



## **CATHOLIC CHURCH ENDOWMENT SOCIETY INCORPORATED**

### **RULES FOR THE GOVERNANCE OF NAZARETH CATHOLIC COMMUNITY SERVICES**

The Church and the Catholic Archbishop of Adelaide (the "Archbishop") have a mission to assist family centred Catholic Church communities in the Archdiocese of Adelaide ("the Archdiocese").

This mission focuses on ways of engaging with families in a whole of life journey by providing resources, opportunities and ministries to support the religious, spiritual, social, emotional and intellectual growth and wellbeing of families. It is intended to provide these services in a way that is holistic and integrated within a strong faith environment.

To that end the Archdiocese has, through the Catholic Church Endowment Society Inc ("CCES"), established administrative structures to carry into effect the Church's mission in accordance with policies and guidelines developed by the Archdiocese applicable to the operation, management and governance of family centred Catholic Church communities.

The Archbishop has through CCES established an administrative structure within CCES known as Nazareth Catholic Community Services trading under the trading name "Nazareth Catholic Community" ("NCC") in order to make available to the community of families of the faithful from the Flinders Park/Hindmarsh/Findon, Albert Park/Pennington and Seaton Parishes, the use of certain ecclesiastical goods owned at civil law by CCES and the benefit of a range of integrated services provided by CCES for them to grow and share in faith and vitality. NCC derives its right to be known as a Catholic community by reason of the fact that the Archbishop has constituted it as such by his decree.

Through CCES, the Archbishop appoints from time to time an Executive Officer to provide community leadership in NCC and to manage NCC.

The Archbishop has through CCES established an administrative structure known as "Governing Council" (the "Council") for the purpose of its members to undertake governance roles in relation to the conduct of NCC.

This document sets out the administrative structure for the Council, the governance roles that the Archbishop, through CCES, delegates to Council, and the rules under which Council is to undertake those governance roles and the Council's relationship with the Executive Officer of NCC and the Council.

#### **1. INTERPRETATION**

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"Act" means the Associations Incorporations Act 1985 as amended.

"CCES" means the Catholic Church Endowment Society Inc.

"NCC" means CCES trading as "Nazareth Catholic Community".

"Community" means all members of families of the faithful from the local Parishes and all other persons who have a legitimate interest in or connection with NCC.

"Council" means the Governing Council as established by the Archbishop.

"Councillors" are the members of the Council.

“Executive Officer” means the Director of Nazareth Catholic Community who is appointed with the approval of the Archbishop.

“Secretary” means the person appointed from time to time by the Council and the Executive Officer to undertake Secretarial duties.

“Financial year” and “year” means the year ending 31 December or as varied by administrative instruction of CCES.

“General meeting” means a public meeting of the Community.

“Leadership Team” means the Executive Officer, those persons holding the positions within the NCC of Early Years Director, Pastoral Coordinator, Business Services Manager, Community Development Coordinator and the Principals of Nazareth College,

“Rules” means these rules.

“Special resolution” of the Council means a resolution, for the purposes of removing an office holder from office, passed by a duly convened meeting of the Council if:

- (a) at least 14 days written notice has been given to all Councillors specifying the intention to propose the resolution as a special resolution; and
- (b) it is passed by a majority of not less than three quarters of Councillors.

“Vision Statement” means the vision statement set out in Rule 2 and as varied from time to time by the Archbishop.

Unless a contrary intention appears in the rules every reference to the masculine gender will be considered as including a reference to the feminine gender, and every rule in the singular number will be construed as including a reference to the plural number and vice versa.

## 2. **VISION STATEMENT**

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The Vision Statement for Nazareth Catholic Community is:

Appendix 2

## 3. **OBJECTIVES**

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The objectives of the Council are to undertake the governance roles delegated to the Council by this instrument in furtherance of the Vision Statement and in accordance with the Rules such governance roles to be carried out in a spirit of partnership with the Archbishop, and all those involved in the carrying out of the Church’s mission generally.

