

Constitution

**South Australian Catholic Secondary Schools Girls Sports
Association Incorporated**

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Part – 1 Preliminary

1. Name

The name of the incorporated association is **South Australian Catholic Secondary Schools Girls Sports Association Incorporated** (ABN 12 760 745 982).

2. Definitions

2.1 In this constitution:

Act means the *Associations Incorporation Act 1985* (SA);

Archdiocese means the Roman Catholic Archdiocese of Adelaide;

Association means South Australian Catholic Secondary Schools Girls' Sports Association Incorporated;

Books has the meaning given to it in the Act;

Catholic Church Endowment Society means Catholic Church Endowment Society Incorporated (ABN 29 608 297 012), the civil incorporation of the Archdiocese;

Catholic Secondary School means any South Australian secondary school (whether separately incorporated or operating under the auspices of Catholic Church Endowment Society) which offers one or more sports directed at participation by girls;

CESA means Catholic Education South Australia, and refers to the collective of Catholic schools/colleges, as well as related Catholic education-specific entities, within the Archdiocese and the Catholic Diocese of Port Pirie;

Director means the director of CESA and includes a person acting or administering in that role from time to time;

Executive Committee means the committee of management of the Association;

Executive Committee Member means a natural person who is a member of the Executive Committee;

Honorary Life Member has the meaning given to it in rule 7.1;

Member means a member of the Association, of whatever category;

Officer has the meaning given to it in the Act;

Prescribed Association means an incorporated association that is prescribed for the purposes of the Act or Regulations;

Regulations means *Associations Incorporation Regulations 2008* (SA);

Special Resolution has the meaning given to it in rule 28.

2.2 In this constitution, unless a contrary intention appears:

- (a) headings do not affect interpretation;
- (b) singular includes plural and plural includes singular;
- (c) words of one gender include any gender;
- (d) reference to legislation includes any amendment to it, any legislation substituted for it, and any subordinate legislation made under it; and
- (e) a reference to a person includes a natural person, corporation, joint venture, association, government body, firm and any other entity.

3. Objects or purposes of the association

3.1 The objects of the Association are:

- (a) to encourage, improve, organise and regulate various sports at different levels amongst girls of participating schools;
- (b) to organise and offer participation in inter-school sporting programs, events and competitions;
- (c) to provide support for the participating schools in their training and coaching programs;
- (d) to promote the role sport plays in an individual's overall development and wellbeing and to promote a strong positive sport ethic; and
- (e) to undertake all such lawful things and carry out all such purposes as are incidental to or expedient for or towards or conducive to the attainment of the above-mentioned objects.

3.2 It is declared that:

- (a) the Association has important historical and ongoing connections to the Catholic Church Endowment Society, and in particular the education agency thereof known as CESA, and has operated and continues to operate with its administrative and other support;
- (b) the transfer of any or all of the Association's property, assets, liabilities and undertakings, whether for consideration or otherwise, to Catholic Church Endowment Society (including any agency, division, institution or entity of Catholic Church Endowment Society) shall be consistent with the pursuit of the objects in this rule 3, provided that any such agency, division, institution or entity of Catholic Church Endowment Society has objects the same as or similar to the objects of the Association and has constituent documents which prohibit the distribution of its assets and income among its members. Any such agency, division, institution or entity (whether incorporated or unincorporated) to whom a transfer is made shall be the Association's successor.

4. Powers of the Association

- 4.1 The Association shall have all the powers conferred by section 25 of the Act.
- 4.2 Without limiting rule 4.1, the Association shall have the power to transfer of any or all of the Association's property, assets, liabilities and undertakings, whether for consideration or otherwise, to Catholic Church Endowment Society (including any agency, division, institution or entity of Catholic Church Endowment Society) in the manner contemplated by the declaration in rule 3.2.

