which they signed the separate documents.
- (c) A circulating resolution may be passed by three quarters of the Board Members by Electronic Means.

**6.8 Board procedures**

Subject to these rules and the Act, the Board may make, alter or revoke written rules regarding its operation and procedures, which will be binding on the Board Members.

#### 6.9 Resignation and Disqualification of Board Members

The office of a Board Member (including a Procurator Board Member) becomes vacant if:

- (a) the Board Member resigns in writing;
- (b) the Board Member is or becomes a Disqualified Individual (and a decision of three quarters of the remaining Board Members that a Board Member is a Disqualified Individual is final);
- (c) where the Board Member is a Member, the Board Member is expelled as a Member under these rules;
- (d) the Board Member is permanently incapacitated by ill health; or
- (e) the Board Member is absent without apology from more than four meetings in a financial year.

#### 6.10 Remuneration of Board

Subject to clause 19 and the Act, Board Members may be paid the remuneration or fees that the Society determines by resolution passed at a General Meeting.

### 7. Nominations Committee

7.1 There will be a Nominations Committee comprising:

- (a) Three (3) members of the Board appointed by the Board from time to time (one of whom will act as chair of the Nominations Committee);
- (b) One (1) Procurator, appointed by the Procurators jointly from time to time; and
- (c) One (1) other person who is a Member of the Society, who is elected by the Members of the Society at a General Meeting and who will hold office for a term of 3 years, provided that in the event of a vacancy in this role, the Nominations Committee may appoint another Member of the Society as a replacement until the next following Annual General Meeting, when the position will be vacated and submitted to the meeting to make a new appointment.

7.2 The Board will from time to time determine the terms of reference for the Nominations Committee, having regard to contemporary good corporate governance standards and practices.

7.3 The Nominations Committee will have the following responsibilities:

- (a) Assisting the Board to achieve its objective of an effective composition of Board Members with the appropriate skills, qualifications, experience and commitment to adequately discharge its responsibilities and duties;

- (b) Ensuring that the composition of the Board meets any requirements under the Aged Care Act or other relevant legislation;
- (c) Advertising for, identifying and recommending to the Board nominees for appointment to the Board;
- (d) Identifying and assessing the necessary and desirable competencies and characteristics for Board membership and regularly assessing the extent to which those competencies and characteristics are represented within the Board membership; and
- (e) Ensuring succession plans are in place to maintain an appropriate balance of skills and experience on the Board, and reviewing those plans from time to time as it considers appropriate.

**8. Religious & Cultural Sub-committee**

- 8.1 The Religious & Cultural Sub-committee is established as a sub-committee of the Board.
- 8.2 The role of the Religious & Cultural Sub-committee will be to oversee, plan and direct the religious and cultural activities of the Society including:
  - (a) the annual feast of St Hilarion in October each year;
  - (b) other religious, cultural, social and sporting activities consistent with the objects and purposes of the Society;
  - (c) fundraising as part of those activities or otherwise, with any funds raised to be used to support the objects of the Society, in particular the objects set out in clauses 3.1(a) and 3.1(b); and
  - (d) such other activities as the Board may direct or permit from time to time.
- 8.3 The Board will determine the rules regarding the formation and operation of the Religious & Cultural Sub-committee, including:
  - (a) Eligibility for membership of the Religious & Cultural Sub-committee;
  - (b) Process for appointment of members of the Religious & Cultural Sub-committee ;
  - (c) Procedures for meetings of the Religious & Cultural Sub-committee.

**9. Sub-committees**

- 9.1 The Board may establish sub-committees to:
  - (a) carry out any of the duties or functions of the Board; or
  - (b) for any other purpose related to the operation of the Society, including to perform an advisory or other role required under law.