## 4. **DELEGATION OF GOVERNANCE ROLES**

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Responsible to the Archbishop through CCES, and subject to the Archbishop’s overriding directions, the Council is delegated the following governance roles:

- 4.1 To determine and establish the organisational structure of NCC to meet the operational needs of the NCC;
- 4.2 To generally manage the financial affairs of NCC in accordance with Archdiocesan policies and guidelines;

- 4.3 To appoint an auditor to audit NCC finances in accordance with Archdiocesan policies and guidelines;
- 4.4 To:
- (a) oversee the overall wellbeing of NCC;
  - (b) plan and guide the direction of NCC in accord with Archdiocesan and Council, policies and guidelines;
  - (c) oversee the development and maintenance of building and grounds for the needs of NCC;
  - (d) support the administration of NCC;
  - (e) protect children;
  - (f) make recommendations to the Archbishop on the appointment and removal of the Executive Officer and those eligible to act as Executive Officer;
  - (g) make recommendations to the Archbishop about desirable amendments to these Rules;
  - (h) nurture the religious dimension of NCC;
  - (i) to ensure that a range of Integrated Services are provided to support the religious, spiritual, social, emotional and intellectual growth and wellbeing of families;
  - (j) ensure the implementation within NCC, of religious education, as determined by the Archbishop;
  - (k) develop the relationship between NCC and the local Churches;
  - (l) offer pastoral care to the NCC Community;
  - (m) ensure compliance by NCC with legal obligations as they relate to the conduct of NCC;
- 4.5 To provide advice to:
- (a) the Archbishop on any matter referred by the Archbishop;
  - (b) the Executive Officer on any matter referred by the Executive Officer;
- 4.6 To oversee the relationships between NCC and organisations that support or are associated with NCC or the Community; and
- 4.7 To perform such other functions as the Archbishop, through CCES, may from time to time determine.

## **5. MEMBERSHIP OF COUNCIL**

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- 5.1 The Council will comprise ten persons namely:
- (a) two persons appointed from time to time by the Archbishop;
  - (b) one person nominated by the Director of Catholic Education who has and maintains the approval of the Archbishop;

- (c) four persons nominated by the Council who have and maintain the approval of the Archbishop;
- (d) one person nominated by the Council from the elected members of the Faith and Education Standing Committee;
- (e) one person nominated by the Council from the elected members of the Stewardship Standing Committee;
- (f) the Executive Officer; and
- (g) other members of the Nazareth Leadership Team may attend meetings. These attendees are not entitled to vote.

5.2 Councillors, other than the Executive Officer who will hold office ex officio, will hold office for two years, and be eligible for reappointment, provided they have not served more than 6 consecutive years in office.

5.3 Councillors will cease to hold office when the Councillor:

- (a) resigns in writing;
- (b) ceases to be an appointee under Rule 5.1(a) or ceases to be a nominee or to maintain the approval of the Archbishop (as the case may be) under Rules 5.1(b) to 5.1(e);
- (c) is suffering physical or mental incapacity which precludes the Councillor from discharging the duties of the Councillor's office;
- (d) would be disqualified under Section 30 of the Act from being a member of a committee of an incorporated association under that Act;
- (e) is absent for 3 consecutive meetings without leave of absence;
- (f) if a nominated Councillor, is removed from office by a resolution passed by secret ballot at a meeting of the Council at which the Councillor has had an opportunity to be heard and at which at least two thirds of all Councillors were present and not less than eighty percent of those voting, voted in favour of such removal and such removal is subsequently approved by the Archbishop and notified to the Councillor in writing; or
- (g) if a casual vacancy occurs in an appointed or nominated position, the same constituency which appointed or nominated the vacating Councillor will appoint or nominate a new Councillor and subject to the approval of the Archbishop in the case of a nominated member in accordance with the Rules, that new member, will be a member of the Council for the duration of the term of his or her predecessor;

5.4 The Archbishop may dissolve the Council after consultation with the Chairperson of the Council.

## 6. OFFICE HOLDERS

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### 6.1 Offices

The office holders of the Council will be:

- (a) the Chairperson;
- (b) the Executive Officer.

## 6.2 **Appointment**

The Chairperson must be elected at the first meeting of the Council after the Annual Community Meeting from Councillors who hold their position pursuant to clauses 5.1(a) to 5.1(c) inclusive and the Chairperson will hold office until the first meeting of the Council after the next Annual Community Meeting. The Executive Officer is appointed ex-officio.