Part 2 – Membership

5. Members

- 5.1 The Executive Committee may create, revoke and amend categories and/or sub-categories of membership, and may decide the rights attached to those additional categories or sub-categories. Those rights must be consistent with this constitution.
- 5.2 The rights and privileges of Members include, without limitation:
- (a) the right to receive notices of general meetings and all other documents sent to Members in respect of general meetings;
 - (b) the right to attend and speak at general meetings; and
 - (c) the right to vote at general meetings.
- 5.3 Each Member may appoint one only representative. The details of the representative may be updated by the Member from time to time by notice to the Association. The Association is not bound to enquire into the currency or validity of a Member's appointment of a representative. A Member's representative generally represents the Member in its interactions with the Association and may attend and speak at general meetings on the Member's behalf and is eligible for appointment to the Executive Committee.
- 5.4 The details of all Members will be kept on the Association's register of members in accordance with rule 13.

6. Eligibility for membership

- 6.1 Membership shall be open to any:
- (a) Catholic Secondary School; and
 - (b) non-Catholic secondary school in South Australia which offers one or more sports directed at participation by girls and which supports the objects of the Association.
- 6.2 A Catholic Secondary School eligible to be a Member shall make an application for membership in such form determined by the Executive Committee from time to time.
- 6.3 A non-Catholic secondary school shall make an application for membership in such form determined by the Executive Committee from time to time and must provide information which demonstrates that the applicant supports the objects of the Association.

- 6.4 The Executive Committee may grant or reject an application for membership in its absolute discretion and has no obligation to an applicant whose application has been rejected to provide any reasons. Without limiting the Executive Committee's discretion, the Executive Committee may have regard to such factors it considers appropriate including the number of Members of the Association, the capacity of the Association to pursue its objects having regard to the number and geographic location of Members, and any other matters.

7. Honorary Life Members and Patron

- 7.1 Without limiting rule 5.1, the Executive Committee may confer honorary life membership of the Association on any person whose services to the Association and/or the pursuit of the objects of the Association are considered outstanding (**Honorary Life Member**).
- 7.2 A list of the Honorary Life Members shall be kept in the Schedule attached to this constitution and updated from time to time. Unless otherwise determined by the Board, membership of the Association as a Honorary Life Member does not confer rights (including the right to vote) or obligations on the persons named.
- 7.3 The patron of the Association shall be the Director.

8. Fees

- 8.1 The designated joining fees and/or membership fees for Members shall be such sum (if any), as the Executive Committee shall determine in consultation with CESA.
- 8.2 The designated membership fees shall be payable annually on 1 July or at such other times as the Executive Committee shall determine, including by having regard to the dates of seasonal sporting programs and competitions.
- 8.3 The Executive Committee may resolve to terminate a Member's membership if that Member's membership fees are outstanding for more than two (2) months after the due date for payment, provided always that the Executive Committee may in its discretion reinstate that membership on such terms as it thinks fit.
- 8.4 If the Executive Committee does not make a determination under rule 8.3 and the Member's membership fees are still outstanding three (3) months after the due date for payment, the Member's membership shall automatically terminate.
- 8.5 Nothing in this rule 8 limits the ability of the Association to separately impose fees or charges for the conduct of the Association's sporting programs, events or competitions and Member's participation therein.

9. Participation

- 9.1 Members are expected to support the objects of the Association and actively participate in the sporting programs, events and competitions conducted by the Association, including by encouraging participation therein by the Member's students and contributing venues and facilities at which the sporting programs, events and competitions may be held.
- 9.2 The Executive Committee may resolve to terminate a Member's membership if that Member fails to materially participate in programs, events or competitions in respect of at least one sporting code conducted by the Association in any school year, provided always that the

Executive Committee may in its discretion reinstate that membership on such terms as it thinks fit.

10. Rules and Code of Conduct

Each Member must comply with, and must use their best efforts to ensure that their participating students, umpires, officials, parents and caregivers comply with, the official playing rules and the Association's code of conduct as they are published from time to time.

11. Resignation

- 11.1 A Member may resign from membership of the Association by giving written notice to the Association.
- 11.2 Any Member so resigning shall be liable for any outstanding membership fees or any other debt owing to the Association, which may be recovered as a debt due to the Association.
- 11.3 Membership fees paid in advance will not be refunded except at the discretion of the Executive Committee.
- 11.4 The resignation of a Member shall take effect upon receipt of the resignation notice by the Association.
- 11.5 The secretary or public officer of the Association must record the resignation of any Member in the register of members.

