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***The Rule* Part III**

**The Articles**

**2nd Amendments**

**Version: Final-26 June 2024**

**Table of Contents**

|  |  |
| --- | --- |
|  | **The Articles** |
|  | **SECTION 1 : Members and Volunteers** |
|  | **Introduction** |
|  | **Preamble** |
| 1 | The Primacy of the Rule for Vincentian Members |
| 2 | *The Rule* and Catholic Social Teaching and Democracy |
| 3 | Members |
| 4 | Volunteers |
| 5 | Conferences |
| 6 | Conference Work |
| 7 | The Conference and the Global Society |
| 8 | Conference President |
| 9 | Conference - Office Bearers |
| 10 | Conference Funds |
| 11 | Spiritual Advisors |
| 12 | Festival Meetings |
|  | **SECTION 2 : Councils** |
| 13 | Council Meetings Other than National Council |
| 14 | Council Functions |
| 15 | Council Meetings |
| 16 | Council Presidents |
| 17 | Regional, Central or Diocesan, State and Territory Council President Elections |
| 18 | Conference and Council Presidents whose term prematurely ceases |
| 19 | Regional, Central or Diocesan, State and Territory Council Office Bearers |
| 20 | Council Funds |
| 21 | National Council and National Council Functions (Arts 15 & 16) |
| 22 | National Council Meetings |
| 23 | President of National Council |
| 24 | Election of National Council President |
| 25 | National Council Office Bearers |
| 26 | National Council Funds |
| 27 | Dispute Resolution Committee |
| 28 | Addressing Complaints Involving a Member, Conference or Council and the Suspension of Members, Conferences and Councils |
| 29 | Special Works |
|  | **SECTION 3 : Governance and Leadership - Councils and Boards** |
| 30 | Society Employees |
| 31 | Incorporation/Legal Status |
| 32 | Accountability and Reporting |

# **Consultation on the second draft amendments**

# **The Rule Part III**

Dear Vincentians

I write to provide you with an update on the progress of reviewing *The Rule*, Part III.

**Background**

National Council’s decision to review *The Rule* Part III was announced and advertised across the Society in May 2021. There was an initial consultation period of over 12 months. Submissions have been received from individual Members, Conferences and Councils.

The Rule Review Drafting Group also took into account the feedback from Congress 23+ particularly in relation to new forms of conferences and conference start-ups.

Following feedback on the first round of proposed amendments, a second round of drafting was undertaken.

A small part of the feedback from the 2021 consultation suggested changes and approaches that were difficult to reconcile with one another or with Parts I and II of *The Rule*. So, to get to an end result for the second amendments there has had to be compromise in some areas for the drafting group to reach consensus.

The drafting group has been through the Articles at least 15 times making changes each time. In doing so every recommendation has been given careful consideration to get the best result for the Society in Australia for now and in the future. This may mean that some recommendations have not been able to be fully reflected in the second amendments.

The members of the Rule Review Drafting Group that drafted the second amendments include:

Mr Warwick Fulton – Deputy National President (Canberra-Goulburn) Chair

Mr Pat Wallis (SVdP-WA) National Council Vice President

Mr Kerry Muir (SVdP-NSW)

Mr Ken Northwood (SVdP-Vic)

Mr Michael Fitzgerald (SVdP-Qld)

Mr Toby oConnor (NCCEO)

**Framework for Part III**

The Rule Review Drafting Group is proposing Part III consist of three components: The Articles, The Procedures and The Appendices. There is a fuller explanation of these components in the Introduction to Part III (see below).

With respect of the component named The Appendices, these hold a library of governance-related documents approved by, and in many instances, adopted by National Council in its day to day operations as Australia’s superior council. Some helpful material has been adopted from procedural documents provided by SVdP-Vic.

In order to ensure that The Appendices remain contemporary and can be added to, it is proposed that this material will only be available online. This approach will offer an opportunity for the Society’s stewards and leaders to maintain sight of important decisions on a range of governance-related matters that make a significant foundation upon which a future and evolving Society can use as source material.

**National Council requests the 2nd amendments be circulated for comment**

At its 15 June 2024 Meeting, National Council noted the proposal to three categories of the Articles in Part III that focus on Members and Conferences; the operations of Councils; and general governance matters. It noted the proposal to add The Appendices as a mechanism to assist new and emerging leaders have access to corporate knowledge that is often unknown and, in many instances, difficult to easily find.

National Council has agreed to circulate the 2nd amendments with a request for feedback and comments to be received by **30 September 2024**.

With this timeframe in place and all going well, the aim is to send the proposed revised Articles to Council General international in the first quarter of 2025. It is not proposed to forward The Procedures or The Appendices to Paris.

**Consultation**

The Chair and members of the Drafting Group are available to participate in an information session(s) with members of State and Territory Councils. Identifying specific matters that may require explanation or questions about the approach adopted within some Articles would be helpful to know prior to any session. If Councils are interested in engaging with the Drafting Group, please make contact with the National Council CEO so that a suitable date and time can be found.

The Articles and The Procedures are being circulated to Councils and other stakeholders in Microsoft Word with ‘track changes’ engaged. This approach should make comments and suggested revised text easy for those providing feedback as well as to the Drafting Group. You are encouraged to provide alternate text where you believe this might better capture the intent of an Article or material in the Procedures.

National Council, and members of the Drafting Group, look forward to receiving feedback up to the end of September 2024. The Drafting Group will not reconvene to review feedback until the consultation period has concluded.

Kind regards

Warwick Fulton

**Deputy President, National Council**

**Chair, Rule Review Drafting Group**

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| **Distribution list** | |
| National Council | State and Territory Councils  National Redress Scheme company |
| International Territorial Vice President | Council CEOs, National Housing company CEO |
| Membership, Mission & Spirituality Standing Committee | Spirit of Youth Standing Committee |
| National Spiritual Advisor/Director Network | National Mission & Spirituality Network |
| National Membership Network | Rule Review Drafting Committee |

**Introduction to Part III**

In the 2024 draft edition of Part III of *The Rule* of the St Vincent de Paul Society the National Council of Australia introduced revisions to the 2012 edition of the Articles and the accompanying Procedures.

The 2024 draft edition has divided The Articles into three Sections. Articles in Section One cover matters that have to do with Conferences and Members.

The Articles in Section Two cover those matters that have to do with aspects of Councils and how they function, Council position holders, elections of Council Presidents, managing complaints involving Members and Special Works.

The Articles in Section Three cover general governance matters.

The Procedures attach to some of the Articles. The Procedures provide details and protocols to assist Members and Councils to better understand or to assist to implement aspects that attach to an Article.

A third component introduces a set of Appendices that provide a source of corporate knowledge about decisions taken by National Councils past and current. It contains a library of procedures and protocols that provide instructions and references for subsidiary Councils to follow or to consider. Details of how Councils are to take note of information contained in a particular Appendix is outlined in the Preamble to The Appendices.

The Appendices provide a reference point or ‘source of truth’ for future generations of the Society’s leaders in Australia.

The Appendices are available online. This allows National Council to revise existing Appendices and to add new material when this is relevant.

**Preamble**

These Internal Articles received the approval of the Permanent Section of the Council General International on *Day Month Year*.

They are subordinate to and are interpreted according to Parts I and II of *The Rule* of the St Vincent de Paul Society and shall be treated together with them as a single legal document.

These Articles apply to all Conferences and Councils within Australia and to incorporated bodies and those bodies created under an Act of Parliament that fall under a jurisdiction to the extent expressly stated in these Articles to apply to such bodies.

Part III has taken into account the relationship and the interaction of *The Rule* with legislative requirements and obligations that attach to civil legislation within the Commonwealth of Australia.

This edition of Part III seeks to provide enough detail within an Article, and where necessary an accompanying Procedure or Appendix, to assist Members of the Society in Australia to:

1. have a clear understanding of the Article; and
2. interpret the intent of the text of an Article where the circumstances of a particular situation may require discernment.

This edition of Part III includes appendices that provide documents that relate to National Council’s governance and relevant documents that outline relevant policy and procedure. The Appendices are designed to pass on important corporate knowledge to Members of the Society in Australia.

The Legal and Governance Standing Committee of National Council of Australia can provide advice on interpretation of these Articles. Decisions of the National Council of Australia concerning interpretation of this Part III are final.

Following consultation with State and Territory Councils and subject to the procedures specified in these Articles of the St Vincent de Paul Society in Australia these Articles may be amended by National Council of Australia. All amendments require the prior approval of International Council General before becoming effective.

The name of the Society is “Society of St Vincent de Paul” (‘the Society’). The term “Vinnies” is the Society brand within Australia; Vinnies is the name by which the public refers to the Society and is the brand of the Society’s retail outlets.

**SECTION 1 Members and Volunteers**

**Article 1 – The primacy of the rule for Vincentian members**

*The Rule* is the foundation document of the Society. Following *The Rule* is an essential part of being a Vincentian. It is the Society’s primary governance document and defines what the Society is and how Society Members govern themselves as an organisation.

*The Rule* has three parts:

* Part I describes the Society, its origins, values and principles, outlines Vincentian spirituality and our purpose as Society Members
* Part II defines the international governance structures of the Society
* Part III allows each National Council to define its governance structures and processes which must not contradict Parts I and II.

Part III guides the way the Society is to operate in a country in ways that align the Society to the country’s civil, legal and cultural contexts and to *the Rule*. Part III guides Councils on the development of policies for the operation of subsidiary Councils and Conferences.

*The Rule* is subject to revision both at the national and international level. Revision is a necessary response to the increasing legal and corporate complexity that support the Society’s good works within a country’s civil and legal contexts and enables the Society to reflect contemporary practices. Revision of any Part of *The Rule* should not compromise or weaken the essential governance framework of the Society.

**Article 2 – The Rule and Catholic Social Teaching and Democracy**

The work of the Society is founded upon the life and ministry of Jesus of Nazareth which are reflected and articulated by the Church since the late 1800s through the body of works known as Catholic Social Teaching. During his beatification, Frédéric was recognised as “a precursor of the Catholic Church’s social teaching”[[1]](#footnote-2)

The principles inherent in these teachings guide Members, Conferences and Councils through economic, political, personal and spiritual encounters. They attract people, including many who may have little or no other connection to Church, to contribute their time, their talents and their love to our work.

There are five principles which impact on Vincentian spirituality.

The Society accepts the **Dignity of the Human Person** which recognises the inviolable dignity of the human person regardless of their race, creed, gender, sexuality, age or ability. Human dignity is the foundation upon which Catholic Social Teaching rest.

The Society accepts the **Principle of the Common Good** which informs Vincentians that “every person and all peoples should have sufficient access to the goods and resources of society so that they can reach their fulfilment more completely and more easily. These ‘goods’ include not only material goods like property and possessions, but also social resources like education and health care. The common good is: ‘the sum total of social conditions which allow people, either as groups or as individuals, to reach their fulfilment more fully and more easily’ (*Gaudium et Spes*, §26) and includes the universal right to use the goods of the earth.” (*Dreaming as a Single Human Family*, p.16) We are reminded in *Laudato Si* of the inter connectedness of the human and natural worlds in these words, “*Today, however, we have to realize that a true ecological approach always becomes a social approach; it must integrate questions of justice in debates on the environment, so as to hear both the cry of the earth and the cry of the poor*. § 49

The Society accepts the **Principle of Subsidiarity** as set out in *The Rule* Part I, **Article 3.9** and embraces this principle as its basic standard of operation. The principle recognises that Conferences and Councils are best equipped to respond appropriately to their local needs with knowledge of the environment and circumstances (culturally, socially, politically, etc.) [[2]](#footnote-3) In this way, the Society promotes local initiatives within its spirit. This freedom of action of Conferences and Councils faithfully retains the principles that have been kept since the origins of the Society and enables our Companions to be assisted spontaneously and effectively.

As Saint Vincent de Paul taught, we find the real presence of Christ in the poor. And so, the Society accepts the **Principle of Solidarity** which teaches that we as human persons should neither be ‘independent’ of society nor ‘dependent’ on society. Rather, society should reflect and strengthen the interdependence of all persons, the dream of being one human family. This principle is concerned with our social and economic arrangements, particularly as these impact on our Companions and those without a voice.

Subsidiarity and Solidarity should be understood as complementary principles. Subsidiarity does not diminish the need for solidarity within the structures of The Society. Solidarity does not diminish the freedom of action within Conferences that is essential to the ability of Conferences to adapt to the needs and resources of their own communities.

This **Principle of the Preferential Option for the Poor** calls for Members to give priority in action to people who are most vulnerable in our society as set out in **Article 1.3** of Part 1 of the Rule. This Principle underpins the whole reason the Society exists and drives our work as Members.

Pope Francis places concern for people who are disadvantaged and poor in a global context (*Laudato Si*). *Dreaming as a Single Human Family* is a vision that inspires the Society’s advocacy work and its good works. Members seek to work together, to cross borders, to value differences and to bring the whole human family together to seek sustainable and integral development that shapes our global future.

**Democracy**

All decisions are made by consensus after necessary prayer, reflection and consultation. The democratic spirit is fundamental at all levels of the Society and, when appropriate, matters are put to a vote. (*The Rule* Part I, **Article 3.10**)

**Article 3 – Members**

The St Vincent de Paul Society is composed of Members who work in Conferences, Special Works and Councils.

The Society has many other individuals and groups who engage with and commit to its work in supporting those in need giving freely of their time, talents and treasures.

There are two categories of Members in the Society.[[3]](#footnote-4)

Conference Member

A Conference Member is a person who embraces and is committed to the Catholic ethos of the Society, who attends Conference meetings, and who seeks to live out their faith and commitment in action through taking part in the work of the Society in service to people in need in their local community.

A Conference Member has received the required formation and training and accepts the Parts I, II and III of the document known as *The Rule*.

Conference Members are registered by a procedure established by the relevant State or Territory Council.

Associate Member

An Associate Member is a person who is committed to the Catholic ethos, mission, vision and the values of the Society, and who seeks to live out their commitment by assisting in the works of the Society. Associate Members are not required to attend Conference meetings.

Associate Members are always welcome to attend Conference meetings and to participate in any formation programs.

Associate Members are registered by a procedure established by the relevant State or Territory Council.

Conference Members and Associate Members are involved in decision making processes that relate to matters concerning the Conference and any Special Work in which the Conference is involved.

Only Conference Members are eligible to vote for the Conference President or any office holding positions.

Associate Members cannot hold office-holding positions in the Society.

Retired Member

A Retired Member is a person who is no longer able to offer the Conference’s Good Works to people in need in their community. They can still participate in their Conference if they meet the requirements set by their State or Territory Council. They can be active as volunteers in Special Works such as the Society’s retail outlets and other community-based activities that promote and support the Society’s good works.

Retired Conference Members are not eligible to participate in voting within the Conference including for the Conference President or any office holding positions.

State or Territory Councils shall determine whether Retired Members need to be registered if they no longer offer Good Works.

Engagement of Youth and Special Works Members

Youth Members are those Members under the age of 35 years.[[4]](#footnote-5)

Special Works Members are those Conference Members who help the Society with the delivery of a variety of special works.

Youth and Special Works Members can be Conference Members or Associate Members. Youth and Special Works Members are not a separate category of Membership.

Welcoming New Members

A candidate becomes a Conference Member after the Conference President, in collaboration with the Conference, discerns the readiness of the candidate to be a Member of the Society generally after active engagement in at least four Conference meetings.

A prospective new Member will need to be compliant in any legal obligations determined by the State or Territory Council (e.g. privacy, safeguarding, etc… obligations) before they can be actively engaged in offering Good Works to Companions or activities that could involve children.

