



Delegations of Authority Policy

Document number: *PO2022-004*

Approval

Policy owner	Executive Director, Governance and Legal		
Approved by	St Vincent de Paul Society NSW Board Trustees of the St Vincent de Paul Society (NSW)		
Date approved	20 October 2022 4 December 2022	Review date	20 October 2025

Purpose

The purpose of the Delegations of Authority Policy is to establish a framework for delegating authority by the Trustees of the Society of St Vincent de Paul (NSW) (ABN 46472591335) (the Trustees) and the St Vincent de Paul Society NSW (ABN 91161127340) (the company).

Delegations of authority are the mechanisms by which these entities authorise individuals to act on their behalf.

Delegations of authority within the St Vincent de Paul Society NSW are intended to achieve four objectives:

- to ensure the efficiency and effectiveness of administrative processes
- to ensure that the appropriate officers have been provided with the level of authority necessary to discharge their responsibilities
- to ensure that delegated authority is exercised by the most appropriate and best- informed individuals
- to ensure that internal controls are effective.

The delegations of authority framework is important to the effective governance and management of the company as it provides formal authority to specific personnel to commit the company or to incur liabilities on its behalf.

The Delegations of Authority Policy supports the Society's risk management strategy and forms a central part of the governance framework of the organisation.

Scope

This policy applies to all office holders and employees of the company the St Vincent de Paul Society NSW and where indicated, it also applies to Conference members who hold delegations.

While the policy identifies specific responsibilities for decision-making, it is the responsibility of all office holders, employees and members (where applicable) to comply with this policy.

Related policies and procedures

Related policies and procedures include:

- Charter – Board of Directors St Vincent de Paul Society NSW
- Code of Conduct
- Constitution – St Vincent de Paul Society NSW
- Conflict of Interest Policy
- Credit Card Policy
- Procurement Policy
- Risk Management Framework
- Travel Policy
- Store Gift Cards

Policy principles

The Trustees and the company

In NSW, the Trustees of the Society of St Vincent de Paul (NSW) were formed as a body corporate under the *Roman Catholic Church Communities' Lands Act 1942* (NSW) (RCCCLA). The Trustees were formed as a body corporate to enable them to hold real and personal property 'on trust for the use or benefit or for the purposes' of the Society. State Council comprises the Trustees.

By way of a Transfer Deed entered into by the Trustees and the company on 6 August 2013, the Trustees transferred their operating business assets to the company (excluding property assets and conference work). The company occupies most of properties under a Property Licence Deed from the Trustees.

The company also operates Frederic House under a management agreement with the Trustees (as the approved aged care provider) which should be considered when the company enters into arrangements for Frederic House.

Limits of delegated authority

Any committee or individual given a delegation must exercise those powers in compliance with any directions of the Board.

A delegation applies to the delegate's position and not to the individual in that position. A person appointed as a temporary or acting occupant of a position has the authority delegated to the position in which he or she is acting provided they have received an e-mail in the form set out in Appendix 3. When going on leave, when appointing someone to act in a role, it is appropriate to confirm the delegation using the e-mail format set out in Appendix 5.

A person who has immediate, intermediate or ultimate line management for a delegate may exercise the delegated authority of that delegate.

Where a delegation is to a body, such as a committee, the delegation relates to the body acting as a whole and not to individual members of that body.

Delegates must not approve the incurring of, or the reimbursement of, their own expenditure. Such expenditure must be approved by that person's immediate supervisor.

The Chief Executive Officer may at any time vary or terminate any delegation granted below the Chief Executive Officer's delegation and inform the Board of this action at its next meeting.

Budget responsibilities

The specific delegations granted in this Delegations of Authority Policy is not intended to override each employees' budget responsibilities and the delegation in each case is granted subject to budget allocation. Any employee who is unsure whether budget is allocated for a particular contract or spend should contact the Chief Financial Officer or the relevant Finance Manager for their area.

Breaches of delegations

Where a breach of the delegations is suspected, it is to be reported as follows:

- a) if the suspicion includes corrupt conduct – the person’s immediate supervisor unless that person does not feel comfortable reporting to their immediate supervisor, then another Executive Director/Chief Financial Officer or the CEO
- b) if the breach involves a Director, the CEO, or the Company Secretary – the Chair
- c) if the breach involves the Chair – the CEO or the Company Secretary
- d) in all other cases – the person’s immediate supervisor, unless that person does not feel comfortable reporting to his or her immediate supervisor, then another Executive Director/Chief Financial Officer who will investigate the breach and advise the CEO of the outcome of any confirmed breach.

Signing of documents

A delegate with authority under this Delegation of Authority also has authority to sign the document for which they have delegation. They can also delegate the functional signing of the document to another person (provided they confirm that delegation in writing). Once a resolution has been passed by the Board of Directors or the Audit and Finance Committee the formal document can be signed by the Chief Executive Officer, under s127 of the Corporations Act 2001 or by an authorised attorney under a registered Power of Attorney.

It is the responsibility of the delegate to ensure that all the conditions of this Delegation of Authority policy (including any additional approvals or recommendations required) are in place and records are kept demonstrating the requirements were met. An audit of compliance with this document will be undertaken from time to time by the Manager, Internal Audit.