12. Expulsion of a Member

- 12.1 Subject to giving a Member an opportunity to be heard or to make a written submission, the Executive Committee may resolve to expel a Member upon a charge of misconduct detrimental to the interests of the Association.
- 12.2 Particulars of the charge shall be communicated to the Member at least one month before the meeting of the Executive Committee at which the matter will be determined.
- 12.3 The determination of the Executive Committee shall be communicated to the Member, and in the event of an adverse determination the Member shall, subject to rule 12.4, cease to be a Member 14 days after the Executive Committee has communicated its determination to the Member.
- 12.4 It shall be open to a Member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the secretary or public officer of the Association within 14 days after the determination of the Executive Committee has been communicated to the Member.
- 12.5 In the event of an appeal under rule 12.4, the appellant's membership of the Association shall not be terminated unless the determination of the Executive Committee to expel the Member is upheld by the Members in a general meeting after the appellant has been heard by the Members, and in such event the appellant's membership will be terminated at the date of the general meeting at which the determination of the Executive Committee is upheld.

13. Register of Members

- 13.1 A register of members must be kept and contain:
- (a) the name, address, email and other contact details of each Member;
 - (b) the contact details of the current authorised contact person(s) or representative(s) of a Member.
- 13.2 It is the responsibility of each Member to update the Association with any changes to the Member's details. The Association is not bound to enquire into any notice or other communication issued to a Member and not received by the Member where it is sent in accordance with the details held on the register and last notified by the Member.

Part 3 – The Executive Committee

14. Powers and duties

- 14.1 The affairs of the Association shall be managed and controlled by the Executive Committee which, in addition to any powers and authorities conferred by this constitution, 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 this constitution required to be done by the Association in general meeting.
- 14.2 The Executive Committee has the management and control of the funds and other property of the Association.
- 14.3 The Executive Committee shall have authority to interpret the meaning of this constitution and any other matter relating to the affairs of the Association on which this constitution is silent.
- 14.4 The Executive Committee may delegate administrative functions to, and co-opt the resources of, any agency, division, institution or entity of Catholic Church Endowment Society which is under the oversight of the Director, including taking on secondment employees to carry out the Association's objects.

15. Appointment

- 15.1 The Executive Committee shall comprise of a minimum of five and a maximum of seven Executive Committee Members.
- 15.2 The actual number of Executive Committee Members to hold office within the minimum and maximum numbers set by rule 15.1 shall be determined by the Executive Committee from time to time, and until otherwise determined, shall be five.
- 15.3 The Executive Committee shall comprise of:
- (a) one person nominated by the Director; and
 - (b) subject always to rules 15.1 and 15.2, a minimum of four persons appointed by the Executive Committee from those representatives of Members from Catholic

Secondary Schools who indicate their willingness to join the Executive Committee from time to time.

- 15.4 The Director may, as contemplated by rule 15.3(a):
- (a) appoint one Executive Committee Member from time to time; and
 - (b) remove and replace such Executive Committee Member,
- by providing notice in writing of such appointment and/or removal to the Association.
- 15.5 Casual vacancies of Executive Committee Member appointed by the Executive Committee may be filled by the Executive Committee.
- 15.6 If there are less than five Executive Committee Members, the Executive Committee Members may only act for the purpose of:
- (a) increasing the number of Executive Committee Members to five; or
 - (b) summoning a general meeting of the Members.
- 15.7 Other than the Director's appointee, a Executive Committee Member's tenure will be for such period determined by the Executive Committee which shall be of at least one year from the date of their appointment, subject to cessation of office under rule 18.
- 15.8 A Executive Committee Member who's tenure ends shall be eligible for reappointment by the Executive Committee.

16. Appointment of office holders

- 16.1 The Association shall have a president and vice president.
- 16.2 The president and vice president shall be Executive Committee Members and shall be elected by simple majority vote by the Executive Committee Members from their number at the first meeting of the Executive Committee following each annual general meeting.
- 16.3 If the role of office holder becomes vacant, the Executive Committee Members shall elect a replacement from their number by simple majority vote.