## 6.3 **The Chairperson**

- (a) the Chairperson must:
- (i) work with the Executive Officer in supporting the Vision Statement and be accessible to the Executive Officer and Council members;
  - (ii) subject to clause 6.4(h), call and, in the absence of the Archbishop who may attend and preside at any meeting, preside at the meetings of Council and any general meetings;
  - (iii) contribute to the formation of the agenda of Council meetings and general meetings in consultation with the Executive Officer;
  - (iv) liaise with the Executive Officer in the preparation of the Annual Reports;
  - (v) facilitate full and balanced participation in meetings by all Councillors and decide on the manner in which meetings are conducted and matters of order;
  - (vi) monitor tasks undertaken by Council;
  - (vii) be a spokesperson and representative of Council at any functions as required by Council;
  - (viii) ensure the Council's understanding and agreement of the financial performance of NCC through close liaison with the Chairperson of the Stewardship Standing Committee;
  - (ix) report to the Community through the newsletter or as appropriate;
  - (x) report at the Annual Community Meeting on the proceedings and operations of the Council for the period since the date of the previous Annual Community Meeting a copy of which must be promptly provided to the Archbishop;.
  - (xi) conduct the official correspondence of the Council; and
  - (xii) be a member of, or nominate a Councillor to, the selection panel for appointment of the Executive Officer or any person standing in the Executive Officer's stead, or any senior leadership positions;
- (b) as spokesperson of the Council, the Chairperson may only speak with regard to Council matters.

#### 6.4 **The Executive Officer**

The Executive Officer will be the executive officer of Council and as such will:

- (a) inform Council about matters affecting policies, matters relating to well-being of NCC, finances, capital development, maintenance, WHS policies and procedures of NCC and NCC's functions;
- (b) be a spokesperson and representative of the Council at any functions as required by Council;
- (c) provide Council with reports, relevant material and research to assist in planning;
- (d) provide information and make recommendations to assist in discussion and decision making;
- (e) be the avenue of official communication between Council and staff;
- (f) provide information to Council members regarding trends and directions relevant to NCC;
- (g) in consultation with the Chairperson formulate the agenda of Council meetings and general meetings;
- (h) chair that part of Council meetings that involves the election of office holders.

#### 6.5 **Removal from Office**

- (a) The position of any office holder, except the Executive Officer and an appointed Councillor, absent for three consecutive Council meetings without leave of absence automatically becomes vacant. Acceptance of an apology at the Council meeting will be deemed a grant of such leave;
- (b) An office holder of the Council, except the Executive Officer or an appointed Councillor, may be removed from office, but not from membership of the Council, by special resolution of the Council, provided that:
  - (i) at least 14 days written notice is given to all Councillors and to the office holder concerned, of any proposed resolution, giving reasons for the proposed removal;
  - (ii) the office holder is given the right to be heard at the Council meeting;
  - (iii) voting on the special resolution is by secret ballot.

### 7. **COUNCIL SECRETARIAT**

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The Secretary, who is responsible to the Executive Officer, will as part of the Secretary's obligations to CCES:

- 7.1 Take the minutes of Council meetings and any general meeting;
- 7.2 Ensure that notices of meetings are given in accordance with the provisions of the Rules;
- 7.3 Be responsible for assisting with the preparation of and ensuring the maintenance and safekeeping of:

- (a) official records of the business of Council and the register of minutes of meetings;
- (b) copies of notices, a file of correspondence and records of submissions or reports made by or on behalf of Council;
- (c) the register of Council members;
- (d) copies of policies of Council;

7.4 Assist the Chairperson in the conduct of the correspondence of the Council;

7.5 Ensure that prior to each meeting a copy of the meeting agenda is forwarded to Councillors; and

7.6 Ensure that the minutes of meetings are recorded and forwarded to each Councillor prior to the next meeting.

## 8. **EXECUTIVE**

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The Governing Council Executive consists of the Chairperson, the Executive Officer, a member nominated by the Archbishop and a member nominated by the Director of Catholic Education.