The Society welcomes all people to be Members of the Society. [[5]](#footnote-6)

Commissioning

New Members may participate in a formal induction ceremony, combined with a Mass or a para liturgy, to welcome the new Member. This is optional. At this time all Members should participate and renew their promise of service to the Members and to people in need, thereby deepening the spiritual dimension of their vocation.

**Article 4 – Volunteers**

The Society has always attracted people who want to give freely their time and their talents to the good works conducted in the name of the Society.

A Volunteer is a person who chooses to support the Society’s good works by giving their time to support fund raising or who offer their time to Special Works of the Society. They respect the ethos, mission and the vision of the Society and volunteer to participate in any of the Society’s works including the Vinnies retail activities.

Volunteers are not Conference Members or Associate Members by reason of their volunteering. Members and Associate Members may participate in Conference activities and as Volunteers assist the Society to deliver Special Works and a variety of voluntary activities.

Volunteers are involved in decision making processes that relate to matters concerning the Special Work of the Conference in which they are involved.

Volunteers who work with a Conference are not involved in decision making processes that relate to matters concerning the Conference.

Volunteers may be involved in some aspect of supporting the operations of a Special Work or of the Vinnies retail arm. In these roles, Volunteers come under the guidance a Council’s corporate body’s Chief Executive Officer.

Volunteers are welcomed to public occasions where the Society acknowledges its volunteers and supporters and promotes the interests of the people the Society serves.

Volunteers are registered by a procedure established by the relevant State or Territory Council.

**Article 5 – Conferences**

**What is a Conference?**

Vincentians come together as Members of a Conference, a community of faith and love, of prayer, reflection and action. The Conference is the core unit of the Society. Conferences meet regularly and frequently. (*The Rule*, Part I, 3.3)

Regular meetings are strongly encouraged but, there may be a need for flexibility depending on the circumstances of the members of a Conference.

A Conference may be established within any community, such as a parish, town, suburb, school, university, workplace, ethnic or social group. There is a strong tradition of people with a range of ages working together in Conferences. Examples of the types of good works supported by Conferences include people working in Special Works such as Night Patrol or a Women’s Shelter, engaging in the Overseas Partnerships Program and Twinning and people who are students (e.g. university and high school). Conferences may be part of or are attached to a Special Work.

Conferences may be formed to support the Special Works of the Society.

A Conference may be established, and its scope of activities endorsed by its immediate superior Council and its State or Territory Council. All Conferences must be attached to a Council (*The Rule*, Part I, 3.8).

The Membership of a Conference should reflect the membership of the community within which the Conference is located. Every effort should be made to attract people from all walks of life and all age groups.

All Conferences should be ‘aggregated’ with the International Confederation of the Society (Rule 3.8). There is a formal application process for Conferences to be aggregated.

Alternative forms of Conference[[6]](#footnote-7)

Sometimes involvement in the Society’s Special Works and/or the personal and family commitments of Members requires non-traditional approaches to supporting Members through the formation of different types of Conferences. The Society welcomes Members who have personal or family commitments to participate in contemporary forms of Conferences that unite Members as a group of committed Vincentians.

Councils will work with new Members to develop the best methods of bringing Members together around a common purpose; e.g. a Special Work, a school-based activity. These different forms of Conferences can be aggregated or can operate in an unaggregated form. Conferences must be aggregated to participate in twinning activities.

The Society also encourages the formation of Committees which operate within the same structure of a Conference being tied to a higher council, however, they are unaggregated and operate under less stringent requirements to a Conference.

Twinning

Twinning involves Conferences and Councils helping others who are in need both domestically and internationally. “Twinning is one of the activities most cherished by the Society”. (*The Rule*, Part 1, 4.1)

**Conference Meetings**

Meetings should be imbued with the spirit of charity and the spirituality which animates the Society. It is essential that all three dimensions of the Society are experienced by the Members:

1st dimension: work for people who are in need, deprived or have necessitous circumstances.

2nd dimension: the spiritual development of Members, and

3rd dimension: mutual support, inspiration and Vincentian friendship.

The Spiritual Advisor should be mindful that Members may well be at different places in their spiritual journey. Whilst not diminishing Vincentian spirituality and values, no Member should be embarrassed by being asked to participate beyond the spiritual level with which they are comfortable. [[7]](#footnote-8)

An example of the business covered during a meeting of Conferences is set out in the Procedures.

**Visitation Reporting**

The Conference is responsible for the security of records that hold personal information of Companions and other persons assisted by the Conference. Members should be mindful of the provisions of the *Privacy Act 1988* (Cwth) as this relates to the storage and the exchange of personal information. Information recorded in conference minutes or shared with the Conference should be provided in a summary form only respecting the dignity of the Companions and people we assist.

**Decision Making**

Decisions are taken by consensus where possible after prayer, reflection and consultation. The Society accepts the spirit of democracy (*The Rule*, Part I, 3.10). When necessary, a vote may be taken.

Reflection on service is a key aspect of the Conference meeting. Members report on their Vincentian activities and consider the action taken or to be taken to further charity and justice.

**Aggregation**

After a Conference has been established for at least twelve (12) months, it may apply, through its State or Territory Council and through National Council for aggregation to the Council General International.

Aggregation is the process whereby the Conference is recognised internationally and is counted as part of the global structure of the St Vincent de Paul Society. The process of a Conference being recognised through aggregation is managed by National Council. A Certificate of Aggregation is issued by the Council General International.

The President of an aggregated conference is eligible to vote at the Regional Council to which the conference is attached.

**Suspension or Termination of a Conference**

Should a Conference be suspended or cancelled, its records and funds are to be transferred to its next higher Council. Any liabilities of the Conference become the responsibility of the same Council. A terminated Conference should be dis-aggregated (i.e. its registration with the Council General International is cancelled). The process of a Conference’s aggregation being terminated is managed by National Council.[[8]](#footnote-9)

**Inactive Conference**

Should a Conference cease to be active, its records and funds are to be transferred to its next higher Council. Any liabilities of the Conference become the responsibility of the same Council. An inactive Conference should not be dis-aggregated (i.e. its registration with the Council General International cancelled) but, instead, remain dormant or ‘abeyant’ in the hope that in the future there will be an opportunity for the Conference to once again become active.

**Article 6 – Conference Work**

No work of charity is foreign to the Society.

As a member-based organisation, it is expected that good works undertaken by a Conference generally will be undertaken by Members supported byAssociate Members, or volunteers and employees as appropriate.

Conference work includes any form of help that alleviates suffering or deprivation and promotes human dignity and personal integrity. It includes visiting people in their homes, in centres of charity, in hostels, in hospitals, in care facilities or day centres, in the streets or wherever else they may be found needing aid or comfort. Those who are homeless have a special call on the charity of Members.

Conference work is not limited to home visitation and Conference Members are encouraged to participate in any of the various works of the Society.

Conferences are also formed to support the Special Works of the Society[[9]](#footnote-10).

**Visiting People in Need**

1. Home Visitation

Ideally, as Members of the Society we visit those in need in their homes, always showing a Vincentian spirit. We show concern for their deepest needs, and we share their joys and hopes, their grief and anguish as true intentional friends and companions.

1. Other Visitation

Conference Members seek out those in need of assistance wherever they may be. Visits may occur on Society premises, in hospitals, hostels, facilities for people who are aged or people with disability, prisons, through our services or centres of charity or any other place where people in need may live or to people who are homeless wherever they may be. Initial meetings should occur in a public place.

1. Attitude to People in Need

Contact with those in need is always in a spirit of intentional friendship and companionship with respect, inclusivity, cordiality, empathy and affection. Whenever possible, our assistance should promote self-sufficiency for those who seek our assistance and be concerned for their deeper needs.

1. Visiting in Pairs

Person to person contact with individuals and families in need is made in pairs (Jesus sent out his disciples in pairs, for mutual support and inspiration). Visiting in pairs has been a basic practice of the Society since its foundation and protects the visitors and the person being visited. Visits and Conference interviews must never be conducted by a single Member on their own. This practice is part of the Society’s commitment to safeguarding for children and vulnerable adults.

It may take several visits before the Vincentian team is able to learn all that is necessary to help someone.

**Safeguarding of Children and Adults at Risk[[10]](#footnote-11)**

Members frequently assist and interact with children and vulnerable adults in their Conference work in Australia or through the Overseas Partnerships Program and Twinning.

Conference Members will at all times protect the safety and wellbeing of children and vulnerable adults including taking any action required by Society policy or applicable law.

Conference Members must hold a valid police check or working with children or vulnerable people card (or equivalent in their relevant jurisdiction) where these are legislated. Councils will ensure that Members adhere to the National Catholic Safeguarding Standards.

The Council will maintain a register of Members’ safeguarding registration details.

**Periodic Review**

Each Conference is encouraged to carry out periodic reviews to evaluate its service to the Members, to our companions and those in need. It should review the effectiveness of its works, and explore ways to provide better service, identify new forms of need in its community and new ways to respond to need.

The Conference should consider whether there are new opportunities for fundraising to support the works of the Conference and the broader Society.

The Conference will submit its report on its activities to the immediate Council to which it belongs.

**Article 7 – The Conference and the Global Society**

**The International Society**

All Members, Conferences and Councils should be aware of the Society as an International Network of Charity governed ultimately by the Council General International and led by the International President General. The connection to the Council General International is through National Council.

The Society has an international support structure including International Territorial Vice Presidents (ITVP) and Zone Coordinators who oversee the work of the Society in individual countries. The ITVP is the personal representative of the International President General in a group of countries. Zone Coordinators are appointed to assist and support the ITVP in a number of countries overseen by the ITVP. These positions play a supporting role to National Council’s Overseas Partnerships Program.

The Society has, within each international region, designated representatives for youth, twinning, formation and training and special projects who link these activities in each country to the broader work of the Society. It is the responsibility of National Council to ensure that there is a person who represents the Society within a country who can be the point of communication with each of these international roles.

**Article 8 – Conference President**

The President has the responsibility to ensure that the spirit and the Rule of the Society are observed in all activities of the Conference.

The President guides and assists members to achieve the maximum degree of personal participation in helping those in need.

The President is a member of the Council to which the Conference is attached and participates in the meetings and other activities of the Council.

The Conference President is elected by the Members and holds office for a period of up to four (4) years. A President is eligible for re-election after an absence of two (2) years, except in circumstances where the current President is removed from office in accordance with Article 29[[11]](#footnote-12).

Sometimes, a Conference President may not be able to complete the term of office and stands down. Until a new formal election of a President of a Conference can be conducted, a Vice President will act as President[[12]](#footnote-13). Where no Conference Member is prepared to stand, it will be for the Council to which the Conference is attached to appoint an acting President.

**Article 9 - Conference - Office Bearers[[13]](#footnote-14)**

The Conference President, after consultation with the Members of the Conference, appoints office bearers - at least a Vice President, Secretary and Treasurer - from among the Members of the Conference to assist the efficient operation of the Conference.

The term of appointment of office bearers is determined by the President. When the President's term of office expires the appointments of the office bearers expire, however it is open to the incoming President to reappoint the same Members as office bearers. The President should make appointments on merit and avoid making appointments which are arbitrary or not consistent with the best interests of the Conference.

The President should endeavour to make appointments for the following roles.

V**ice-President**

In the absence of the President, the Vice President assumes the President's responsibilities.

**Secretary**

The Secretary records minutes of all significant reports and decisions of the Conference meeting including the correspondence, actions, financial transactions and the visits made by Members. Minutes should be circulated before the next meeting if possible and must be approved at the next meeting.

The Secretary produces Activity Reports as required by a Regional Council or other higher Councils.[[14]](#footnote-15)

**Treasurer**

The Treasurer keeps full and accurate records of all Income and Expenditure and presents a summary written report at each Conference meeting and a report showing all income and expenditure annually. The financial records of the Conference should be audited independently once a year. This could be done by a qualified accountant or where a State or Territory Council uses a centralised accounting system the audit will align with the audit protocols approved by the Council. The Treasurer produces reports required by the Regional Council or higher Councils.

The Treasurer must not be a close family relative of the President. A close family relative is a spouse, sibling, parent, grandparent, child or grandchild. Where this condition is not met the matter should be referred to the President of the next higher Council who may approve or reject the appointment.

**Spiritual Advisor**

In keeping with the tradition since the beginning of the Society, a Spiritual Advisor should be appointed to help foster the Members’ spiritual life within the Conference under the guidance of the Holy Spirit.

The Spiritual Advisor ensures that all the aspects of the spirituality and identity of the Society in the International Rule and in the Society’s Vision and Mission Statements are understood and become fully expressed in the meetings and work of the Conference. The Spiritual Advisor has a special pastoral role to promote harmony between Members which enables “*Christ in the Midst*” to live and love through the Conference.[[15]](#footnote-16)

**Twinning Officer**

The appointment of a Conference Twinning Officer drawn from the Conference Membership will assist the Conference to support meeting the requirement of the International Rule (Part 1, Section 4) for conferences and councils to be part of a global Vincentian and Catholic Network of Charity. The conference’s engagement in Twinning and National Council’s Overseas Partnerships Program helps people overseas in need in countries with a Vincentian presence.

**Article 10 - Conference Funds[[16]](#footnote-17)**

Conferences must keep accurate and appropriate records of income and expenditure and of their business. These records are to be readily available to Members.

State and Territory Councils that have centralised accounting systems in place allow audits to be conducted at a Council level. Where such systems are in place, audits of Conference funds will fall under a Council. Where there are no centralised accounting systems in place, Conferences must conduct an annual review of their finances, an audit and report to the Council.

Where a State or Territory Council operates through an incorporated body or under an Act of Parliament, the audit covering all Conferences within the jurisdiction will follow the requirements of the civil legislation applicable to the incorporated body and the incorporated body’s constitution.

Any Special Works operating as a related incorporated body of National Council or of a State or Territory Council must be included in the annual audit. Conferences can never be incorporated and definitely are not Special Works. A Special Work may be attached to a Conference.

The Conference Treasurer has an important role in monitoring expenditure and income of their Conference and reporting any accounting irregularities to the superior council.

Conference expenditure is restricted to its activities and assistance to works in which the Society is involved.

A Conference shall make available to the Council to which it is attached, any funds which are surplus to its needs. A Conference in need of funds may apply for assistance to the Council to which it is attached or to the State or Territory Council. State and Territory Councils may take different approaches to how this principle is implemented.

Where aState or Territory Council has a centralised accounting system, each Conference will prepare an annual budget according to the guidelines provided by the Council. The Council will be responsible for approval of the budget and will require the Conference to monitor its expenditure against that budget with any exceptions to be approved via an agreed delegation.

Where there is no centralised accounting system in place, Conferences must prepare an annual budget, approve the budget, inform its superior Council of the annual budget and monitor the Conference’s expenditure against that budget.

All expenditure by the Conference must be reported at the next appropriate Conference and Council meeting and be approved by the Conference and the Council.

The approval must be recorded in the minutes of the Conference meeting.

Members authorised to undertake specific activities on behalf of the Society are entitled to have incurred expenses refunded on presentation of appropriate documentation in accordance with any applicable policy endorsed by a State or a Territory Council.

**Members who are in financial difficulty**

If a Conference Member is in need of assistance the matter must be raised with the Regional Council President who will refer the member to a Conference other than the home Conference of the member. That Conference will treat the Member in the same manner as any other person seeking assistance. The Member has the same entitlement to privacy that any other person being assisted would expect, including within the member’s home Conference.

Benefactors

Benefactors help the Society by making financial or material donations. Benefactors may be provided regularly with information to inform them of the work of the Society.

Conferences and Councils should, where appropriate, acknowledge the contributions of benefactors in a manner consistent with the ethos and simplicity of the Society.