- 9.2 The Board may delegate any of its duties, powers or functions to any sub-committee and may revoke all or any of the powers delegated.
- 9.3 Unless the Board determines otherwise in respect of a sub-committee any person (including non-members) may be a member of a sub-committee.
- 9.4 The Board may invite any member of a sub-committee to attend a Board meeting and address it on matters associated with the activities of that sub-committee. A sub-committee member invited to address the Board is not be entitled to vote at a Board meeting (unless that person is also a Board Member).
- 9.5 Any sub-committees must comply with any rules which may be imposed upon them from time to time by the Board, including any rules regarding the processes for appointment to the sub-committee, composition of the sub-committee and the terms of reference of the sub-committee.
- 9.6 Minutes of all meetings of sub-committees must be forwarded to the Chief Executive Officer of the Society as soon as practicable after each sub-committee meeting (and it is not be necessary for such minutes to be confirmed before being forwarded) and then be tabled at the next following meeting of the Board. Any alteration to the minutes when submitted for confirmation at the next following sub-committee meeting must be communicated to the Chief Executive Officer of the Society.

**10. Chairperson and Deputy Chairperson**

- 10.1 At the first Board meeting after each Annual General Meeting, the Board must elect one of their members to be the Chairperson for the following year.
- 10.2 The Board may also elect a Deputy Chairperson.
- 10.3 The Chairperson, or in their absence the Deputy Chairperson, will preside at all meetings of the Board and of the Society.
- 10.4 If both the Chairperson and Deputy Chairperson are absent, the Board Members present must elect one of their members to chair that meeting.
- 10.5 A ruling on any item of conduct or procedure at any meeting by the member chairing that meeting will be final, subject to any decision by the Board to the contrary.

**11. Chief Executive Officer and Senior Staff**

- 11.1 The Board may appoint a Chief Executive Officer, a Secretary, a Director of Finance and any other officers it considers appropriate and may rescind any appointment or appointments.
- 11.2 The Chief Executive Officer must generally carry into effect the directions of the Board and is responsible for all employees of the Society.
- 11.3 Any function of the Chief Executive Officer may be delegated with the approval of the Board to an employee of the Society. If a function is delegated, the Chief Executive Officer is still entitled to undertake or exercise that function.

- 11.4 The people appointed as officers of the Society may be full or part-time employees or other persons as the Board determines from time to time, and may be appointed for a period determined by the Board.
- 11.5 The Board may delegate to any officer or employee any powers and duties the Board deems necessary or desirable. If the Board delegates a power or duty, the Board is still entitled to exercise or undertake that power or duty.
- 11.6 The Board may at any time combine any offices or authorise any person to carry out any function described in these rules during the absence or illness of the officer mentioned.
- 11.7 During any period when the Board has not appointed an employee or contractor as Secretary, the Public Officer will also be the Secretary of the Society.

## 12. Procurators

- 12.1 The Society will have three (3) Procurators, each of whom must be a Member of the Society and who will hold office until:
  - (a) the Procurator resigns in writing;
  - (b) the Procurator is or becomes a Disqualified Individual (and a decision of three quarters of the Board Members that a Procurator is a Disqualified Individual is final);
  - (c) the Procurator is expelled as a Member under these rules, or otherwise ceases to be a Member; or
  - (d) the Procurator dies or is permanently incapacitated by ill health.
- 12.2 If there is a vacancy in the number of Procurators, the remaining Procurator or Procurators (and in the case of a resigning Procurator this includes the resigning Procurator) may unanimously appoint a replacement Procurator or Procurators.
- 12.3 If the Procurators cannot unanimously agree on a replacement Procurator, or if there are no Procurators remaining, the Board will call a Special General Meeting to appoint one or more Honorary Life Members to fill the vacancy or vacancies.
- 12.4 The Procurators may determine their own procedures and alter those procedures from time to time.
- 12.5 **Role of Procurators**
  - (a) The Procurators are entitled to receive a copy of the agenda and minutes for all Board and sub-committee meetings. The Procurators may discuss the contents of the agendas and minutes between themselves, but must otherwise keep the information confidential.
  - (b) The Procurators may make written submissions to the Board or a sub-committee, or be heard by the Board or a sub-committee by making

representations at a meeting, about any matter that the Procurators consider to be critical to the mission, ethos, reputation or goodwill of the Society.