The Governing Council Executive will:

- (a) meet prior to Council meetings to assist in the preparation of the Agenda;
- (b) deal with matters of confidentiality; and
- (c) assist in the formation of Council Members.

## 9. **PROCEEDINGS OF COUNCIL**

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9.1 Council will meet as often as is necessary to exercise its governance obligations set out in the Rules, and in any event not less than once during each quarter of each financial year;

9.2 Meetings of Council will be convened by the Secretary at the request of the Chairperson, Executive Officer, or the Archbishop with at least three days written notice being given to each Councillor, of the nature of the business to be dealt with at the meeting;

9.3 On receipt of a requisition signed by at least five Councillors, the Chairperson will have the Secretary call a meeting forthwith for the purpose of dealing with the subject matter of the requisition;

9.4 A quorum at any meeting of Council will be five Councillors present and entitled to vote comprising a majority of who hold office by appointment of the Archbishop or the approval of the Archbishop;

9.5 Each Council member will have one vote in respect of any resolution. Each resolution will be determined by simple majority;

9.6 Voting must be by show of hands, but a secret ballot must be conducted for:

- (a) a contested election; or
- (b) a special resolution to remove an office holder or Councillor from office;

9.7 In the event of equality of votes in respect of any resolution the Chairperson, or the person acting in substitution for the Chairperson, will, in addition to the Chairperson's deliberative

vote, have a casting vote, which will be exercised in such a manner as to retain the status quo;

9.8 The Chairperson will chair the meetings of the Council save and except that part of the meetings that relates to the election of office holders which must be chaired by the Executive Officer or the nominee of the Executive Officer; and

9.9 In the absence of the Chairperson from a meeting of the Council, the Councillors present will elect an acting Chairperson to chair the meeting.

## 10. ANNUAL COMMUNITY MEETINGS

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10.1 The Annual Community Meeting of the Community will be held at least annually (“the Annual Community Meeting”) at the discretion of the Council to present reports about NCC to the Community and to elect three members from the Community to each of those the Faith and Education Standing Committee and the Stewardship Standing Committee;

10.2 The Annual Community Meeting will include:

(a) the presentation of

(i) the Annual Report;

(ii) the previous year’s financial activity;

(iii) the ensuing year’s draft budget, and

(iv) such other reports considered by the Council as appropriate for the occasion;

(b) The election of

(i) members of the Community to the Faith and Education Standing Committee who must retire at the Annual Community Meeting after completing a two year term of office;

(ii) the election of members of the Community to the Stewardship Standing Committee who must retire at the Annual Community Meeting after completing a two year term of office;

10.3 The nomination and the election of members of the Community to the Faith and Education Standing Committee and the Stewardship Standing Committee will be conducted in such manner as the Council from time to time determines;

10.4 The period between each Annual Community Meeting must not exceed 16 months;

10.5 The Chairperson will call and preside at Annual Community Meetings, the timing to be agreed between the Chairperson and the Executive Officer;

10.6 At least 14 days written notice of the meeting must be given to the Community by the means generally used to communicate with the Community. The notice must specify the date, time and place of the meeting.



## 11. COMMITTEES

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### 11.1 Committees

The Council may appoint committees, comprised of Councillors or both Councillors and non-Councillors, which will meet as directed by the Council, and report to the Council at subsequent Council meetings. Any committee must consist of at least three people and at least one of these must be a Councillor who will be entitled to chair the committee.

The Council must establish a Stewardship Standing Committee and a Faith and Education Standing Committee;

### 11.2 Terms of reference

The Council must specify terms of reference for its committees:

Appendix 3 – Stewardship Standing Committee Terms of Reference.

Appendix 4 – Faith and Education Standing Committee Terms of Reference.

## 12. AUDIT

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12.1 The Council must ensure that NCC's financial accounts are audited at least once in every year, by an auditor approved by CCES, as soon as possible after the end of the financial year, or at such other time as determined by administrative instruction from CCES;

12.2 The Council must ensure any accounts under its governance, including all relevant records and papers connected with an account are made available for inspection at any time by the approved auditor and/or the auditor of the accounts of CCES;

12.3 The audit of any accounts under the governance of the Council will be in accordance with the provisions of the Incorporations Associations Act, and Archdiocesan policies and guidelines.