Benefactors, especially in bequests, may ask that donations be applied to a particular purpose, and this must be respected.

If the donation cannot be applied effectively for the purpose it was given then the matter must be raised with the benefactor or, in the case of a bequest, with the executor.

**Article 11 - Spiritual Advisor**

As traditional since the beginning of the Society, a Spiritual Advisor fosters spiritual and pastoral life within a Conference or a Council.

As a lay Catholic Society, the role of Spiritual Advisor may be appointed from the Members or a Member of the local parish. The local priests, deacons or religious may be invited to be the Spiritual Advisor or to propose an appropriate person. The Spiritual Advisor models and encourages Members to lead the prayers and spiritual reading or meditation. In conjunction with the Conference President, they provide guidance on matters of faith, morals and Catholic Social Teaching.

A Spiritual Advisor should be appointed to each Conference or Council by the President of the Conference or Council after consulting Members of the Conference or Council.

The Spiritual Advisor should be a practising Catholic and have a sound knowledge of Vincentian spirituality. This person can be a priest, religious or lay person trained for the role. Spiritual Advisor training is available if sought.

If the Spiritual Advisor is an ordained person or a Member of a Religious Order, the permission of the Bishop or Religious Superior must be obtained.

The Spiritual Advisor leads the prayers, reflection and the spiritual reading or meditation and provides guidance on matters of faith, morals and Catholic Social Teaching. The Spiritual Advisor ensures that all aspects of the spirituality of the Society detailed in the International Rule and in the Society’s Vision and Mission Statements are understood by the Members and become fully expressed in the meetings and work of the Conferences and Councils. Spiritual Advisors have a special role to restore harmony when conflict arises between Members and to be a pastoral presence.

Where a Spiritual Advisor is a Member, they have a vote as a Member only.

**In Conferences**

Conference meetings should be imbued with the spirit of charity and the spirituality which animates the Society. The Role of Spiritual Advisor within the Conference has a particular focus on fostering the spiritual and pastoral life of the Conference.

The Conference President should appoint an appropriate person/s as the Conference Spiritual Advisor. The Spiritual Advisor can be an external Member of the Conference (e.g. a parish priest), and as such a non-voting Member, or could be a role undertaken from amongst the Conference Members, as such, maintaining their voting rights.

As well as providing spiritual and pastoral formation for Conference meetings, the Spiritual Advisor can be called upon to play a special role in restoring harmony when conflict arises between Members.

The term of appointment for the Spiritual Advisor of a conference is determined by the Conference President and ceases upon the election of a new President.

**Article 12 - Festival Meetings**

Festival Meetings promote friendship and support between the Members, providing an opportunity for sharing of experience, good practice and mutual support between Conferences. They provide information that is useful for Members in their work and emphasise that Members are part of a worldwide Vincentian family.

Regional Councils should conduct at least one Festival Mass and Meeting each year, which should include a Commissioning Ceremony for new Conference Members, as a means of deepening the spiritual dimension of being a Vincentian. The conduct of Commissioning Ceremonies of new Conference Members may be conducted in the Members’ local Church.

A meeting of Members is an occasion for their spiritual growth, mutual sharing of the Society and a study of its works and future plans.

All Members in the region are encouraged to attend the Festival Mass and Meetings and meet together in a social gathering.

Central, State or Territory Councils may organise a Festival Mass and Meetings to supplement those organised by Regional Councils.

At a Festival Mass and Meeting, Members renew their commitment to the work of the Society. This renewal is to take place annually.[[17]](#footnote-18)

**SECTION 2 Councils**

**Article 13 - Regional, CENTRAL / Diocesan and State and Territory CouncilS**

Councils are instituted when, after completion of the procedures required by the Council General International, a Certificate of Institution is issued by the Council General International.

Councils are at the service of all Conferences under their jurisdiction.

Councils link Conferences and Councils link Councils at different levels. They enable wider action and communication and provide resources to assist in the effective, efficient and appropriate working of Conferences and Councils consistent with the scale of responsibility of the Council.

Councils serve the mission and objectives of the Society through governance at the scale and range of the Council, supporting subsidiary Councils and Conferences, providing services and functions appropriate for the scale of the Council and serving as a link between subsidiary Conferences and Council and the higher Councils of the Society.

Between the National Council and Conferences may be Regional Councils, Central Councils and State or Territory Councils.

A decision of a State or Territory Council is binding upon all the Councils and Conferences within that State or Territory. A decision of a Central Council is binding on all Regional Councils and Conferences that comprise the Central Council. A decision of a Regional Council is binding on all Conferences within the Region.[[18]](#footnote-19)

The Members of the Council are the Council President and the Presidents of Conferences and Councils directly attached to the Council, the Youth Representative and the office bearers as specified in **Article 19**.

The President of the Regional Council is elected by the Conference Presidents and the appointed members of Council. The Central Council President is elected by the Regional Council Presidents and the appointed members of Council. Each Central Council provides localised Leadership, Support, and Advice to the Regional Presidents who form that Council.

In turn, the Central or Diocesan Council Presidents are automatically Members of the State or Territory Council. Where there is no Central Council, the Regional Council Presidents are automatically Members of the State or Territory Council.

Where there is no Central Council or Regional Council, the State or Territory Council is drawn from the Conference Presidents.

All elected and appointed office bearers of a Council are voting Members of that Council by virtue of their appointment on the Council. Advisors appointed to a Council do not have a vote on the Council.

**Article 14 - Council Functions**

The functions of a Council include:

* to facilitate the spiritual life of Members by sharing their skills and talents, and what has been given to the Society, on a person to person basis with those in need and encouraging them to take control of their own future;
* to support the spiritual life of Members;
* to support Conferences and Councils both financially and administratively in carrying out their mission;
* to support higher Councils in their role of leading the Society and coordinating the work of the Society;
* to assist in carrying out the mission of the Society which is to directly relieve suffering or deprivation of those in need and to promote human dignity and personal integrity;
* to engage Society Members as volunteers to further the mission of the Society and assist Society Members with their formation and training in order to improve the sensitivity, quality and efficiency of their service to our companions and to help them be aware of the benefits, resources and opportunities that are available for them, in accordance with clause 3.12 of *The Rule*, Part I;
* to support and develop Conference good works.

Councils, and their related corporate entity may establish Standing Committees and Advisory Committees to assist the work of the Council. [[19]](#footnote-20)

Once a Council has made a decision, the Council President must propagate, and all Members of the Council must support and implement that decision regardless of their own views or the views of the members of a subsidiary Conference or Council.

The role of a Council is to serve, to educate and to animate Conferences and Members - not to rule.

**Article 15 - Council Meetings**

Council meetings begin and end with the Society prayers, or other appropriate prayers, that may include a prayer to the Holy Spirit, the Lord’s Prayer, the Hail Mary and a prayer for those suffering that Members nominate. A period of spiritual reflection should also be included.

Councils meet on a regular basis. The frequency, manner and agenda of the meetings is determined by the Council, and it is suggested each Council meet at least monthly.[[20]](#footnote-21)

Council meetings provide the forum for Conferences and Councils to report on their activities, discuss matters of common concern and make decisions on action to be taken.

All decisions of a Council are binding on subsidiary Councils and Conferences, not only policy decisions.

Decisions are taken by consensus, where possible after prayer, reflection and consultation. The democratic spirit is fundamental within the Society and when necessary, a vote may be taken.

If a Council member from a subsidiary Conference or Council cannot attend a Council meeting, the Member should be represented by another Member of the same Conference or Council. The representative will have the same rights and responsibilities as the Member they represent.

Presidents or Chair of Special Works and Advisory Committees or their representative attend Council meetings and report on their activities as required.

Each Council is to continually evaluate its services to Members and those in need and at least once a year submit a report on its activities to the immediate superior Council to which it belongs.

**Article 16 - Council Presidents**

A President has two roles and accepting the office of President requires fully embracing both roles.

The first role of a President is to be the leader of her or his Conference or Council for which he or she is President, and all that the role entails as described in this document including The Procedures.

The second role of a President is to participate as a member of the next higher Council.

The subsidiary Council or Conference cannot bind its President to a specific position when the higher Council is making a decision. While the subsidiary Council and its members are free to express a view, the members of the higher Council must take a wider view and make a decision that is in the best overall interest of the Society within the full ambit of the higher Council, notwithstanding the effect on any specific subsidiary Council or Conference.

Where there is a substantial workload, Council Presidents are encouraged to share their tasks with their Vice Presidents one of whom who may act as Deputy President to represent the Council President. It is open to the Council President to appoint additional Vice Presidents with specific portfolio responsibilities provided the number of vice presidents does not exceed the limits stated in this Part III of *The Rule*.

The elected President of a Regional Council must be of the Catholic faith. In exceptional circumstances a State or Territory Council may approve the appointment of a person who is not of the Catholic faith to the position of Regional Council President.

The elected President of all other Councils must be of the Catholic faith.

**Article 17 – Regional, Central or Diocesan, State and Territory COUNCIL President Elections**

Council Presidents are elected by a secret vote by Members of the Council. Proxy voting at elections is not allowed.

The Council President is elected by the Council Members and holds office for a period of up to four (4) years. A President is eligible for re-election after an absence of two (2) years, except in circumstances where the current President is removed from office in accordance with **Article 28**.

Nominees for the position of National or State or Territory President must have been a Conference Member for at least five (5) years or a Council Member for at least three (3) years.

A Council President may hold the election of the next President up to four (4) months before the end of their current term to enable the President Elect the opportunity to gain experience before undertaking the role. The current President continues as President for the remainder of the term. Unless the President Elect is an existing member of the Council, he or she is not eligible to vote in decisions of the Council. [[21]](#footnote-22)

Sometimes, a Council President may not be able to complete the term of office and stands down – see **Article 18** also. Until a new formal election of a President of a Council can be conducted, a Vice President will act as President[[22]](#footnote-23). Where no Council Member is prepared to stand, it will be for the next higher Council to appoint an acting President.

**Article 18 - Conference and Council Presidents whose term prematurely ceases**

**Termination of Functions**

The President of a Conference or Council will cease to perform his or her functions (termination of functions) for any of the following reasons:

* ceases to be a Society Member
* end of the term of office for which he/she was elected;
* resignation;
* in the opinion of the Conference or Council is incapable of performing his or her duties as the President;
* death;
* has been found by the Conference or Council members in general meeting to have engaged in an activity which brings the Society into serious disrepute.
* has been convicted of an indictable offence;
* becomes bankrupt.

**Deputy President and Vice President**

The Deputy President or the Vice President of a Conference or Council shall replace the President on the termination of functions and all of the latter’s functions shall be delegated to the Deputy President or if no Deputy President exists or is not available, the Vice President who will then be the acting President.

If there is more than one Vice President, the functions of the President shall be delegated to the Vice President preferred at a vote of the Conference or Council members.

If there is no person appointed Vice President of a Conference or Council the functions of the President shall be delegated to the longest serving member of the Conference or Council who will be the acting President.

In the case of a termination of functions the primary duty of the acting President is to call an election for a new President as soon as possible.[[23]](#footnote-24)

**Absence of President**

If the President of a Conference or Council is to be absent for any lengthy period of time the Deputy President or a Vice President should step into the role of acting President for the period of the absence of the President.

**Office Bearers**

On the termination of functions of a President the then current office bearers continue to hold office until the election of a new President.

**Article 19 – Regional, Central or Diocesan, State and Territory Council Office Bearers**

Positions as Office Bearersin the Society, at any level, are always accepted as service to Christ, the Members and our Companions. No honour or status is attached to any office position in the Society.

**Appointment of Office Bearers**

The Council President, in consultation with Council Members appoints Office Bearers, including a Vice President, Secretary and Treasurer, from among Society Members to assist in the efficient operation of the Council for a term determined by the President. Other Vice Presidents with specific portfolio responsibilities may be appointed.

When the President's term of office expires the appointments of the office bearers expire. However, it is open to the incoming President to reappoint the same Members as office bearers.

The President shall make appointments on merit and ensure that those appointed have the skills and capabilities to perform the role. Office bearers must not have an actual or apparent conflicts of interest that would or could appear to compromise their ability to undertake the role.

To safeguard the good reputation of the Council and of the Society, appointees should not be close family relatives of the President. A close family relative is a spouse, sibling, parent, grandparent, child or grandchild. Where this condition is not met the matter should be referred to the President of the next higher Council who may approve or reject the appointment.

The maximum number of appointed Members must not exceed the number of elected Members less two.

The Spiritual Advisor is not included in these numbers unless they are drawn from a lower Council or appointed as a Vice President of the Council – see below.

The following roles may be appointed by the President:

**Deputy President**

The President may choose to appoint one of the Vice Presidents as Deputy President to share the work of the President under delegation. The Deputy President is drawn from the Vice Presidents and has equal status.

V**ice-President**

In the absence of the President, the Deputy President or a Vice President assumes the President's responsibilities. There can be a number of Vice Presidents.

**Secretary**

The Secretary records minutes of all significant reports and decisions of the Council meeting including the correspondence, actions, financial transactions. Minutes should be circulated before the next meeting if possible and must be approved at the next meeting.

The Secretary produces Activity Reports as required by a Regional Council or other higher Councils[[24]](#footnote-25). In jurisdictions where there is a centralised reporting system, Activity Reports may be produced within a central office and forwarded to Conferences and Councils for approval before being disseminated to higher Councils.

**Treasurer**

The Treasurer keeps full and accurate records of all Income and Expenditure and presents a summary written report at each Council meeting and a report showing all income and expenditure annually. The financial records of the Council should be audited independently once a year. The Treasurer produces reports required by the Council or higher Councils. In jurisdictions where there is a centralised financial reporting system, financial reports may be produced within a central office and forwarded to the Councils for approval before being disseminated to higher Councils.

The Treasurer must not be a close family relative of the President

**Youth Representative**

Presidents of Councils, after consultation with young Members, appoint a Youth Representative who is able to reflect the opinions of young people in all matters discussed by the Council. The Youth Representative acts as a conduit of information between the Council and its younger Members. Youth Representatives have a special role in assisting Councils to adapt and innovate whilst also representing the ongoing youth programs and conferences attached to the Council.

**Twinning Officer**

The appointment of a Council Twinning Officer drawn from among the Council Members will assist the Council to support meeting the requirement of the International Rule (Part 1, Section 4) for Conferences and Councils to be part of a global Vincentian and Catholic Network of Charity. The Council’s engagement in Twinning and the National Council’s Overseas Partnerships Program helps people overseas in need in countries with a Vincentian presence.

**Spiritual Advisor**

The President appoints an appropriate person as the Council Spiritual Advisor. [[25]](#footnote-26)

The Spiritual Advisor to a Council should be a practising Catholic. The Spiritual Advisor should be willing to participate in Festival Masses and to facilitate spiritual activities for Councils.

The term of appointment of the Spiritual Advisor is determined by the Council President. The appointment ceases upon the election of a new President.

The Spiritual Advisor is not appointed to a Council as a Member of the Council. The Spiritual Advisor’s role is to advise the Council and they therefore are not involved in decision making (i.e. they do not vote in any Council decisions).

Council Spiritual Advisors should make particular efforts to support and coordinate the network of Spiritual Advisors in their jurisdiction.

**Term of Appointment of Office Bearers**

The term of appointment of office bearers is determined by the Regional, Central or the State or the Territory Council President. The appointments cease upon election of a new Regional, Central or a State or a Territory Council President.

**Bailly**

An outgoing Council President may, at the request of the incoming Council President, act as a Bailly or mentor for the incoming President for a recommended period of up to six (6) months. The Bailly does not have a vote on the Council.