- (c) The Board or any sub-committee may also call for a written submission, or a representation at a meeting, from the Procurators if the Board or sub-committee wishes to seek the advice of the Procurators on an issue relevant to the mission, ethos, reputation or goodwill of the Society.
- (d) Where the Procurators make a submission or representation, the Board or sub-committee must not make a decision without taking into account that submission or representation.

#### 12.6 **Matters requiring approval of Procurators**

Without limiting role of the Procurators under clause 12.5:

- (a) the Society must not sell, lease or otherwise dispose of any real property owned by the Society without the prior written approval of all of the Procurators;
- (b) the Society must not purchase or otherwise acquire any real property without the prior written approval of all of the Procurators; and
- (c) the Procurators may, by written notice to the chairperson of the relevant body or meeting, veto any resolution of the Board, Religious & Cultural Sub-committee or any other sub-committee or a resolution of Members passed at a General Meeting (within 14 days of being notified of the resolution by being provided with a copy of the minutes or other record of the resolution) if all of the Procurators are of the opinion that the resolution, or the implementation of the resolution, would pose a material risk to the assets, goodwill or mission of the Society.

### 13. **Common seal and execution of documents**

13.1 If the Society has a common seal, it must not be used without the express authority of the Board, and every use of the seal must be recorded in the minute book of the Society.

13.2 The affixing of the seal to a document must be witnessed by:

- (a) any two (2) Board Members; or
- (b) any one (1) Board Member and another person given authority by resolution of the Board to witness the seal in relation to the specific document or a class of documents in which the document is included.

13.3 If a document is not signed under seal, it may be executed by the Society by:

- (a) being signed by any two (2) Board Members; or
- (b) being signed by a person or persons to whom the Board has by resolution delegated the power to sign a document or class of documents on behalf of



the Society (without the use of the common seal), which may include a Board Member, the Chief Executive or other senior employee(s), subject to conditions determined by the Board.

## 14. General Meetings

### 14.1 Annual General Meetings

- (a) The Board must call an Annual General Meeting in accordance with the Act and these rules.
- (b) The Annual General Meeting must be held within five (5) months after the end of the Society's financial year.
- (c) The order of the business at the meeting shall be:
  - (1) The confirmation of the minutes of the previous Annual General Meeting and of any special General Meeting held since that meeting
  - (2) The consideration of the accounts and reports of the Board and the auditor's report (if auditor's report is required)
  - (3) The ratification of the appointment of Board Members (if applicable);
  - (4) The election of a Member to the Nominations Committee (if applicable);
  - (5) The appointment of auditors (if required); and
  - (6) Any other business requiring consideration by the Society in General Meeting.

### 14.2 Special General Meeting

- (a) The Board may call a special General Meeting of the Society at any time.
- (b) If at least fifteen (15) Ordinary Members and/or Honorary Life Members of the Society make a request for a General Meeting, the Board must, within one month of the receipt of the request, convene a special General Meeting for the purpose specified in the request.
- (c) Every request for a special General Meeting must be in writing, signed by the relevant Members and state the purpose of the meeting.
- (d) If a special General Meeting is not convened within one month, as required by clause 14.2(b) above:
  - (1) at least 50% of those making the request may convene a special General Meeting;
  - (2) that meeting will be convened in the same manner as nearly as practical as a meeting convened by the Board;

- (3) the Board must ensure that those making the request are supplied free of charge with particulars of the Members entitled to receive a notice of meeting; and
- (4) the Society must pay the reasonable expenses of convening and conducting the meeting.

#### 14.3 Notice of General Meetings

- (a) Subject to clause 14.3(b), at least 14 days' notice of any General Meeting must be given to Members. The notice must 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.
- (b) Notice of a meeting at which a Special Resolution is to be proposed must be given at least 21 days prior to the date of the meeting.
- (c) A notice may be given by the Society to any Member by:
  - (1) serving the Member with the notice personally;
  - (2) sending it by post to the address appearing in the register of Members; or
  - (3) by Electronic Means.
- (d) Where a notice is sent by post:
  - (1) The service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
  - (2) Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

#### 14.4 Proceedings at General Meetings

- (a) A quorum for any General Meeting is the lesser of:
  - (1) Fifty percent (50%) of Members entitled to vote; or
  - (2) Fifteen (15) Members entitled to vote,present personally (including by Electronic Means) or by proxy.
- (b) If within 30 minutes after the time appointed for the meeting a quorum of Members is not present, a meeting convened at the request of Members will lapse. In any other case, the meeting will stand adjourned to the same day in the next week, at the same time and place and if at the adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the Members present will form a quorum.