17. Office holder roles

- 17.1 The president shall chair all meetings of the Executive Committee and general meetings.
- 17.2 The president has the right to vote at meetings of the Executive Committee and if the president is a representative of a Member, the right to vote at general meetings.
- 17.3 The vice president shall act as and have the rights and powers of the president if the president is absent or unable to act for any reason.
- 17.4 If the president and vice president are absent or unable to act for any reason at a meeting, the Executive Committee Members present must elect one of themselves to chair the meeting.

- 17.5 Other office holders shall undertake such roles as may be determined by the Executive Committee from time to time.

18. Disqualification of Executive Committee Members

- 18.1 An Executive Committee Member ceases to hold office if that Executive Committee Member:
- (a) ceases to be a representative of a Member from a Catholic Secondary School, or the Member from a Catholic Secondary School in respect of whom the Executive Committee Member is a representative ceases to be a Member;
 - (b) is disqualified from being an Executive Committee Member by the Act;
 - (c) is permanently incapacitated by ill health;
 - (d) resigns as an Executive Committee Member by giving notice, in writing, to the Association, addressed to the president;
 - (e) is absent with apology for more than three consecutive meetings in a financial year; or
 - (f) subject to rule 18.2, is removed from office by a resolution of at least 75% of the votes that may be cast by Executive Committee Members.
- 18.2 The Executive Committee may only exercise the power of removal under rule 18.1(f) if at least seven days before the meeting of the Executive Committee at which such removal will be considered, the Executive Committee gives the Executive Committee Member:
- (a) written particulars of the reasons for the removal from office, including where relevant details of any relevant conduct, act or omission;
 - (b) notice of the date, place and time of the meeting; and
 - (c) notice that the Executive Committee Member may be heard at the meeting of the Executive Committee or make written submissions to the Executive Committee; and
 - (d) the Executive Committee hears the Executive Committee Member or considers the Executive Committee Member's written submissions at the meeting of the Executive Committee.

Part 4 – Proceedings of the Executive Committee

19. Proceedings of the Executive Committee

- 19.1 The Executive Committee shall meet together for the dispatch of business at least four times per year (being once per school term), at a time and place as determined by the Executive Committee.
- 19.2 Executive Committee meetings may be conducted face to face, or using technology (such as telephone or video-link) to enable each Executive Committee Member to communicate with

the other Executive Committee Members, as long as all Executive Committee Members are able to communicate to each other simultaneously.

- 19.3 Questions arising at any meeting of the Executive Committee must be decided by a majority of Executive Committee Members who, being entitled to do so, vote at that meeting. For the avoidance of doubt, the president has a casting vote as well as a deliberative vote.
- 19.4 A quorum for a meeting of the Executive Committee shall be one half (rounded up to the nearest whole number (where necessary)), plus one.
- 19.5 An Executive Committee Member having a direct or indirect pecuniary interest in a contract or proposed contract with the Association must disclose the nature and extent of that interest to the Executive Committee as required by the Act, and shall not vote with respect to that contract or proposed contract. The Executive Committee Member must disclose the nature and extent of his or her interest in the contract at the next annual general meeting of the Association.
- 19.6 The Executive Committee may establish sub-committee(s) or advisory bodies for various purposes, consisting of such number of Executive Committee Members and/or Members (being natural persons) or any other person as it thinks fit.

20. Circulating resolutions

- 20.1 The Executive Committee Members may pass a resolution without a meeting being held, if all of the Executive Committee Members entitled to vote on the resolution:
- (a) sign a document containing a statement that they are in favour of the resolution set out in the document; or
 - (b) state by means of electronic communication (including by email), without the necessity of signing, that they are in favour of the resolution, or words of like effect.
- 20.2 Each Executive Committee Member must be given a copy of a document used for signing or notice of the proposed resolution.
- 20.3 Separate copies of a document may be used for signing or for giving notice of a resolution, if the wording of the resolution and statement is identical in each copy.
- 20.4 The resolution is passed when the last Executive Committee Member who makes up a majority signs or states their assent.
- 20.5 Passage of the resolution must be recorded in the Association's minute book.

Part 5 – General Meetings

21. Annual General meetings

- 21.1 The Executive Committee shall call an annual general meeting in accordance with the Act and this constitution.