**Handover**

After the newly elected President has appointed Office Bearers, the retiring President and Officers are to promptly hand over to the new Officers all books of minutes, financial records, accounts, and other relevant documents.

**Standing Committees and Advisory Committees**

Councils may appoint Standing Committees and/or Advisory Committees to assist in carrying out the work of the Society.[[26]](#footnote-27)

**Article 20 - Council Funds**

1. **Finances**

Councils, where applicable through their incorporated body(ies), which includes any Special Works, must keep accurate and appropriate records of its income and expenditure and of its business.

The Treasurer of each Council has an important role in monitoring expenditure and income of their Council, and any Special Work that operates as incorporated bodies, reporting any accounting irregularities to the next higher Council.

Councils receive funds from their constituent Conferences or Councils and may request subscriptions to meet the agreed expenses of the Council. An annual budget for the activities of the Council must be prepared and approved by the Council. Any such subscriptions requested by a Council must be reasonably necessary to support the activities of the Council and relate to items of expenditure that relate to the Council’s approved annual budget or approved special projects.

A Council may raise funds and distribute those funds to its constituent Conferences or Councils or may pass the funds to its next higher Council.

Council expenditure is restricted to its activities and assistance to works in which the Society is involved.

Constituent Conferences or Councils in need of funds may seek funds from a Council to which they are attached where that Council has available funds.

1. **Annual Finance and Activity reports**

Councils are to disseminate information on financial needs and how funds are used.

Financial records are to be readily available to Members of the Council.

The financial year follows the standard practice in Australia or any industry standard in which a Special Work operates.

Councils must submit an annual Financial Report and Activity Report to their next higher Council. These reports must aggregate all of their subsidiary Conferences, Councils and Special Works and include the Council’s own data.

In jurisdictions where there is a centralised finance system, Financial Reports and Activity Reports may be produced within a central office and forwarded to Conferences and Councils for approval before being disseminated to higher Councils.

1. **Annual Audit and Special Audit**

The financial records of all Councils must be audited every 12 months.

The National Council’s, the State or the Territory Council’s incorporated body and any Special Works incorporated body is responsible for appointing an external auditor in accordance with a body’s constitution and in line with provisions of the Corporations Act 2001 or other applicable legislation.

Where there is a State or Territory company limited by guarantee, the audit covering all Councils and Conferences within the jurisdiction will follow the requirements of the *Corporations Act 2001* and any relevant State or Territory legislation. Any Special Works operating as a related body of a State or Territory Council must be included in the annual audit.

A State or Territory Council President may require an audit of any Conference, Special Work or subsidiary Council at any time, in addition to the annual audit.

1. **Delegation**

A Council may establish requirements for financial authorisation and delegation for subsidiary Councils, Conferences and Special Works.

Any payments by the Society must be in accordance with any delegations of authority, or in the absence of a delegation of authority, approved by two authorised Members who are not close family relatives.

All payments must be reported at the next Council meeting.

1. **Excess Funds**

A Council with excess funds has an opportunity to share with the broader Vincentian family in service of those in need. Excess funds are those which exceed the expenditure in the previous year allowing for any exceptional items in that year and allowing for any planned expenditure in the coming years. Councils may prudently invest funds that are surplus to current needs in order to meet their future budgeted needs.

Any funds in excess of those budgeted or invested needs should be treated as surplus funds. Councils with surplus funds should discuss with their higher Council what should be done with those funds and, in particular, whether those funds may be redirected to another Council or Conference with a current need for funds.

Excess funds may be distributed to Conferences or to Councils that have the greatest need or used to establish or support Special Works for the service of those in need of the Society’s support in their own area or sent abroad, with a preference for those countries twinned with the Society in Australia.

‘Excess Funds’ do not include moneys held by a Council that originated from a bequest, a donation that is tied to a specific necessitous circumstance(s), government funds excluding surplus funds derived from government contracts or any funds or assets that are tied to legislation.

1. **Collections for People in Need and to Maintain the Structures**

Collections

Collections, contributions and fundraising must be carefully managed where required, proper receipts must be issued to those who make financial donations and a proper account given to donors for the use of collected funds.

Conferences should be aware of those in need in other areas of Australia and the world.

Only aggregated Conferences can participate in twinning activities involving overseas National Councils and Conferences.

Aggregated Conferences and Councils may direct part of their funds to the service of people in need who live in overseas countries through twinning, Assist-a-Student or Special Projects and may choose to hold collections for that purpose. All funds for these purposes must be paid to the National Council or through a State or Territory Council to the National Council for distribution to the appropriate overseas National Council. Under no circumstances are funds to be paid directly to any person, Conference or Council overseas.

Subscriptions

Conferences should be aware of their responsibility for their superior Council.

Conferences and Councils may be requested by their next higher Council to contribute to the administrative costs of that Council. Conferences with the capacity to do so shall make contributions, either a percentage of their income or a specific amount or by holding a collection, as required by the relevant Council.

National Council shall subscribe to the Council General International for the support of the International Structure of the Society.

1. **Use of Funds**

The interests of those in need are not served by allowing funds to be hoarded at any level within the Society.

The funds of the Society shall be used solely for the good works of the Society. Funds may not be used for donations, contributions or subscriptions to other organisations or charities except to Society organisations and organisations in which Members of the Society have a direct involvement.

In special circumstances, a Council may approve funds being given to an organisation with whom the Society is collaborating on behalf of people in need. In these instances, the Society must be represented on the management committee of the organisation or for a joint management committee. The Council President and the Council Treasurer have responsibility to ensure adherence to this requirement.

It is a fundamental understanding that varying legal, government and general accountability issues require the Society to direct funds to administrative matters. Where funds are directed to cover administrative costs, the corresponding Council, Conference Presidents and Treasurers must be reasonably satisfied the costs are appropriate.

1. **Members who are in financial difficulty**

A Member of a lower Council who is in need of assistance must be referred to another lower Council or to the State or Territory Council and the Member will be treated in the same manner as any other person seeking assistance.

1. **Reimbursement of Expenses**

Vincentians entrusted to undertake previously approved missions or tasks for or on behalf of the Society are entitled to the reimbursement of reasonable expenses incurred on presentation of relevant receipts or pertinent information and such in line with the policies of the Council’s or the policies of the Council’s incorporated body. Such expenses shall be modest, reflecting the aims and spirit of the Society and the intentions of those who donated or raised the funds.

1. **Dissolution and Winding up of National Council, State or Territory Councils, Special Works and other entities**

To the extent permitted by Australian law, in the event of the dissolution or winding up of a Council, a Special Work or other entity all debts and liabilities legally incurred by and on behalf of the Council, a Special Work or other entity shall be fully discharged by the next higher Council of the Society where the Council, a Special Work or other entity being wound up does not have the resources to cover its debts and liabilities. Any remaining money or property and all files and documents must be passed promptly to the next higher Council.

**Article 21 - National Council and National Council Functions**

**National Council**

National Council of Australia is instituted by the Council General International and is the Superior Council of the Society in Australia (Statute1.8).

National Council is at the service of Members and Conferences and all subsidiary Councils in Australia. It works in consultation with subsidiary Councils.

National Council shall forward an annual report to the Council General International.

In accordance with *The Rule*, National Council is constituted from the Presidents of the next subsidiary Councils and the Office Bearers, including the Youth Representative, as specified in the Rule Part III **Article 25**. It is led by a President of National Council who is elected by its members according to the rules and procedures.[[27]](#footnote-28)

National Council operates in Australia as an incorporated body. National Council’s operations are bound by the constitution of the National Council which includes how National Council can support National Councils in overseas countries. The Objects of National Council are outlined in its Constitution. The Objects align to *The Rule*.

The National Council is the sole representative, including for legal purposes, before the Council General International and any national or international jurisdiction.

National Council does not interfere with subsidiary Councils and related corporate body’s obligations to State or Territory or Commonwealth statutory authorities.

As the Superior Council, National Council is accountable for all things done in the name of the St Vincent de Paul Society in Australia (*The Rule*, Part II, Article 1.7.2).

The international Confederation does not accept any responsibility for any event occurring in Australia without its full and proven knowledge. In order to discharge its responsibility, the National Council has general oversight of all that is done in the name of the Society in Australia through the State and Territory Councils.

In exercising its authority, National Council is bound by the Vision, Mission, Aspiration and Key Values expressed in *The Rule* and is guided by the principles of Subsidiarity (Part I, Article 3.9; & Part III, Article 1), Democracy (Part I, Article 3.10) and Servant Leadership (Part I, Article 3.11).

Decision-making by National Council follows *The Rule* and is referenced to Catholic Social Teaching. In arriving at decisions, National Council will be mindful of any legislative obligations applicable to a corporate body(ies) where this is relevant. National Council decisions are binding upon all Councils and Conferences in Australia.

**Functions of National Council**

National Council has domestic and international functions.[[28]](#footnote-29)

**Domestic Functions**

National Council:

* oversights that the safety of children and vulnerable adults is paramount when they have contact with the Society in Australia[[29]](#footnote-30);
* ensures that the Vincentian Spirituality and Vocation (*The Rule*, Part I, Article 2), *The Rule* and the Values of National Council are upheld[[30]](#footnote-31);
* ensures the spirit of *The Rule* is followed in collaboration with the State and the Territory Councils;
* sets the strategic mission and vision for the Society in Australia[[31]](#footnote-32);
* approves the boundaries of Councils on the recommendation of the appropriate State or Territory Council;
* approves the establishment of corporate bodies that operate in the name of the Society;
* supports, encourages and, where requested by a Council, facilitates the good works undertaken by Conferences;
* provides assistance to those in necessitous circumstances where requested;
* owns and is the steward of the Society brand assets and manages their used by subsidiary Councils according to its policies[[32]](#footnote-33);
* interprets the meaning or the effect of *The Rule* where a Council seeks advice about how *The Rule* is to be interpreted;
* works with the State and Territory Councils to achieve solidarity within the Society in Australia;
* informs Conferences and Councils of the activities of the Society nationally;
* establishes Special Works, in the event a Special Work cannot be effectively delivered by a subsidiary council, where this advances the national interest of the Society in Australia;[[33]](#footnote-34)
* advocates for a fairer Australia at the national level;
* represents the Society to civil and religious authorities on a national basis particularly in the area of social justice advocacy;
* upholds the spirit of *The Rule* throughout all Councils and Conferences by means of access, where necessary, to all funds and other information.

International Functions

National Council:

* contributes to the general funding of the Council General International;
* National Council President is a member of the Council General International Board;
* encourages overseas twinned national councils to ensure the safety of children and vulnerable adults when they have contact with the Society in overseas countries;
* supports the efficient and effective operation of national councils in Oceania in partnership with the Societies in the region, the New Zealand National Council and the Council General International;
* informs Conferences and Councils of the international activities of the Society;
* facilitates the Overseas Partnerships Program including:
* coordinating the Society’s response to overseas emergency relief in twinned countries and internationally;
* establishing an Overseas Partnerships Advisory Committee;[[34]](#footnote-35)
* providing for the safety of children and vulnerable adults when they have contact with the Society in overseas twinned countries;
* ensuring compliance with Vincentian, National Council and Australian Government governance and legal requirements across jurisdictions in Australia and with the Superior Councils twinned with Australia and all legislative obligations applicable to a Superior Council;
* establishing annual funding agreements with Superior Councils twinned with Australia;
* coordinating the receipt and provision of communications and funds from Australian Conferences and Councils to the appropriate Overseas Partnerships Program, overseas partner and/or twinned Conference or Superior Council on their behalf; and
* ongoing liaison and reporting to stakeholders related to the above.
* informs the Council General International of the twinning activities of the Society in Australia through annual reports;
* provides support to the General Council International.[[35]](#footnote-36)

Delegated Domestic Functions

National Council may delegate some of the domestic functions to the State and Territory Councils to enhance the Society’s capacity to operate at the local level or to address impediments to how State and Territory Councils offer good works at a local level.

These delegations may include receipting donations on behalf of National Council and using the Society brand in the form of trademarks registered to National Council.

**Article 22 - National Council Meetings**

National Council meets regularly. The frequency, manner and agenda of the meetings are determined by the Council.

Matters covered at a National Council Meeting are outlined in The Procedures[[36]](#footnote-37).

National Council meetings provide a forum for State or Territory Councils and Special Works established by National Council to report on their activities, discuss matters of common concern and make decisions on action to be taken.

Presidents of National Council Special Works and Chairs of National Council advisory committees, or their representative, attend Council meetings and report on their activities, as required.

Policy decisions that relate to the operations of the Society in Australia and to matters of national civil public policy are made at National Council meetings.

Decisions are taken by consensus, where possible after prayer, reflection and consultation. The democratic spirit is fundamental within the Society and when necessary, a vote may be taken.

Where a matter of interest relates to a policy or an operational matter of one or more State or Territory Council or of a Council’s Special Work, there shall be consultation with that Council(s) and / or Special Work as part of the decision-making process.

Decisions taken by National Council are relayed to National Council Special Works by the National President and to subsidiary Councils and to Special Works by the State and Territory Council Presidents.

Minutes of National Council meetings are distributed through State and Territory Council Presidents following the approval of the minutes by the National President. Minutes record the decisions of National Council by resolution. These resolutions are implemented or followed up by the National Council’s Secretariate on behalf of National Council.[[37]](#footnote-38)

Members of National Council, if they cannot attend a National Council meeting, should be represented at the meeting by a Member of their State or Territory Council. The representative will have the same rights and responsibilities as the Member they represent.

Multiplenon-attendance at a National Council meeting by a State or Territory Council President must be for health reasons or unavailability due to family commitments or unforeseen travel.

**Article 23 - President of National Council**

The President of National Council[[38]](#footnote-39) is a Member of the Council General International.

The National Council is guided and served by the President of National Council.

The President of National Council, or their representative, should visit each State and Territory Council periodically.

The President of National Council can suspend a Member, a Conference or a Council for misconduct in accordance with **Article 28**.

In the circumstances outlined in **Article 28**, the President of National Council may annul the election of a Conference or Council President or suspend a Member’s membership of the Society.

**Article 24 – Election of National Council President**

The President of National Council is elected by a majority of votes conducted by a secret ballot of the Members of the National Council.

The President of National Council is elected for a period of up to four (4) years. An outgoing President is eligible for re-election after an absence of two (2) years.[[39]](#footnote-40)

**Article 25 - National Council Office Bearers**

The President of National Council, after consultation with the Members of the Council, shall appoint up to five office bearers as necessary, including at least a Deputy President, a Secretary, a Treasurer, a Vice President - Youth and one other Vice President from among Society Members and in accordance with Part I to assist in the efficient operation of the Council.

Together, the President of National Council and with their appointees (excluding their Spiritual Advisor) must number at least one less than the six State and two Territory Council Presidents (eight elected State and Territory Presidents).

The President of National Council shall appoint a Spiritual Advisor who shall not have a vote arising from that role.

The term of appointment of office bearers is determined by the President of National Council. The appointments cease upon election of a new President of National Council, but the appointees are eligible for reappointment.

**Article 26 - National Council Funds**

The Council must keep accurate and appropriate records of income and expenditure and of its business. The records are to be readily available to Members of the Council. The financial records of the Council must be audited annually.

The Council receives funds from State or Territory Councils and may impose subscriptions to meet the proper expenses of the Council. An annual budget for the activities of the Council must be prepared and approved by the Council.

The National Council may raise funds and may spend those funds in support of its works or the works of State or Territory Councils.

The National Council may hold funds from the Commonwealth Government where the purpose of these funds is to provide assistance to people in need. The National Council will work collaboratively with State and Territory Councils to offer assistance through Society Members to people in need across the jurisdictional boundaries of one or more State and/or Territory Councils.