- (c) Subject to clause 14.4(d), the Chairperson will preside as chairperson at a General Meeting of the Society.
- (d) If the Chairperson is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the Members may choose a Board Member or one of their own number to be the chairperson of that meeting.

#### 14.5 **Voting at General Meetings**

- (a) Subject to these rules, every Member of the Society has only one vote at a meeting of the Society. To avoid doubt, Junior Members are not entitled to vote.
- (b) Subject to these rules, a question for decision at a General Meeting, other than a Special Resolution, must be determined by a majority of Members who vote personally (including by Electronic Means) or, where proxies are allowed, by proxy, at that meeting.
- (c) Unless a poll is demanded by at least five Members, a question for decision at a General Meeting must be determined by a show of hands.

#### 14.6 **Poll at General Meetings**

- (a) If a poll is demanded by at least five Members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.
- (b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

#### 14.7 **Proxies**

A Member may appoint in writing a natural person who is also a Member of the Society to be their proxy, to attend and vote on their behalf at any General Meeting of the Society.

#### 14.8 **Participation by Electronic Means**

A Member may participate in a General Meeting by Electronic Means.

### 15. **Prayer, Motto and Christian Ethos**

- 15.1 All meetings of the Board and all sub-committees will commence with the peace prayer of St Francis and close with the closing prayer of the Society.
- 15.2 The motto of the Society is 'Omnia ad gloriam Dei per S. Hilarionem' meaning 'All for the greater glory of God through St Hilarion'.
- 15.3 The Board, the Religious & Cultural Sub-committee and all other sub-committees of the Society must conduct all activities in conformity with Christian ethos and as part of

the mission of the Catholic Church, in fidelity to the teachings and example of Christ and the teachings of the Catholic Church as enunciated by the Provincial.

**16. Minutes**

- 16.1 The Secretary is responsible for keeping proper minutes of all proceedings of General Meetings of the Society and of meetings of the Board. Minutes must be entered within one month after the relevant meeting in minute books kept for the purpose.
- 16.2 The minutes kept under this clause 16 must be confirmed by the Members of the Society or the Board Members (as relevant) at a subsequent meeting.
- 16.3 The minutes kept under this clause 16 must be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the meeting at which the minutes are confirmed.
- 16.4 Where minutes are entered and signed they will, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting were duly held, and that all appointments made at a meeting are valid.

**17. Dispute resolution**

- 17.1 The dispute resolution procedure set out in this clause 17 applies to disputes under these Rules between:
  - (a) a Member and another Member; or
  - (b) a Member and the Society.
- 17.2 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.
- 17.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.
- 17.4 In this clause 17 'Member' includes any person who was a Member not more than six months before the dispute occurred.

**18. Financial reporting**

**18.1 Financial year**

The financial year of the Society will be the period ending on 30 June of each year.

**18.2 Accounts to be kept**

The Society must keep accounting records to correctly record and explain the financial transactions and financial position of the Society in accordance with the Act (and any other applicable laws including the Aged Care Act and ACNC Act).

### 18.3 Accounts and reports to be laid before Members

The accounts, together with the auditor's report on the accounts and any statement or report required to be given by the Board, must be laid before Members at the Annual General Meeting.

### 18.4 Annual returns

The annual return must be lodged with Consumer and Business Services within six months after the end of each financial year or as otherwise required under the Act. It must be accompanied by a copy of the accounts, the auditor's report, and any statement or report required to be given by the Board. The Board must also ensure that the Society complies with any financial reporting requirements under other applicable laws (including the Aged Care Act and ACNC Act).

### 18.5 Appointment of auditor

- (a) At each Annual General Meeting, the Members must appoint a person to be auditor of the Society.
- (b) The auditor will hold office until the next Annual General Meeting and is eligible for re-appointment.
- (c) If an appointment is not made at an Annual General Meeting, the Board will appoint an auditor for the current financial year.