## 13. THE EXECUTIVE OFFICER

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13.1 The Executive Officer is responsible to the Archbishop through CCES for providing leadership in NCC and the ongoing management of NCC in accordance with Archdiocesan, and Council policies and guidelines and without limiting the generality of the foregoing for:

- (a) engagement, direction and termination of staff;
- (b) appointing the Assistant Principals – Religious Identity & Mission;
- (c) allocating leadership positions;
- (d) overseeing the appraisal of all staff including performance management and development;
- (e) developing human relations policies and procedures and maintaining compliance;
- (f) maintaining adequate administrative procedures incorporating current financial information and accountabilities to the State and Federal Governments, and the Archdiocese; and
- (g) accepting, suspending and expelling of Community members.

13.2 The Executive Officer will be the spokes-person for NCC;

13.3 In carrying out the Executive Officer's responsibilities under the Rules, the Executive Officer will consult with the Chairperson, to the extent necessary to enable the Council to exercise and meet its governance roles under the Rules.

#### 14. EXECUTION OF CONTRACTS

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Subject to any authority delegated to the Executive Officer under specific delegation or Archdiocesan policies and guidelines, the Archbishop, through CCES will have sole authority to enter into contracts on behalf of NCC.

#### 15. COUNCILLOR'S COMPLIANCE

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15.1 Councillors must comply with the provisions of any applicable legislation and are to act honestly and with reasonable care and diligence in the exercise of their roles and the discharge of their duties;

15.2 Councillors must not make improper use of information or improper use of their position so as to gain, directly or indirectly, any pecuniary benefit or material advantage for themselves or for any other person or so as to cause detriment to NCC.

#### 16. CONFLICTS OF INTEREST

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16.1 Councillors who have any direct or indirect pecuniary or non-pecuniary interest in a contract, or proposed contract, with NCC:

- (a) must, as soon as they become aware of their interest, disclose the nature and extent of their interest to:
  - (i) Council; and
  - (ii) CCES.
- (b) must not take part in any decision of Council with respect to that contract (but may, subject to complying with the provisions of this Rule as to disclosure, take part in any deliberations with respect to that contract).

This information will be included in the 'Conflict of Interest' Register.

#### 17. PROPRIETORIAL INTEREST

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17.1 Council must ensure that the assets and income of NCC will be applied solely in furtherance of its objects and Vision Statement, and no distribution will be made to any Councillor save and except:

- (a) for reasonable remuneration for work done for or on behalf of NCC; or
- (b) for any payments or dispositions that are incidental to the activities of NCC in accordance or consistently with its objects.

18. **INDEMNITY**

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- 18.1 CCES will indemnify Councillors and Committee Members so that no civil liability attaches to a Councillor or Committee Member for an honest act or omission in the exercise of their roles and responsibilities under the Rules and Terms of Reference. A liability that would, but for this section, attach to a Councillor or Committee Member, attaches instead to CCES;
- 18.2 CCES will ensure that NCC's insurance cover extends to Councillors and Committee Members in relation to public liability and professional indemnity insurance as it applies to Councillors and Committee Members in the conduct of their role under these Rules.

19. **NON PROFIT CLAUSE**

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The assets and income of NCC will be applied solely in furtherance of its above mentioned objects and no portion will be distributed directly or indirectly to the members of the NCC except as a bona fide compensation for services rendered or expenses incurred on behalf of NCC.

20. **WINDING UP**

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In the event of the Archbishop of Adelaide, his duly appointed representative or the Governing Council resolving that it is no longer necessary, desirable or expedient to carry on the Community, then after the satisfaction of all debts and liabilities, if there remains any money what so ever, the same will be given or transferred by the Council to the Catholic Church Endowment Society Inc, for purposes to be determined by the Archbishop.

21. **COMMUNITY ACCESS TO RULES**

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NCC must keep available for any inspection by any member of the Community a copy of the Rules at the main office of NCC during normal business hours.

**Approved by** Name: \_\_\_\_\_  
Signature: \_\_\_\_\_

*Witness*  
Name: \_\_\_\_\_  
Signature \_\_\_\_\_

Date:            /    / 2016