The Council expenditure is restricted to its activities and assistance to works in which the Society is involved. Urgent financial needs of State or Territory Councils have a priority in the allocation of surplus funds held by the National Council.

**Article 27 – Dispute Resolution Committee**

National Council and each State and Territory Council shall establish a Council Dispute Resolution Committee to address disputes or grievances between or with members, Conferences or Councils within their jurisdictions. Conferences and Councils may, after exhausting all efforts at resolving the matter at the Conference or Council level, refer differences to the State or Territory Council’s Dispute Resolution Committee for investigation and determination within an approved framework[[40]](#footnote-41).

National Council shall establish a National Dispute Resolution Tribunal to hear and determine matters referred to it.

Any grievance arising within a Society entity will be addressed under the entity’s constitution.

A grievance between Society entities within a jurisdiction will be referred to the State or Territory Council’s Dispute Resolution Committee.

The State or Territory Council’s Dispute Resolution Committee will make a recommendation to the State or Territory Council which will make a binding decision with no further appeal.

Any grievance between State or Territory Councils, between a Society entity and a National Council entity, between members of the National Council, between a member of National Council or a National Council entity and National Council will be referred to the National Council’s Dispute Resolution Tribunal which having dealt with the matter will make a recommendation to the National Council whose decision shall be binding with no further appeal.

Such decision by a State or Territory Council or the National Council may include removal of a member from any office of a Conference or subsidiary Council or to make a recommendation to the National Council President to annul the election of a President or to suspend the membership of a Member in accordance with **Article 23**.

Where a grievance involves a Member who is a director of a Council related corporate body, the dispute will follow the resolution procedures outlined in the corporate body’s Constitution and in accordance with any legislative obligations outlined in the *Corporations Act 2001*or other relevant jurisdiction relevant legislation.

**Article 28 - Addressing Disputes Involving a Member, Conference or Council and the Suspension of Members, Conferences and Councils**

**Dispute Resolution Processes**

State and Territory Councils and the National Council shall establish Dispute Resolution Processes within their jurisdictions to address grievances and misconduct with respect to Society Members or a matter relating to the well-being and/or health of a Society Member.

All matters of grievance and alleged wrongdoing or misconduct shall in the first instance be referred to the Dispute Resolution Process within the State or Territory where the grievance has arisen or where it is alleged the misconduct has occurred. Allegations of criminal conduct are to be referred without delay to State or Federal police.

Where a State or Territory Council’s Dispute Resolution Process having been under **Article 27** the State or Territory Council is unable to resolve a matter relating to a Member, a Conference or a Council, or a Society entity the State or Territory Council shall refer the matter to National Council which may, at its discretion, request the National Dispute Resolution Tribunal to deal with the matter with a view to making a recommendation to the National Council.National Council will make a binding decision with no further appeal[[41]](#footnote-42).

Where a dispute involves a Member who is a director of a body corporate the body corporate may set out how a dispute is to be handled and the rights given to a director by the rules of that entity.

Refer to Procedures for outline of possible steps to be followed in a dispute resolution.

**Suspension**

The authority to suspend any Member lies with the International President General who delegates this function to the President of National Council in accordance with Part II **Article 6.8** of the International Statutes[[42]](#footnote-43). Only the International President General can cancel a person’s membership.

On the suspension of a Society Member the person suspended immediately ceases to be an active member or to hold any office within any Conference or Council by reason of that suspension.

Suspension of Membership of the Society is independent of directorship of a Society incorporated body. If a person’s membership is suspended, then the chair of the incorporated body shall be informed, and any appropriate action taken under the constitution of that incorporated body.

Refer to **Procedure 28** for explanation of ‘misconduct’.

**Appeal[[43]](#footnote-44)**

A Member, President, Conference or Council whose Membership is suspended by the President of National Council may appeal to the National Council’s Dispute Resolution Tribunal which will make a recommendation to the National Council. The National Council will decide whether or not to uphold the appeal. A further and final appeal from a decision of the National Council lies to the International President General.

Where a Conference or a Council is suspended, the President of a State or Territory Council or the National Council as applicable may, on the advice of their Council, appoint an administrator to act for the Conference or the Council until the Conference or Council is re-established.

**Article 29 - Special Works**

A Special Work is an activity or project under the Society’s control which requires a management structure independent of the Conference structure.

Special Works may be established where a Council identifies a specific need which cannot be satisfied within the normal scope of Conference or Council activity.

Special Works are responsible to the National Council or the State or Territory Council under which they operate. A Council may delegate the operational activities of a Special Work to an incorporated body that has a direct relationship to the Council.

The establishment of National Council Special Works come from State and Territory Councils.

A Special Work can take the identity of a non-incorporated body or a separately incorporated body which can be in the form of an association incorporated in the jurisdiction of the State or Territory Council or a company limited by guarantee.

**Incorporated Special Works**

The National Council or a State or a Territory Council (in each case the “Incorporating Entity”) may, after consultation with:

1. the relevant Conference or lower Council where appropriate; and

2. National Council

establish a separately incorporated body for the purpose of governing and administering a Special Work(s) on behalf of that Incorporating Entity.

The constitution of the newly incorporated body must include the standard clauses for State and Territory incorporated entities detailed in the Procedures and have prior approval of the National Council, such consent not to be unreasonably withheld or delayed.

The shareholding structure of any Incorporated Special Works may be either (1) the Incorporating Entity must be the sole member of the incorporated entity and in the case of a company the sole shareholder of the company or, for a joint venture company, the sole shareholder of the Society’s interest in the company in the applicable jurisdiction, or (2) the Members of the Incorporating Entity are the Members of the incorporated entity or, for a joint venture company, the shareholders of the Society’s interest in the company in the applicable jurisdiction.

**Transferring a Special Work**

A State or Territory Council, after consultation with any relevant Conference or Council, may transfer, gift or sell a Special Work of the Society to another organisation or institution if the Council considers that this would be in the best interests of the people being assisted by the Special Work, and it is more appropriate for such other incorporated body to operate the Special Work and, that doing so is in the best interests of the Society.

Disposal of Special Works undertaken by an incorporated body should be governed by that incorporated body’s constitution – which would ordinarily include provisions restricting disposal without the approval of the Members of the body (i.e. a State or a Territory Council).

**SECTION 3 Governance and Leadership – Councils and Boards**

**Article 30 - Society Employees**

Conferences may not engage employees without the prior approval of the State or Territory Council.

**Employees Engaged by Incorporated Body**

Society employees engaged by an incorporated body report through the management structure to the Chief Executive Officer of the incorporated body.

Members or volunteers who are engaged in the work of an incorporated body as a volunteer or employee report through the management structure to the Chief Executive Officer of the incorporated body and are subject to the governance requirements of that body.

**Employees as Members**

To avoid conflicts of interest, employees of the Society may also be Members of and hold Offices in a Conference or Council, provided the employee is not an employee of the Council responsible for the work in which they are engaged. In these instances, the Member as an employee follows the direction of the Chief Executive Officer or their delegate.

No discrimination shall be shown against any employee who otherwise undertakes his or her duties as required but declines to become a Member of the Society.

**Article 31 - Incorporation/Legal Status**

Incorporation, by whatever means, must include a reference to being subject to The Rule as part of the constitution or articles of association and, as far as practical, the constitution or articles of association must not be contrary to or inconsistent with any part of *The Rule*.

Where *The Rule* is inconsistent with the laws of the land, the latter prevails.

No form of incorporation shall be undertaken or sought without the approval of the respective State or Territory Council and the National Council.

Incorporation by whatever means must contain provisions for dispute resolution and grievance procedures.[[44]](#footnote-45)

Special Works incorporated entities should have regard to the standard clauses in the Procedures and include them in their constitutions where appropriate to do so.

**Article 32 - Accountability and Reporting**

To provide transparency, and for the benefit of the Members, Conferences and Councils are to report on their activities on a regular basis to the next higher Council.

State and Territory Councils are to produce an Annual Report to inform Members and Society supporters.

Where Councils employ central accounting or other management systems to collect Conference financial accounting and activity data, reports from these sources are available to relevant Councils.

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***The Rule* Part III**

**Review**

**The Procedures**

**2nd Amendments**

**Version: Final - 20 June 2024**

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|  | **THE PROCEDURES**  **Table of Contents** |
|  | **SECTION 1 : Members and Volunteers** |
| 2 | *The Rule* and Catholic Social Teaching and Democracy |
| 3 | Members |
| 5 | Conferences |
| 8 | Conference President |
| 9 | Conference - Office Bearers |
| 10 | Conference Funds |
| 12 | Festival Meetings |
|  | **SECTION 2 : Councils** |
| 14 | Council Functions |
| 15 | Council Meetings |
| 16 | Council Presidents |
| 17 | Regional, Central or Diocesan, State and Territory President Elections |
| 19 | Regional, Central or Diocesan, State and Territory Council Office Bearers |
| 21 | National Council and National Council Functions (Arts 15 & 16) |
| 22 | National Council Meetings |
| 23 | President of National Council |
| 24 | Election of National Council President |
| 27 | Dispute Resolution Committee |
| 28 | Addressing Complaints Involving a Member, Conference or Council and the Suspension of Members, Conferences and Councils |
| 29 | Special Works |
|  | **SECTION 3 : Governance and Leadership - Councils and Boards** |
| 30 | Society Employees |
| 31 | Incorporation/Legal Status |

**PREAMBLE**

These Procedures received the approval of the National Council of Australia on *Day Month Year*.

The Articles contained in *The Rule* Part III must be followed.

The Procedures have been prepared by National Council to provide additional detail on the governance arrangements of the Society in relation to specific Articles in Part III.

National Council may amend and add to these Procedures.

The Procedures must be followed unless there are sound reasons not to do so in a particular circumstance and these reasons should be documented.

Where an inconsistency between an Article and a related Procedure arises, the Article takes precedence.

Any Conference or Council before departing from a Procedure first must seek advice from the President of their next higher Council.

**SECTION 1 Members and Volunteers**

**Article 2 – THE RULE AND Catholic Social Teaching and Democracy**

Catholic Social Teaching is the collective name given to the Catholic Church’s statements on matters of social structures and social justice which have been published from the late nineteenth century.

The Society of St Vincent de Paul has a close connection to Catholic Social Teaching. Blessed Frédéric Ozanam writings provided a rich background for the first Papal Encyclical (letter) *Rerum Novarum* in 1891.

“Catholic Social Teaching does not offer an ideology, nor does it offer a political program. While the Church’s teaching is essentially theological in nature, it is grounded in the critical social questions of the day and draws on contemporary economics, and social and political sciences. The dreaming is not wishful thinking.” (*Dreaming as a Single Human Family*, p.5)[[45]](#footnote-46)

**The Principle of Subsidiarity**

The Principle of Subsidiarity is a Catholic Social Teaching. “Subsidiarity ‘protects people from abuses by higher-level social authority and calls on these same authorities to help individuals and intermediate groups to fulfil their duties…because every person, family and intermediate group has something original to offer to the community’ (Compendium, §172, *Laudato Si’*, §15)”[[46]](#footnote-47)

“Subsidiarity is at work in the Conference structure which says that the conference is closest to the person in need and is best placed to make the decision about how to help. The structure of councils, from regional councils up to national council, is also putting this principle into practice. The Rule tells us that ‘Councils exist to serve all the Conferences they coordinate’. The principles of participation and empowerment are also put into practice each day as we work with people to help them find solutions to their problems.”[[47]](#footnote-48)

This principle recognises that Conferences and Councils are best equipped to respond appropriately to their local needs with knowledge of the environment and circumstances (culturally, socially, politically etc...). In this way, the Society promotes local initiatives within its spirit. This freedom of action of Conferences and Councils faithfully retains the principle~~s~~ that has been kept since the origins of the Society and enables the poor to be assisted spontaneously and effectively.

However, in some matters higher Councils may be better placed to make some decisions where these involve particular matters of expertise or where a higher Council determines that a uniform approach to some aspects of the Society’s presence across a number of local communities, Conferences or Councils is for the benefit of Members or of our Companions; e.g. Conferences and retail centres following decisions and directions made by a State or Territory Council during the COVID-19 pandemic.

Conferences can also seek advice and support from higher Councils when they feel underfunded or are restricted in their decision making.

**Article 3 – Members**

Youth in the Society

Young Vincentians reflect the original spirit and charism of the Society by enhancing its mission with their enthusiasm, dynamism and thirst for social justice.

There are no age barriers to membership of the Society. However, as a general rule, Conference Members should be at least 18 years of age. At times, Conference Members have to deal with some confronting issues to assist our Companions and we should not ask Young Adult Conference members to undertake work that they are not comfortable with.

School Based Conferences (Mini-Vinnies and Secondary Conferences)

Mini-Vinnies has been a successful initiative that engages primary school children in learning about the Society and its works. Secondary School conferences, also known in parts as College or Youth Conferences, are a great extension of student's studies of Catholic Social Teaching and should be encouraged and actively supported by a local Conference.

If a good relationship is developed between a school and a local Conference or youth team, then there is a good chance that the students on leaving school will join a Young Adult Conference or may later in life join another form of conference. Ideally Conferences and Members should look to provide pathways that enable school students to engage with the Society at various times of their lives in the future as circumstances permit. In partnership with schools, Conferences might reach out to engage the parents of children in mini-Vinnies and in secondary school conferences.

Another area of activity for secondary school students (e.g. children aged between 16 and 18 years of age) might involve volunteering in one of the Society’s retail centres or youth programs. Each State or Territory Council has induction, training, safeguarding and supervision procedures to ensure the safety and wellbeing of an individual student.

Young Adult Conferences

Young Adult Conference Members are typically aged between 18 and 35 years.

Young Adult Conferences generally engage with social justice issues that relate to their own interests and studies. Whilst activities vary, typically Young Adult Conferences are involved in leading youth-based activities such as Kids Days Out/Buddies Days, Kids Camps or Tutoring activities.

If in the course of these activities a Young Adult Conference Member(s) encounters issues that they have difficulty understanding or managing, the Conference should feel free to call on other Conferences or Members with particular expertise to mentor these younger Members. Some Councils may even appoint a Bailly member to support youth activities in their area.

When Young Adult Conference Members volunteer in any such activities with children they must always be mindful of and align to all requirements of the program as well as any civil legislative requirements and associated obligations (e.g. child safeguarding standards).

Presidents of Councils, after consultation with Young Adult Conference Members, appoint a Youth Representative who is able to reflect the opinions of young people in all matters discussed by the Council.

Presidents are encouraged to seek out young Vincentians to serve as office bearers of Conferences and Councils.

The Society and Ecumenical Relationships

The Society is a lay Catholic organisation.

It is recognised that people from other Christian Churches and ecclesial communities and non-Christian communities may attend Conference meetings and are welcomed; they may elect to become Conference members.

It is also recognised that other people who volunteer in the various good works of the Society may be from other faith traditions, and they are equally welcomed.

Members, and volunteers and employees, must be comfortable with and support the Society’s Mission and the ethical and social principles of the Catholic Church and Catholic Social Teaching.

**Article 5 – Conferences[[48]](#footnote-49)**

*Charity must never look to the past, but always to the future, because the number of its past works is still very small and the present and future miseries that it must alleviate are infinite.*

Frédéric Ozanam

**Membership and New Forms of Conference**

The Society faces the prospect that if it does not change by evolving the way it interacts in the modern world, it risks not continuing to be a member-based organisation.

Relying primarily on parishes as the main source for conference recruitment is failing along with a declining church attendance. We must look to other avenues for membership and be willing to accept and support new forms of conference that are not parish based.

That is not to say that parish conferences are not important to us. They remain the core work of the Society with its home visitation or its Conference rooms in Centres of Charity (shops) or its separately located Conference facilities.