## 19. Indemnity and Insurance

### 19.1 Indemnity of Board Members and sub-committee members

The current and former Board Members and the current and former members of any sub-committees are entitled to be indemnified out of the property of the Society against any liability incurred in the discharge of their duties as Board Member or sub-committee member, except to the extent that:

- (a) the Society is precluded by law from doing so;
- (b) the liability is a liability of the Board Member or sub-committee member to the Society;
- (c) the liability arises out of conduct involving a lack of good faith, gross negligence, or wilful act or default;
- (d) the liability is for costs and expenses incurred by the Board Member or sub-committee member in defending civil or criminal proceedings in which judgement is given against them or in which they are not acquitted;
- (e) the liability is for costs and expenses incurred by the Board Member or sub-committee member in connection with an unsuccessful application for relief under the Act, in connection with proceedings under clause 19.1(d); or

- (f) the liability is one for which the Board Member or sub-committee member is otherwise entitled to be indemnified or is otherwise actually indemnified.

## 19.2 Insurance

The Society may pay or agree to pay a premium for a contract insuring a person who is or has been a Board Member or officer of the Society against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Society is prohibited by statute from paying or agreeing to pay the premium; or
- (b) the contract would, if the Society paid the premium, be made void by statute.

## 20. Prohibition against securing profits for Members

The income and capital of the Society must be applied exclusively to the promotion of its objects and no portion may be paid or distributed directly or indirectly to Members or their associates except as bona fide remuneration of a Member for services rendered or expenses incurred on behalf of the Society.

## 21. Winding up

The Society may be wound up in the manner provided for in the Act.

## 22. Application of surplus assets

22.1 Subject to the Act and any other applicable law or court order, if after the winding up of the Society there are 'surplus assets' as defined in the Act, those surplus assets must be distributed to one or more organisations which has or have:

- (a) similar objects to the Society;
- (b) rules which prohibit the distribution of its assets and income to its members,

and if at the time of winding up the Society is a Deductible Gift Recipient, the other organisation(s) must also be a Deductible Gift Recipient.

22.2 The decision as to the organisation or organisations must be made by a resolution of Members in General Meeting. If a decision is not made at a General Meeting then an application may be made to the Supreme Court to make this decision.

22.3 If the Society at any time has Deductible Gift Recipient endorsement and that status is revoked (whether or not the Society is to be wound up), any Surplus Gift Funds must be transferred to one or more organisations that meet the requirements of clause 22.1, as decided by the Board.

22.4 For the purposes of this rule:

- (a) **'Surplus Gift Funds'** means:
  - (1) gifts of money or property for the principal purpose of the Society;

- (2) contributions made in relation to a fund-raising event held for the principal purpose of the Society; and
  - (3) money received by the company because of such gifts and contributions;
- (b) **‘contributions’** and **‘fund-raising event’** have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

## 23. Rules

- 23.1 These rules may be altered by Special Resolution of the Members of the Society. This includes rescission or replacement by substitute rules.
- 23.2 The alteration must be registered with Consumer and Business Services as required by the Act.
- 23.3 The registered rules bind the Society and every Member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all of the provisions of these rules.
- 23.4 If any part of these rules is invalid or void as being contrary to the Act or any other law or for inconsistency or ambiguity, that part is severable from the remainder of these rules and will not affect or limit the remainder of these rules.

## 24. Transitional provisions

- 24.1 The rules in this document replace the rules of the Society in existence at the date of this document.
- 24.2 Nothing in these rules invalidates any past acts of the Board of the Society where those acts were undertaken in accordance with the then objects and rules of the Society.
- 24.3 Any person who was:
- (a) a Member of the Society;
  - (b) a Board Member (being a member of the committee formerly known as the Aged Care Management Board);
  - (c) a member of the Religious & Cultural Sub-committee (being a member of the committee formerly known as the Executive Committee);
  - (d) a member of an existing sub-committee; or
  - (e) a Procurator,
- on the date on which these rules are adopted continues in the relevant role under these rules.