- 21.2 Annual general meetings shall be held within six months after the end of the Association's financial year.
- 21.3 The order of the business at the meeting shall be:
- (a) the confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting;
 - (b) the consideration of the accounts and reports of the Executive Committee and the auditor's report (if auditor's report is required);
 - (c) notifying the Members of any the appointment or reappointment of Executive Committee Members since the last annual general meeting;
 - (d) the appointment of an auditor, if required; and
 - (e) any other business requiring consideration by the Association in general meeting.
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22. Special general meetings

- 22.1 The Executive Committee may call a special general meeting of the Association at any time.
- 22.2 Upon a requisition in writing of not less than 25% percent of the Members of the Association, the Executive Committee shall, within one month of the receipt of the requisition, convene a special general meeting for the purpose specified in the requisition, which must be a proper purpose.
- 22.3 Every requisition for a special general meeting shall be signed by the relevant Members and shall state the purpose of the meeting, which must be a proper purpose for determination by Members and not otherwise within the remit of the Executive Committee.
- 22.4 If a special general meeting is not convened within one month, as required by rule 2222.2 above, the requisitionists, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Executive Committee, and for this purpose the Executive 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.
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23. Virtual meetings

A meeting of Members may be held by virtual or other electronic means, including a hybrid of virtual and in-person meeting, provided the technology used gives Members entitled to attend, as a whole, a reasonable opportunity to participate in the meeting.

24. Notice of general meetings

- 24.1 At least 21 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. If the meeting is to be held by virtual means (or a hybrid of in-person and virtual means) the notice shall contain sufficient information to allow participation in the meeting.
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- 24.2 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.
- 24.3 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 or email to the address appearing in the register of members.
- 24.4 Where a notice is sent by post:
- (a) the service is effected by properly addressing, prepaying and posting a letter or packet containing the notice, and
 - (b) 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.
- 24.5 Where a notice is sent by electronic mail, the service is effected at the time and on the day shown in the sender's server, if it shows that the notice was sent or otherwise routed to the person's electronic address or server last notified, even if the notice has been rejected or returned by such server.
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25. Proceedings at general meetings

- 25.1 A simple majority of Members who are entitled to vote, present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 25.2 If within 30 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.
- 25.3 Subject to rule 25.4, the president shall preside as chairperson at a general meeting of the Association.
- 25.4 If the president is not present within 30 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 vice president shall be appointed to be the chairperson of that meeting.
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26. Voting at general meetings

- 26.1 Subject to this constitution, every Member has only one vote at a meeting of the Association.
- 26.2 The public officer shall not be entitled to vote at a meeting of the Association.
- 26.3 Subject to this constitution, a question for decision at a general meeting, other than a Special Resolution, must be determined by a majority of Members who vote in person or, where proxies are allowed, by proxy, at that meeting.
- 26.4 Unless a poll is demanded by at least three Members, a question for decision at a general meeting must be determined by a show of hands.

27. Poll at general meetings

- 27.1 If a poll is demanded by at least 25% of the Members present at the meeting and entitled to vote, 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.
- 27.2 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.

28. Special and ordinary resolutions

- 28.1 As defined in the Act, a special resolution of an incorporated Association where the rules of the Association provide for membership of the Association means a resolution passed at a duly convened meeting of the Members if:
- (a) at least 21 days' written notice specifying the intention to propose the resolution as a special resolution has been given to Members; and
 - (b) it is passed at a meeting referred to in this paragraph by a majority of not less than three-quarters of such Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy, at that meeting.
- 28.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

29. Proxies

- 29.1 Members may be represented at general meetings by their representative nominated under rule 5.3.
- 29.2 If a Member's representative cannot attend a general meeting, the Member shall be entitled to appoint in writing a natural person who is also a representative of another Member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

30. Minutes

- 30.1 Proper minutes of all proceedings of general meetings of the Association and of meetings of the Executive Committee, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- 30.2 The minutes kept pursuant to this rule must be confirmed by the Members of the Association or the Executive Committee (as relevant) at a subsequent meeting.
- 30.3 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 at which the minutes are confirmed.
- 30.4 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.