In some places conferences undertaking visitations are locality based; e.g. city workers forming a conference to undertake visits after work. A conference may be formed to support a Special Work of the Society such as our shops, homeless shelters, aged care, affordable housing etc. where visitation and companionship may be just as important as the professional assistance provided by the specialists.

There are already many volunteers in night patrol, soup kitchens or in other Special Works mentioned above. They should be given the opportunity and encouraged to form conferences around their Special Work or volunteering activity. Becoming a Member enables the volunteer to share in the spiritual dimension of the Society at a level they are comfortable with and provides personal support and a chance to socialise with others who have similar values and beliefs. They also become part of the governance structure of the International Confederation of the St Vincent de Paul Society and a say in the future direction and the way the Society is managed in Australia.

Only by embracing change can we hope to maintain the core values of the St Vincent de Paul Society in Australia as a member-based organisation.

**Conference Meetings**

From the very beginning in 1833, our Society has been much more than a one-dimensional Society. This is how it differs from many other Societies which help those in need. In October 2003, the Society’s National Presidents of the World gathered for a General Assembly and decided by an overwhelming majority that the Society should maintain and develop all three of the dimensions of the Society described in **Article 4** which Blessed Frédéric Ozanam and the co-founders established under the inspiration of the Holy Spirit.

In a fuller way than ever before, these dimensions were enshrined in the International Rule: Chapter 1 describes the first dimension - to help the poor. Chapter 2 describes the spiritual dimension, which, by bringing us closer to Christ, enables us to grow in every aspect of love. Chapter 3 describes the dimension of mutual support, inspiration and friendship. Throughout the history of the Society, the second and third dimensions have been found to be profoundly beneficial for both those we seek to help and the members themselves. By weekly meetings (say 50 times a year) or fortnightly (say 25 times a year), the National Presidents of the world were convinced that this precious heritage – preservation of all three dimensions - could be maintained. If there was only a monthly meeting, which realistically members would attend less than 12 times a year, the second and third dimensions could not, they considered, be fully preserved. The requirement mentioned in the above Article to spend perhaps five minutes in prayer and reflection at any informal gathering in between a monthly meeting, is surely not too much to ask to achieve this very desirable continuity with the spirit of our Society.

Conference meetings should include the following:

1. Start with an Acknowledgement of Country
2. Opening prayers, formal and spontaneous.
3. A spiritual reading or meditation, on which Members are always invited to comment as a means of sharing their faith and deepening their mutual understanding.Reflection on service is a key aspect of the Conference meeting.
4. General business which may include:

* review and confirmation of minutes of the previous meeting
* presentation and confirmation of Treasurer’s report
* correspondence
* President’s report

1. Other matters:
2. visitation reports which allow Members to consider the action taken or to be taken to further charity and justice – see below
3. regular reports on the Overseas Partnerships Program including Twinning and Assist A Student
4. the safety and wellbeing of children and adults at risk
5. Occupational Health & Safety
6. a secret collection of funds for the Conference or Council or overseas twinning works
7. training opportunities.
8. Closing prayers

Meetings can be *in situ*,face to faceor conducted online. Some Conferences may convene their meetings using a variety of this methods. Face to face meetings are preferred.

**Proposed new text to be added to this Procedure**

Aggregation, Suspending or Recessing and Terminating a Conference

Procedures to be followed when seeking aggregation of a new Conference, suspending or recessing a Conference or terminating an existing Conference are provided in the Appendices.

**These protocols are presently being reviewed by the NCS because there is no common approach used across jurisdictions and the CGI information about which Conferences are aggregated is also inaccurate.**

**Aggregation** – Refer **Appendix X**.

Suspending or Recessing a Conference – to be drafted

Terminating a Conference – to be drafted

Article 8 - Conference President

**Conference President Elections**

Electing a President is one of the gravest responsibilities of a Conference and all members have a clear responsibility to ensure that a suitable person is found and elected.

The outgoing Conference President should notify in a timely manner the end date of his or her term of office and invite nominations from eligible members.

A period of at least four (4) weeks or 28 days should elapse between the nomination of candidates and the ballot to elect a Conference President. All Conference members should be informed, and all members asked to pray, both personally and in meetings, from the beginning of the nomination process.

A candidate needs a clear majority of votes to be elected as a President. Votes should be counted by two persons other than nominees.

In the event of a tied election, after a short period of prayer and reflection, a further vote should be conducted at that time between the two candidates with the most votes in the first election.

If a stalemate still arises then the President of the Council to which the Conference is attached should appoint a President from those nominees who have the equal number of votes.

Where there is only one candidate a vote must still be taken to confirm that the candidate is elected by a majority of electors.

If the only candidate(s) is unsuitable then no appointment should be made, and a new election called.

Calling a fresh election in these circumstances might bring forward someone suitable who has not put themselves forward for the first ballot. If there is no-one suitable then perhaps the Conference should be put on hold.[[49]](#footnote-50)

**Article 9 - Conference Office Bearers[[50]](#footnote-51)**

**Conference Office Bearers**

In the Society every member is equally valued. The assumption of office implies no dignity or honour. It simply means that there are some who, for proper management of the Society, are prepared to accept additional responsibilities. Every member ought to in turn be willing to accept an office as part of their Vincentian commitment and should not withdraw from it in a false sense of humility. On the other hand, every assistance should be afforded to office bearers.

1. All members of a conference should consider taking on leadership roles within the conference to gain leadership experience and to share their skills with the conference for the benefit of the conference, our companions and for the Society. The conference should support and encourage any member considering taking a leadership role. The next higher council should offer to provide a mentor or buddy for anyone new to a leadership role in a conference or council.
2. When considering taking on an office bearer role, especially that of President, a Member should undertake due diligence to be confident that they have the necessary skills and the available time to fulfil the role. It is preferable that office bearer roles are not delegated to other Members during a person’s term of holding the office.

Each Conference should have at least a Vice President, Secretary and Treasurer to assist the President in the management of the Conference.

**Spiritual Adviser to Conference (and to Councils)**

In keeping with the tradition since the beginning of the Society, a Spiritual Advisor should be appointed to help foster the Members’ spiritual life within the Council under the guidance of the Holy Spirit.

As per **Article 9**, Conference meetings should be imbued with the spirit of charity and the spirituality which animates the Society. The Role of Spiritual Advisor within the Conference has a particular focus on fostering the spiritual and pastoral life of the Conference.

The Conference President in consultation with members, should appoint an appropriate person/s as the Conference Spiritual Advisor. The Spiritual Advisor can be an external Member of the conference, and as such a non-voting Member, or could be a role undertaken from amongst the Conference Members, as such, maintaining their voting rights. The local priests, deacons or religious may be invited to be the Spiritual Advisor or to propose an appropriate person.

The Spiritual Advisor ensures that all the aspects of the spirituality and identity of the Society in the International Rule and in the Society’s Vision and Mission Statements are understood and become fully expressed in the meetings and work of the Council. The Spiritual Advisor has a special pastoral role to promote the harmony between Members which enables “Christ in the Midst” to live and love through the Council.

The Spiritual Advisor models and encourages Members to lead the prayers and spiritual reading or meditation. In conjunction with the Council Presidents they provide guidance on matters of faith, morals and Catholic Social Teaching.

It is imperative that those who act in the role of Spiritual Advisor understand their duty not to just provide spiritual and pastoral formation for Conference meetings, but to play a special role in restoring harmony when conflict arises between Members.

Where a decision-making process gives rise to disharmony within the Members of the Conference, a person appointed from the Conference to be the Spiritual Advisor ought to abstain from voting on non-unanimous decisions in order to avoid any potential conflict that might arise when seeking to achieve harmony within the Conference Members.

In some Conferences, Members may not be confident taking on the role of Spiritual Advisor.  Whilst it is important for a Conference to have a Spiritual Advisor, until a Spiritual Advisor is appointed, the Conference Members may choose to lead the Conference in spiritual reflection and by doing so, in rotation, Conference Members may become more comfortable with and willing to accept the role of Spiritual Advisor. This should not be a barrier to forming or maintaining a Conference.

If a parish priest who has declined to be the usual Spiritual Advisor, does occasionally attend a Conference meeting, he will always be invited by the President to contribute to the sharing during the Spiritual Reading or Reflection.

The term of appointment for the Spiritual Advisor of a conference is determined by the President and ceases upon the election of a new President.

A Spiritual Advisor shall not have a vote arising from that role. In the case of a Spiritual Adviser being a member of a lower Council, the Spiritual Adviser shall have a voting right by virtue of being elected to that lower Council.

**Bailly**

Presidents of Conferences, and higher Councils in particular acquire experience and knowledge during their term and it is desirable that their knowledge and experience be made available to the incoming President to support and assist them to grow confidence in the role. It is recommended that the incoming President of a Conference or a Council consider appointing the outgoing President as the Bailly to the Conference or the Council for the purpose of handing over knowledge and mentoring the new President and supporting the Conference or the Council.

The suggested length of time for this role is determined by the President but would be no longer than six (6) months**.** The Bailly role is a non-voting role.

The Bailly is an experienced Vincentian (e.g., a former Council President) providing guidance in a non-voting capacity on matters discussed by the Council.

Youth in the Society also engage Bailly’s who provide Young Adult Conference Members with mentoring and support, particularly for newly appointed Youth Representatives or newly established Youth Conferences where an experienced Member guides the activities and good works conducted by Youth Conferences.

The role takes its name from the Society’s first conference President, Emmanuel Bailly (age 39), who provided wisdom to the young members who gathered around Frédéric Ozanam (age 19) to found the St Vincent de Paul Society.[[51]](#footnote-52)

Article 10 - CONFERENCE FUNDS

The procedures described below recognise that each State and Territory Council will have different approaches to how Conference funds may be raised, receipted and expended including funds provided to a Conference from the next higher Council.

A Conference is normally funded through the Members’ secret collection, the church collection box (Poor Box), fundraising and donations and is supplemented, where necessary, from its immediate Council. Our Rule places no restrictions on the raising of funds and Members should be looking to do this when the need of the Conference exceeds its capacity to provide. Consultation with the Parish Priest is essential in matters of fundraising within the parish. Members make a commitment to perform works of charity within the framework of the Society. They fulfil their commitment financially according to their means.

All fundraising undertaken by a Conference must comply with Commonwealth Government legislation and regulations (e.g. the Australian Taxation Office for tax deductible donations issued in the name of the Society) and State or Territory Government legislation and regulation where these exist.

Any funds received by the Conference are deposited into the State or the Territory Council’s collective banking system using the required banking procedure as prescribed by the State or Territory Council’s finance section. Where there is a collective banking system, funds are then redistributed back to Conferences for expenditure on Good Works.

Where there is central accounting system, the Conference may be allocated a budget and would generally be expected to operate within or close to that budget unless there are extraordinary demands on the Conference. In the latter instance the Conference should discuss any projected shortfall in Conference funds with their next higher Council which may reallocate funds from other Conferences or seek additional funds from its next higher Council. Funding for Conferences and Councils should be managed by Conferences and by Councils with assistance from the State or the Territory Council.

Conferences generally do not generate enough funds to carry out their works of charity. Through the centralised budget arrangements (collective banking), based on historical use of funds, each Conference is allocated its funds from the central collection of funds, which include the types mentioned above but mainly through profits from Vinnies Shops. Conferences also share in the funds donated to the Society from general bequests, special fund raising such as the CEO Sleepout, general donations from corporations etc... Monies left to local Conferences by benefactors are only to be used for the purpose(s) expressed in the terms outlined by the benefactor or in the benefactor’s Will.

Funds that are sourced from specific fundraising campaigns (e.g. the theme of the annual CEO Sleepout campaign) must only ever be expended for the purposes for which donors have donated the funds.

Funds and donations to the Society’s Overseas Partnership Program, administered and managed by National Council, have specific requirements to follow in order to meet the compliance regimes of the Australian Taxation Office. Only National Council can transfer moneys to National Councils in overseas countries for twinning purposes, Assist A Student or other approved development initiatives.[[52]](#footnote-53)

Conferences should not hold funds surplus to their requirements. There is always a need for funds elsewhere and they should be made available to the next higher Council.

The Society is not a funding organisation, and *The Rule* does not permit Conferences or Councils to donate funds to other charitable bodies unless members of that charitable body are directly involved as Vincentians in that activity.

**Article 12 – FESTIVAL Meetings**

To encourage and maintain a unity of both spirit and action among the members, Conferences and Councils celebrate liturgical ceremonies, such as Vincentian festival masses and gatherings, throughout the year.

It has been customary to hold a Festival Mass and Meeting of Members, Associate Members and Volunteers on or about the feast of Blessed Frédéric Ozanam on 9th September, of St Vincent de Paul on 27th September and the feast of the Annunciation on 25th March.

However, it is acknowledged that in some jurisdictions it is more desirable to ensure that Festival Masses are dispersed throughout the year to ensure appropriate levels of support. It is anticipated that each Conference and Council would gather for this purpose at least once per calendar year.

**SECTION 2 Councils**

**Article 14 – Council Functions**

Councils may appoint Standing Committees and/or Advisory Committees to assist in carrying out the work of the Society.

The Council determines the mandate, terms and Membership of the Standing Committee or the Advisory Committee. Members of a Standing Committee or an Advisory Committee may be drawn from outside the Society when a Council determines that particular expertise or skills are required.

Each Standing Committee and each Advisory Committee shall be provided with a Terms of Reference to govern its purpose and to outline responsibilities. Standing Committees and Advisory Committees will report to the State or Territory Council at least four times per year.

The term of appointment of the Members of a Standing Committee or an Advisory Committee is determined by the Council.

Youth Committees shall have the same relationship with the Council under which they operate as the rest of the other committees linked to the same Council.

**Incorporated Bodies**

It is good governance practice for non-incorporated and incorporated bodies to appoint Standing Committees for the purpose of supervising some of the governance responsibilities of the body; for example, in the areas of audit, risk and finance, cyber security and data management, or strategic planning, etc…Another reason to have a standing committee would be to provide advice on a specific new project; for example, a property development.

The constitutions of incorporated bodies may specify the entity’s governance arrangements which require the establishment and maintenance of a particular Standing Committee(s) that reports to the body’s board of directors; e.g. Safeguarding; Audit; and Risk Standing Committees. The Chair of the board of directors may determine, with fellow directors, that a particular Standing Committee would assist the work of the board.

In these instances, the incorporated body should provide Terms of Reference that outline the specific areas of responsibility the Standing Committee has been established to assist management of the operations of the body including areas of compliance.

The Chair of an incorporated body’s board of directors may determine, with fellow directors, that a particular area of interest or operations of the body could be assisted by establishing an Advisory Committee for the duration of a particular initiative of interest to the board.

In these instances, the incorporated body should provide Terms of Reference that outline the specific areas of responsibility the Advisory Committee has been established to assist the board implement a particular initiative.

Standing Committees or an Advisory Committee offer an incorporated body mechanisms to appoint external persons with specific expertise that is not available from the body’s board of directors.

**Article 15 - Council Meetings**

**Format for Council Meeting Agenda**

State and Territory Councils should consider adopting a regular format for Council Meeting Agenda. An example of matters to be included on an agenda include, but are not limited to:

1. Start with an Acknowledgement of Country or Prayer of Acknowledgement
2. Opening prayers, formal and spontaneous
3. A spiritual reading or meditation, on which Members are always invited to comment as a means of sharing their faith and deepening their mutual understanding. Reflection on service is a key aspect of the Council meeting.
4. Catholic Social Teaching
5. General business which may include but is not limited to:

* review and confirmation of minutes of the previous meeting
* confirmation of any Circular Motions passed since the last Council Meeting
* the safety and wellbeing of children and vulnerable people presentation
* confirmation of Treasurer’s report
* consideration of decisions or recommendations from Standing Committees including any matters relating to the Council’s Statement of Risk Appetite
* correspondence
* reports from Special Works
* regular reports on the Overseas Partnerships Program including Twinning and Assist A Student
* social justice and advocacy activities/reports
* summary reports from higher Councils
* Occupational Health & Safety

1. Closing prayers.

Lower Councils may not have the need to include all of the general business matters described above.

Formal meetings of the Council must have prayer & spiritual reflection and include the President, Spiritual Adviser and provision for a youth perspective where applicable.

Article 16 - Council PresidentS

A Council President is responsible for the following activities:

* convening meetings;
* appointing office holders;
* encouraging input from all members;
* keeping a clear focus on the mission and spirituality of the Society;
* ensuring that funds and other resources are used with integrity and consistently with the Society’s principles;
* ensuring that all Council members are fully engaged in decisions;
* regularly visiting subsidiary Councils or Conferences;
* ensuring the observance of Festival Meetings and other occasions;
* facilitating and promoting formation and training within the scope of the Council;
* regularly addressing matters of social justice and advocacy and appropriately advocating to civil authorities and other organisations within the scope of the Council;
* maintaining awareness and engagement with Twinning and other activities of the Society that engage with Vincentians and our companions around the world;
* promoting information about the Society and its works at the National and International level and ensuring that Councils, Conferences and Members within the scope of the Council are aware of and have access to information about the wider Society;
* identifying and mentoring future leaders; and
* ensuring that the work of the Council uses the talents and skills of members to the greatest extent.

Article 17 - REGIONAL, Central or Diocesan, State AND Territory COUNCIL PRESIDENT Elections

Electing a President is one of the gravest responsibilities of a Council and all Council members have a clear responsibility to ensure that a suitable person is found and elected.

**Notice of Election**

The President shall appoint two (2) persons to act as Returning Officers for the election of a new President.

The Returning Officers or the Council Secretary must notify the members of the Society within the geographical boundary of the Council that an election of a President is to occur.

There must be at least seven (7) weeks or 49 days’ notice of the date of the election to the members and this notice must: call for nominations for the position of President; and provide the date by which nominations for the position of President are to be received as outlined below.[[53]](#footnote-54)

Article 20 - NATIONAL COUNCIL FUNCTIONS - OVERSEAS PARTNERSHIPS PROGRAM

The International Rule (Part 1, Section 4) requires Vincentians to help others in need overseas. For the Society in Australia, these good works are facilitated by the National Council’s Overseas Partnerships Program including the following:

* **Twinning** is the direct link between two Conferences or Councils “consisting of sharing prayer, a profound friendship and material resources”. This requires the Conference or Council engaged in twinning to communicate with their twin and provide funding including periodic twinning support, optional Christmas and Easter grants and optional financial support for projects initiated by overseas conferences through their National Councils.
* **Projects** provide a means for Conferences or Councils in our overseas partners to identify projects that support community development and request funding from the Society in Australia via their Superior Councils. Special Vincentian Support Projects provide a means for Superior Councils of our overseas partners to request support for one-off activities to strengthen administration.
* **Assist A Student** provides students in need with one-off support to meet their educational needs in a given year. Recipients are selected by the participating overseas partner countries who administer and report on its implementation.
* **Emergency Relief** can be requested by our overseas partners at times of natural or humanitarian disaster.
* **Supporting the establishment and formation of overseas national councils in twinned countries.**

As the Superior Council in Australia, the National Council of Australia is the entity responsible for the Overseas Partnerships Program and ensuring it is operated in line with both Vincentian and Australian Government governance arrangements. National Council has established an Overseas Fund Management Committee to oversee the transfers of moneys from Australia to overseas twinned National Councils[[54]](#footnote-55).

While the National Council has overarching responsibility for the Overseas Partnerships Program, it is implemented through a Society wide partnership across jurisdictions in Australia.

* National Council establishes and maintains an Overseas Partnerships Program National Network.
* The National Overseas Partnerships Advisory Committee is established by the National Council and is responsible to it and reports regularly. The Secretariate provides facilitation, administration and financial support for the Overseas Partnerships Program.
* State/Territory Councils establish Overseas Partnerships Committees and Administration and Finance teams to support the implementation of the Overseas Partnerships Program at Council and Conference level in their jurisdiction.
* Conferences, Central and Regional Councils may choose to appoint Twinning Officers to support their engagement in the Overseas Partnerships Program.

These national structures are supported internationally and overseas through the following:

* the SSVP Oceania program that involves national councils in Oceania in partnership with the Societies in the region, the New Zealand National Council and the Council General International;
* Council General International has International Commissions for Twinning and International Aid and Development. It also has International and Zone Twinning Officers and Territorial Vice Presidents. They coordinate the allocation of countries that the national donor Societies support.
* The Superior Councils of our overseas partners are responsible for engagement in, implementation of, and reporting on Overseas Partnerships Program initiatives for their own country.
* The Councils and Conferences in our overseas partner countries who are engaged in twinning must be: aggregated; not twinned already; and willing to communicate with their Australian twin.

Article 22 - NATIONAL CoUNCIL Meetings

National Council meetings should include the following:

1. Start with an Acknowledgement of Country
2. Opening prayers, formal and spontaneous
3. A spiritual reading or meditation, on which Members are always invited to comment as a means of sharing their faith and deepening their mutual understanding. Reflection on service is a key aspect of the Council meeting.
4. Catholic Social Teaching
5. Standing Items

* Reports from National Council Standing Committees
* reports from National Council Special Works
* reports from National Councils’ Overseas Partnerships Program
* the safety and wellbeing of children and vulnerable people

1. General business which may include but is not limited to:

* review and confirmation of minutes of the previous meeting
* re-confirmation of any circular motions passed since the previous meeting
* presentation and confirmation of Treasurer’s report
* summary reports from State and Territory Councils
* reports on National Council initiatives involving State and Territory Councils
* review of the implementation of National Council’s Strategic Plan
* review of the National Council Risk Management Register
* correspondence
* occupational health & safety matters
* other relevant matters

1. Closing prayers. [[55]](#footnote-56)

National Council has adopted a protocol about the preparation of Minutes of National Council Meetings[[56]](#footnote-57).

Article 24 – ELECTION OF National Council President

Electing a President is one of the gravest responsibilities of a Council and all Council members have a clear responsibility to ensure that a suitable person is found and elected.

**Notice of Election**

The National Council President shall appoint two (2) persons to act as Returning Officers for the election of a new President.

The Returning Officers or the Council Secretary must notify the members of the Society within the geographical boundary of the Council that an election of a President is to occur.

There must be at least seven (7) weeks or 49 days’ notice of the date of the election to the members and this notice must:

* 1. call for nominations for the position of President; and
  2. provide the date by which nominations for the position of President are to be received. [[57]](#footnote-58)

Article 27 – Dispute resolution committee

**Article 27** requires each State and Territory Council to have a Dispute Resolution Committee.

It may be too late to start setting up a Dispute Resolution Committee once a disagreement or dispute arises.

It is a requirement that each State and Territory Council set up a Dispute Resolution Committee as a standing committee of the Council with an approved term of reference. Such terms of reference should be consistent with the principles of Natural Justice and Procedural Fairness, and in line with the protocols outlined in **Article 27**.

Members of a standing Dispute Resolution Committee should have an appropriate level of training in conflict resolution.

Every attempt should be made to resolve a disagreement or dispute between Members at the local level. Escalating a dispute to a higher-level Council should only occur when every reasonable effort to resolve it locally has been undertaken.

Any dispute involving a company member or director of a company should be dealt with in accordance with the company’s constitution.

**Example of steps in a dispute resolution process**

The adjudication of a dispute must ensure that natural justice is followed.

The party that is the subject of a dispute may appoint any person to act on their behalf during the dispute resolution procedure.

The party responsible for applying a dispute resolution procedure must ensure that:

1. each party to the dispute has been given an opportunity to be heard on the matter that is the subject of the dispute; and
2. an unbiased decision-maker determines the outcome of the dispute; and
3. the decision-maker notifies each party to the dispute, in writing, about the decision and gives the reasons for the decision; and
4. to the extent that doing so is compatible with paragraphs (a) to (c), the dispute resolution procedure is completed as soon as is reasonably practicable; and
5. there is an appeal process available to the party if there is an adverse finding made against that party.

**Appendix M** provides an example of an approach that State and Territory Councils can take to establishing and relying on a dispute resolution committee.

**National Council Tribunal**

National Council shall establish a National Council Tribunal as a permanent committee of National Council. The purpose of the National Council Tribunal and operational protocols to guide the National Council Tribunal are outlined in **Appendix N**.

Article 28 - Addressing Disputes Involving a Member, Conference or Council and the Suspension of Members, Conferences and Councils

Outlined below are processes to be followed when handling a dispute involving a Member[[58]](#footnote-59), when disciplining a Member, when seeking to suspend the membership of a Member or when seeking to annul the election of a President.

**A Process for handling a Dispute involving a Member and/or Council[[59]](#footnote-60)**

1. A dispute involving a Member of the Society arises in a State or Territory and concerns Members, Conferences or Councils only within that State or Territory.
2. Either party to the dispute may refer the matter to the State or Territory Dispute Resolution Committee via the State or Territory Council Secretary.
3. The Dispute Resolution Committee will attempt to mediate between the parties and may make a decision.
4. Either party may appeal the decision to the National Dispute Resolution Tribunal[[60]](#footnote-61) via the National Council Secretary.
5. The National Dispute Resolution Tribunal may decide whether to accept the appeal and if so will either refer the matter to the National Council Dispute Resolution Committee or may itself hear the matter anew and make a binding decision.
6. A decision of the National Dispute Resolution Tribunal is final with no further appeal.
7. If a dispute involves a Member, Conferences or Councils in more than one State or Territory or involves a State or Territory Council Member or a State or Territory Council either party to the dispute may refer the matter to the National Council Dispute Resolution Committee via the State or Territory Council Secretary and the National Council Secretary.
8. The National Council Dispute Resolution Committee will attempt to mediate between the parties and may make a decision.
9. Either party may appeal the decision to the National Dispute Resolution Tribunal via the National Council Secretary.
10. The National Dispute Resolution Tribunal may decide whether to accept the appeal and if so, will hear the matter anew and make a binding decision.
11. A decision of the National Dispute Resolution Tribunal is final with no further appeal.

**Process for Disciplining a Member**

1. The President of a Conference or Council within a State or Territory may refer a matter for disciplining of a Member of their Conference or Council or of a lower Conference or Council to the State or Territory Dispute Resolution Committee via the State or Territory Council Secretary.
2. The Dispute Resolution Committee may make a decision.
3. The Member may appeal the decision to the National Tribunal via the National Council Secretary.
4. The National Tribunal may decide whether to accept the appeal and if so, will hear the matter anew and make a binding decision.
5. A matter for disciplining a Member of a State or Territory Council may be referred by the State or Territory Council via the National Council Secretary to the National Dispute Resolution Tribunal.
6. A decision of the National Dispute Resolution Tribunal is final with no further appeal.
7. A matter for disciplining a State or Territory Council may be referred by the National Council via the National Council Secretary to the National Dispute Resolution Tribunal.
8. The National Dispute Resolution Tribunal may decide whether to accept the appeal and if so, will hear the matter anew and make a decision.
9. The State or Territory Council may appeal the decision to the International President General.

**Recommendation that the membership of a Member be Suspended or that the Election of a President be annulled**

1. The National Tribunal may make a recommendation to the National Council President that the election of a President should be annulled or that the membership of a Member should be suspended under **Article 28**.
2. The National Council President may make a decision to annul the election of a President or to suspend the membership of a Member.
3. The President or Member may appeal the decision to the International President General.

**Misconduct**

The term ‘misconduct’ includes but is not limited to the following behaviours where a behaviour(s) is alleged to have been carried out by a Member of the Society:

* a behaviour where the consequence is deliberate ignoring of an obligation owed to a matter(s) or a process described in *The Rule*; or
* a behaviour that goes against one or more of the Values expressed by the Society in Australia; or
* a behaviour described as ‘unreasonable behaviours’ in *Working Together Guidelines* (May 2021); or
* a behaviour that goes against a clause contained in the Constitution of an incorporated body that is attached to the National Council, a State Council or a Territory Council or a policy adopted by an incorporated body where lack of compliance with such a clause has a consequence including bringing the name of the Society or the Society brand into disrepute; or
* a matter that falls under the **Fair Work Act 2009**; or
* a matter that falls under the occupational health and safety legislation applicable to the jurisdiction in which alleged behaviour(s) has occurred.

**Natural Justice and Procedural Fairness**

‘Procedural fairness’ means acting fairly in administrative decision making. It relates to the fairness of the procedure by which a decision is made, and not the fairness of the actual decision.

The rules of procedural fairness are encompassed in very broad terms in three widely accepted rules encompassing minimum standards of fair decision-making. They are:

1. A person has the right to a fair hearing. There are several aspects to this rule:

* A person must be given notice of the hearing with sufficient information for him or her to know the critical issues of fact forming the basis on which the proposed decision is to be made.
* The information must not be vague or general but complete.
* It is essential that the person concerned should have a reasonable opportunity to present his or her case.
* Ordinarily a hearing does not have to be oral. An opportunity to make written submissions will usually be sufficient.
* Where an oral hearing is required adequate notice of the time and place of the hearing must be given.
* The decision maker/s must act in good faith and listen fairly to all parties.

2. No one can be a judge in his or her own cause (the ‘bias rule’). The decision must be made by a disinterested and unbiased adjudicator(s). Justice must not only be done but must be seen to be done.

3. Decisions must be based upon logically corroborating material rather than mere speculation or suspicion.

A decision maker is under no general duty under the common law to give reasons for its decisions. However, failure to give reasons (or adequate reasons) may invite a body on appeal to infer that the decision maker had no good reason for the decision and has acted unreasonably.

At all times, the applicable laws of the land need to be understood and followed.

For more detailed guidance in the application of procedural fairness see the paper of the Western Australian Ombudsman at **Appendix W**.

Article 29 – SPECIAL WORKS

Examples of the needs which may be met through the establishment of Special Works include operation of retail centres, emergency accommodation and support services such as outreach and food vans for people who are experiencing homelessness, unemployment or financial difficulty or people who are in need of specialist mental health support or who need training to overcome disadvantage.

Special works arise from a need in the community observed by Conferences or Councils. They provide additional opportunities for direct personal contact between Members and those in the community needing support. Where a corporate based Special Work is found to be necessary, its management should include the provision of close personal contact between Society Members and those being supported noting that employees with specialist training will take the lead where appropriate.

Where Society employees are engaged by Special Works because of their expertise or where persons with specialist skills external to the Society are involved to provide specialised assistance to people in need, Members must be aware of and respect the professional boundaries that likely are required when delivering a package of assistance.

Unincorporated Special Works Management Committees should include Members of Conferences or Councils associated with the Special Work and people with relevant professional expertise. A corporate based Special Work will be managed and led by employees with specialist skills and training, but every opportunity should be taken to involve Conference Members in the Special Work noting that Members can contribute support and empathy to the Companions that is a special feature of the Society.

Special Works must keep accurate and appropriate records of their income and expenditure and sufficient other records to ensure accountability as determined by the National Council or the State or Territory Council’s incorporated body.

The records are to be readily available to Members and the Council’s incorporated body to which it reports at least annually.

The financial records of the Special Works must be audited annually.