Part 6 – General

31. Dispute resolution

- 31.1 The dispute resolution procedure set out in this rule applies to disputes under this constitution between:
- (a) a Member and another Member; or
 - (b) a Member and the Association.
- 31.2 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.
- 31.3 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.
- 31.4 In this rule 'Member' includes any person who was a Member not more than six months before the dispute occurred.
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32. Financial reporting and banking

- 32.1 The financial year of the Association shall be the period commencing on 1 January and ending on 31 December of each year.
- 32.2 The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.
- 32.3 The accounts, together with the auditor's report on the accounts, the Executive Committee's statement and the Executive Committee's report, shall be laid before Members at the annual general meeting.
- 32.4 This rule only applies to if the Association is a Prescribed Association. The annual (periodic) return shall be lodged in accordance with the Act within six months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor's report, the Executive Committee's statement, and the Executive Committee's report.
- 32.5 The auditor of the Association shall be the selected by Catholic Church Endowment Society.
- 32.6 The Association shall maintain a bank account(s) for the receipt of funds paid to or on account of the Association and the dispersal of funds to carry out the objects of the Association. Without limiting rule 14.4 and the Executive Committee's discretion as to the maintenance of a bank account(s), the Association's bank account may be maintained within an account(s) or sub-account(s) of Catholic Church Endowment Society. The Executive Committee may delegate the administration of the Association's bank account(s) to any agency, division, institution or entity of Catholic Church Endowment Society which is under the oversight of Director.

33. Prohibition against securing profits for Members

- 33.1 The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall 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 Association.
- 33.2 Nothing in this rule 33 shall prevent payments in good faith:
- (a) of reasonable remuneration to any officer or employee of the Association;
 - (b) to any member of the Executive Committee in return for services actually rendered to the Association (subject to compliance with rule 19.5) or for out-of-pocket expenses in attending to the Association's business.

34. Winding up

- 34.1 The Association may be wound up in the manner provided for in the Act.
- 34.2 For the avoidance of doubt, a Member is not liable to contribute towards the payment of the debt and liabilities of the Association or the costs, charges and expenses of winding up of the Association.

35. Application of surplus assets

- 35.1 If after the winding up of the Association there remains 'surplus assets' as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its Members.
- 35.2 Such organisation or organisations shall be identified and determined by Catholic Church Endowment Society.

36. Altering this constitution

- 36.1 This constitution may be altered (including an alteration to the Association's name) by Special Resolution of the Members. This includes rescission or replacement by substitute rules.
- 36.2 The alteration shall be registered as required by the Act.
- 36.3 The registered constitution shall bind the Association and every Member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.

37. Indemnity of Officers

- 37.1 To the extent permitted by the Act, the Association:
- (a) must indemnify each person who is or has been an Officer of the Association against any liability reasonably incurred by the person in the course of their functions or duties as an Officer of the Association;

- (b) may pay a premium for a contract insuring an Officer of the Association against such liability.
 - 37.2 To the extent permitted by the Act, the Association may enter into an agreement or deed with an Officer of the Association under which the Association must do all or any of the following:
 - (a) keep a set of the Association's Books (including minute books) and allow the Officer and the Officer's advisers access to the Books for any period agreed;
 - (b) indemnify the Officer against any liability incurred by the Officer as an Officer;
 - (c) keep the Officer insured for any period agreed in respect of any act or omission by the Officer while an Officer.
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38. Standing orders and by-laws

The Executive Committee may establish a set of administrative standing orders, by-laws and other administrative procedures and policies not inconsistent with this constitution and the Act, to facilitate the effective operation of the Association. These and any alterations and/or amendments shall be made available to Members upon request.

39. Transitional provisions

Any appointment made or motion passed under the constitution repealed upon the adoption of this constitution, if in force at the commencement of this constitution, shall continue in force as far as practicable as if made or passed under this constitution.

Schedule – Honorary Life Members

The following persons, whose services to the Association and/or the pursuit of the objects of the Association are considered outstanding, have been awarded honorary life membership of the Association:

- **Sue Kenneally – 2012**
- **Tony Byles – 2016**