The Society, after consultation with the Conferences and Councils concerned, with the approval of the National Council can transfer a Special Work to another organisation or institution if it is considered that it would be more appropriate for such a body to run the Special Work effectively.

**SECTION 3 Governance and Leadership – Councils and Boards**

Article 30 - SOCIETY EMPLOYEES

The Society engages employees to assist the Society’s Members to implement administrative tasks or tasks that require specialist training (which are beyond the capacity of Members). They support members in their Vincentian vocation and are valued by the Society for such contribution.

Employees are engaged by a State or Territory Council’s incorporated body, which may include an incorporated body that operates alongside a State or Territory Council. Some State or Territory Councils operate a number of incorporated bodies.

In general, employees are not Society Members and therefore they do not fall under the provisions of *The Rule* when they carry out their work duties.

Employees are managed by the Chief Executive Officer engaged by a State or Territory Council or its related incorporated body.

Members should never give direction to employees that might create confusion or blur the lines of reporting. Any instruction or request by a Member to an employee should be with the prior agreement of the employee’s supervisor in line with any protocol established with the relevant Chief Executive Officer.

All employees are to be engaged under appropriate contracts of employment and are to be provided with adequate induction into the Society's ethos, mission and practices.

Employees generally cannot give instructions to Members. An exception to this practice is where a Member has been engaged to conduct activities that operate under the incorporated body; i.e. these activities fall outside the regular activities of a Member conducting good works. Instructions to Members on compliance with police checks or other legal requirements should only be given by employees with the prior approval of the State or Territory Council President.

Employees must be fully informed about the principles under which the Society operates, which should include an understanding of how The Rule applies to Society Members and how Members interact with employees, and prevailing government workplace regulations and agree to work consistently within those principles and regulations. Adequate training must be provided to all employees.

Employees, who are members of the Society, may not hold any office in the Society where they can influence, or be seen to be able to influence, decisions related to their own employment or of management. Where such a conflict may be identified, clarification from the appropriate State or Territory Council should be sought.

Members or volunteers who are engaged in the work of an incorporated body as a volunteer or as an employee report through the management structure to the Chief Executive Officer of the incorporated body and are subject to the governance requirements of that body. (copied from **Article 27**)

**Members who are Employees**

Members who are employed by the Society cannot occupy the offices of President, Vice-President, Treasurer or a be a Member of the Council, Conference or a committee responsible for their employment, or of a council at a related higher level. They may be an employee of one regional council and a Member of another but to be a Member of the same council or the diocesan or state council to which it is attached, places them in a privileged position as an employee which in some circumstances would give the impression of being both employer and employee.

(National Council decision, September 1977)

Article 31 - Incorporation/Legal Status: Various Matters

The following procedures relate to various corporate affairs.

**Loan interest**

No interest is to be charged on loans within the Society.

(National Council decision, November 1984)

**Financial year**

The Society financial year will be from 01 July to 30 June.

(National Council decision, November 1985)

**New Ventures**

When a State or Territory Council intends going into a new venture of a major or unusual nature the proposal is to be presented to National Council for information and advice before commitment.

(National Council decision, January 1988)

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***The Rule* Part III**

**Review**

**The Appendices**

**(Part III 2nd Amendments)**

**Version: Final - 25 June24**

**PREAMBLE**

These Appendices received the approval of the National Council of Australia on *Day Month Year*.

The Articles contained in *The Rule* Part III must be followed.

The Appendices have been prepared by National Council to provide information on National Council’s governance and other relevant documents that outline relevant policy, protocol or procedure. Some Appendices reference material from the Council General International. The Appendices are designed to pass on important corporate knowledge to Members of the Society in Australia.

Appendices have been referenced in The Articles and in The Procedures.

Each Appendix is referenced to decisions about policies, protocols or procedures determined by National Council (refer Resolution number).

In this regard and in accordance with the Society’s international statutes, such policies, protocols or procedures formed by a superior council are to be followed by subsidiary councils.

The term ‘followed’ has the following meaning:

1. where a subsidiary council does not have a specific policies, protocols or procedures it must follow that of the superior council. In this scenario, a subsidiary council should use the superior council’s policies, protocols or procedures as a template and amend and add components that reflect particular local nuances (e.g. civic legislative requirements) without any material deviation from the original policy, protocol or procedure;

or

1. where the subsidiary council has an existing policy, protocol or procedure in place it must review that policy, protocol or procedure to ensure it follows the core elements outlined within the superior council’s policy, protocol or procedure.

National Council may amend and add to these Appendices.

**INSTRUCTION**

[The Appendices](https://www.vinnies.org.au/national-council/the-rule-review) are held online. Each Appendix can be accessed through its hyperlink.

These Appendices are not included in the material that is for consultation and feedback.

*Note:* The Appendices will be reordered when the revised Articles and procedures have been finalised.

**Table of Contents**

|  |  |  |
| --- | --- | --- |
| **The Appendices** | | |
|  | **Preamble** | *Resolution or other citation* |
| **A** | [Safeguarding Policy](https://www.vinnies.org.au/national-council/national-council-safeguarding-policy) | ***CR#3/2021*** |
| **B** | Conflict of Interest – Directors of Superior Councils and Related and Unrelated Bodies Corporate (*legal advice*) | ***58/2019-20*** |
| **C** | Regional, Central or Diocesan, State and Territory Council President Elections   1. Election process 2. Nomination Form | ***50/2024*** |
| **D** | National Council Governance Framework   1. [National Council Constitution](https://www.vinnies.org.au/national-council/articles/constitution-national-council) (corporate body) 2. [Governance Framework](https://cms.vinnies.org.au/media/rwqc03qo/nc-governance-framework-20240624.pdf?folder=national-council__governance&path=rwqc03qo%2Fnc-governance-framework-20240624.pdf) 3. Risk Appetite Statement | Last amended 20/IV/22  ***41/2023***  Revised 15/VI/24  ***51/2024*** |
| **E** | Safeguarding Standards Office | Work in progress |
| **F** | [Working Together Guidelines](https://www.vinnies.org.au/national-council/working-together-guidelines) | ***13/2021*** |
| **G** | [National Council Strategic Plan](https://www.vinnies.org.au/national-council/about-us/national-council-strategic-plan) | ***CR#10/2023*** |
| **H** | Licence Agreement - National Council Marks & S/T Council Marks Registered with IP Australia | Work in progress |
| **I** | National Council Related Bodies Corporate   1. [St Vincent de Paul National Redress Scheme Ltd Constitution](https://acncpubfilesprodstorage.blob.core.windows.net/public/eaf4ed65-cfa3-ea11-a812-000d3ad1f9f4-4b57857e-953c-4f25-ab3e-91f0dce47b87-Governing%20Document-0a06245f-cfa3-ea11-a812-000d3acb05bc-Constitution_dated_19.3.20_-_St_Vincent_de_Paul_Society_National_Redress_Scheme_Ltd.PDF) 2. [St Vincent de Paul (Society) Housing Australia Ltd Constitution](https://view.officeapps.live.com/op/view.aspx?src=https%3A%2F%2Facncpubfilesprodstorage.blob.core.windows.net%2Fpublic%2F5c3d3b10-2caf-e811-a960-000d3ad24282-b9072cb1-963e-4ccc-8477-2799684e34d1-Governing%2520Document-b01c3873-f09a-ee11-be37-002248110683-Amelie_Housing_constitution_changes_approved_at_the_AGM_on_14_December_2023.DOCX&wdOrigin=BROWSELINK) | ***13/2019-20***  ***200/10 2018*** |
| **J** | Overseas Development Fund Committee of Management | ***08/2024*** |
| **K** | National Council Minutes – Recording, Approving and Distribution | ***3/2019-20*** |
| **L** | National Council President – Description of Role |  |
| **M** | Example of a Dispute Resolution Committee (NC endorsement in progress) | |
| **N** | National Dispute Resolution Tribunal (NC endorsement in progress) |  |
| **O** | [International Statutes](https://svp.org.uk/sites/default/files/content/Governance/International%20rule%20and%20statutes%202017.pdf) |  |
| **P** | Incorporation/Legal Status: Statement of Principles for Society incorporated bodies |  |
| **Q** | [*Dreaming as a Single Human Family*, 2021](https://cms.vinnies.org.au/media/mvjp1ehs/catholic-social-teaching.pdf?path=mvjp1ehs%2Fcatholic-social-teaching.pdf) |  |
| **R** | [Council General International, *Handbook for Conferences* (2022)](https://www.ssvpglobal.org/wp-content/uploads/2022/11/en-breve-guia2022.pdf) |  |
| **S** | Conference Office Holders - Position Descriptions |  |
| **T** | Overseas Partnership Program – Protocols for the Transfer of funds to Overseas National Councils. |  |
| **U** | National Council Agenda |  |
| **V** | National Council President Election:   1. Election process 2. Nomination Form | ***17/2022*** |
| **W** | [Application of procedural fairness – refer to paper of Western Australian Ombudsman](https://www.ombudsman.wa.gov.au/Publications/Documents/guidelines/Guidelines%20Procedural%20fairness%20and%20Exercise%20of%20discretion%20in%20decision%20making.pdf) |  |
| **X** | Aggregation of Conferences |  |
| **Y** | Suspending or Terminating a Conference (to be drafted) |  |
| **Z** | Conference Member – Description of Role (Congress Project Group work in progress) | |
| **AA** | Identifying and Addressing Minor, Medium and Major Complaints  (NC endorsement in progress) |  |

1. The Beautification of Frédéric. The Vatican 2000. *(each footnote will be linked to the Procedure in the online version)* [↑](#footnote-ref-2)
2. Refer to **Procedure 2** **– Catholic Social Teaching** for the context of Catholic Social Teaching for the Society and for further explanation of the Principle of Subsidiarity. [↑](#footnote-ref-3)
3. Refer to **Appendix Z** for a description of Conference Members (being drafted by a Congress Group) [↑](#footnote-ref-4)
4. Refer to **Procedure 3 - Members** - **Youth in the Society**. [↑](#footnote-ref-5)
5. Refer to **Procedure 3 - Members** - **The Society and Ecumenical Relationships**. [↑](#footnote-ref-6)
6. Refer to **Procedure 5 – Conferences – Membership and New Forms of Conference**  [↑](#footnote-ref-7)
7. Refer to **Procedure 5 - Conferences – Conference Meetings.** [↑](#footnote-ref-8)
8. Refer to **Procedure 5 – Conference Aggregation and Suspending or Termination** for the procedures to be followed when seeking aggregation of a new Conference or suspending or terminating an existing Conference. [↑](#footnote-ref-9)
9. Refer to **Article 29** and **Procedure 29** for information about Special Works. [↑](#footnote-ref-10)
10. Refer to **Appendix A** [↑](#footnote-ref-11)
11. Refer to **Procedure 8 – Conference President Elections**. [↑](#footnote-ref-12)
12. Refer to **Article 18** [↑](#footnote-ref-13)
13. Refer to **Procedure 9** for more information on Office Holders. [↑](#footnote-ref-14)
14. Refer **Article 10** and **Article 19**. [↑](#footnote-ref-15)
15. Refer to **Article 11** and to **Procedure 9**. [↑](#footnote-ref-16)
16. Refer to **Procedure 10** - **Conference Funds** for more information about how the Society manages funds and donations. [↑](#footnote-ref-17)
17. Refer **Procedure 12 Festival Meetings** for further information. [↑](#footnote-ref-18)
18. Refer to **Appendix B** for an explanation of the duties owed to higher Councils’ bodies corporate in the context of potential conflict of interest. [↑](#footnote-ref-19)
19. Refer to **Procedure 14 – Council Functions:- Councils and Incorporated Bodies - Standing Committees and Advisory Committees.** [↑](#footnote-ref-20)
20. Refer to **Procedure 15 – Council Meetings - Format for Council Meeting Agenda**. [↑](#footnote-ref-21)
21. Refer **Procedure 17 - Regional, Central, State, Territory Presidents Elections** [↑](#footnote-ref-22)
22. Refer to **Article 18** [↑](#footnote-ref-23)
23. Refer to **Appendix C** for protocols governing Conference and Council President elections. [↑](#footnote-ref-24)
24. Refer **Statute 14**. [↑](#footnote-ref-25)
25. For a further description of a Spiritual Adviser refer to **Procedure 9**. [↑](#footnote-ref-26)
26. Refer **Procedure 14.**  [↑](#footnote-ref-27)
27. See **Appendix M** [↑](#footnote-ref-28)
28. Refer to **Appendix D** [↑](#footnote-ref-29)
29. Refer to **Appendix E** [↑](#footnote-ref-30)
30. Refer to **Appendix F** [↑](#footnote-ref-31)
31. Refer to **Appendix G** [↑](#footnote-ref-32)
32. Refer to **Appendix H** [↑](#footnote-ref-33)
33. Refer to **Appendix I** [↑](#footnote-ref-34)
34. Refer to **Appendix J** [↑](#footnote-ref-35)
35. Refer to **Procedure 21** for more information on National Council’s Overseas Partnership Program [↑](#footnote-ref-36)
36. Refer **Procedure 22**. [↑](#footnote-ref-37)
37. Refer to **Appendix K** for protocols regarding the approval of minutes of National Council. [↑](#footnote-ref-38)
38. Refer to **Appendix L** for description of the responsibilities of the President of National Council. [↑](#footnote-ref-39)
39. Refer to **Procedure 22** for protocols for electing a President of National Council. [↑](#footnote-ref-40)
40. Refer to **Procedure 27**

    Refer to **Appendix M** for description of a Dispute Resolution Committee. [↑](#footnote-ref-41)
41. Refer to **Appendix B** for description of National Dispute Resolution Tribunal. [↑](#footnote-ref-42)
42. Refer to **Appendix W**. [↑](#footnote-ref-43)
43. Refer to **Procedure 28** for an explanation of ‘natural justice’ and ‘procedural fairness’. [↑](#footnote-ref-44)
44. Refer to **Procedure 31** for various matters and to **Appendix P** for standard clauses to be included or considered in the constitutions of State and Territory Council bodies corporate. [↑](#footnote-ref-45)
45. Refer **Appendix Q** [↑](#footnote-ref-46)
46. ; *op. cit.*, p 16. [↑](#footnote-ref-47)
47. *op. cit.*, p 17. [↑](#footnote-ref-48)
48. Refer to **Appendix R** for Council General International, *Handbook for Conferences* (2022) [↑](#footnote-ref-49)
49. Refer to **Appendix C** for reference. [↑](#footnote-ref-50)
50. Refer **Appendix S** for Conference Office Holder position descriptions. [↑](#footnote-ref-51)
51. The last two paragraphs are adopted from the advice of National Council’s Legal and Governance Standing Committee (29 June 2020) which was shared with State and Territory Councils. [↑](#footnote-ref-52)
52. Refer to Procedure under **Article 20** for information about the Overseas Partnership Program and to **Appendix T** for the protocols relating to the receipting and the transfer of funds. [↑](#footnote-ref-53)
53. Refer to **Appendix C** for the protocols and details of how elections for Regional, Central or Diocesan, State and Territory Council Presidents are convened. [↑](#footnote-ref-54)
54. Refer **Appendix J**. [↑](#footnote-ref-55)
55. Refer **Appendix J** for National Council Agenda format [↑](#footnote-ref-56)
56. Refer **Appendix K** for protocol on the preparation of National Council Minutes. [↑](#footnote-ref-57)
57. Refer to **Appendix V** for the protocols and details of how elections for the National Council President are convened. [↑](#footnote-ref-58)
58. The term ‘Member’ includes Members and Associate Members. [↑](#footnote-ref-59)
59. See **Appendix AA** [↑](#footnote-ref-60)
60. Refer to **Appendix N** [↑](#footnote-ref-61)