Signing under Power of Attorney or Common Seal

From time to time third parties will require signing under s127 of the Corporations Act 2001 or by Power of Attorney such as in relation to property contracts (including leases and development documents to be registered). In these cases:

- the document must have all the approvals required under the delegations of authority policy
- documents will be signed:
 - In respect of the company either by signing under the Power of Attorney, or by signing by two Directors, or a Director and Company Secretary. This process for signing is coordinated by the Company Secretary.
 - In relation to the Trustees either by way of signing under common seal (by the President and two State Council Members) or under the registered Power of Attorney. This process is coordinated by the Executive Director, Membership, Volunteers and Regional Operations.
- Examples of signing clauses are set out in Appendix 4.

Roles and responsibilities

The Board will approve the Delegations of Authority Policy and the accompanying Delegations of Authority Schedule.

The Director, Legal is responsible for oversight of the implementation of this policy.

All office holders and employees of the company must adhere to this policy and report any breaches of delegations as the policy requires.

Employees should speak with their manager regarding any questions about the implementation of this policy.

Review

This policy and its implementation will be reviewed at least every three years or earlier on an as needs basis to align with internal changes, or to reflect changes to legislation.

The Director, Legal is responsible for ensuring review of the effectiveness of the operation of this policy.

Feedback regarding the implementation of this policy can be provided to the Director, Legal.

References

- Australian Charities and Not-for-Profits Commission Governance Standards
- *Corporations Act 2001* (Cth)
- St Vincent de Paul Society NSW Strategic Plan 2020-2022

Approval and amendment history

Version	Approval authority	Date	Amendment summary
Doc # PO2019- 004	Trustees of the St Vincent de Paul Society (NSW); St Vincent de Paul Society Board	30.10.19 23.10.19	Updates, combines and replaces: <ul style="list-style-type: none"> ▪ Delegation of Authority Policy of The Trustees of St Vincent de Paul Society (NSW), Version #5, 29/11/13; and ▪ Delegations of Authority Policy of St Vincent de Paul Society NSW, Version #7, 02.12.13
Doc # PO2019-004 Version 2	Trustees of the St Vincent de Paul Society (NSW); St Vincent de Paul Society Board	22.04.2020 8.04.2020	Delegation of Authority Schedule updated and appended to this policy.
Doc # PO2019-004 Version 3	Executive Director Corporate Services	27.08.2020	Updated Policy Owner and responsibilities to align with organisational structure changes.
Doc # PO2022-004	Board of Directors Trustees	20.10.2022 4.12.2022	Significant redraft to ensure clarity, align to organisational structure and update schedule

Definitions

Relevant definitions include:

Conflict of Interest has the meaning given to it in the current Conflict of Interest Policy.

Board of Directors means the Directors of the Company of St Vincent de Paul Society NSW.

Executive Director means a member of the executive of the Company of the St Vincent de Paul Society NSW.

Delegations of Authority Schedule -

Trustees of the Society of St Vincent de Paul (NSW)

Note: This table (1-4) are Trustee delegations including delegations from the Trustees to employees of the St Vincent de Paul Society NSW. *[this section to be reviewed by the Trustees]*

Delegation no.	Function	Delegation	Delegation limit (ex-GST)
1	<i>Acquisition, transfer and disposal of property or any interest in real property</i>		
1.1	<ul style="list-style-type: none"> Approve the acquisition of real estate. Approve the disposal of Society owned real estate or any interest in real estate. Approve the transfer of Society owned real estate. 	Trustees on the recommendation of the Audit and Finance Committee	None
1.2	<ul style="list-style-type: none"> Approve (but not execute) any document creating or affecting an approved positive or restrictive covenant, easement, right of way mortgage or charge or effecting a subdivision of Society owned real estate. 	Trustees on the recommendation of the Director, Property and Facilities	None
1.3	<ul style="list-style-type: none"> Approve development applications, ancillary documents and contracts. 	Trustees on recommendation of Audit and Finance Committee	Development applications to the value greater than \$500,000.
1.4	<ul style="list-style-type: none"> Approve development applications, ancillary documents and contracts. 	Chief Executive Officer; or Chief Financial Officer	Development applications to the value up to \$500,000.
2	<i>Leases and licenses</i>		
2.1	<ul style="list-style-type: none"> Approve entering into a lease (including exercising an option) or terminating a lease or license of Society owned premises. <p><i>Note: Rent payments mean the first year's rental income multiplied by the number of years of the term, excluding option periods.</i></p>	Trustees on the recommendation of the Audit and Finance Committee	Rent payments greater than \$500,000
2.2	<ul style="list-style-type: none"> Approve entering into a lease (including exercising an option) or terminating a lease or license of Society owned premises. <p><i>Note: Rent payments mean the first year's rental income multiplied by the number of years of the term, excluding option periods.</i></p>	Chief Executive Officer	Rent payments up to \$500,000
3	<i>Strata management</i>		
3.1	<ul style="list-style-type: none"> Represent the Trustees for Strata or Stratum Management Purposes 	The Director, Property and Facilities or nominee (by proxy)	None
4	<i>General</i>		
4.1	<ul style="list-style-type: none"> Provide Trustee property as security to secure the obligations of SVDP NSW or SVDP Housing (excluding bank guarantees in respect of leases). 	Trustees on the recommendation of the Audit and Finance Committee.	None

Delegations of Authority Schedule -

St Vincent de Paul Society NSW Company

Delegation no.	Function	Delegation	Delegation limit (ex-GST)
5	Capital Expenditure (within budget and capital plans) #Approvals by the CEO and Audit and Finance Committee to be reported at the next Board meeting for noting		
5.1	<ul style="list-style-type: none"> Capital expenditure within budget and capital plan – across total contract term. <p>Once the capital expenditure has been approved by the Board of Directors or the Audit and Finance Committee, the individual contract(s) and invoices can be signed by the Chief Executive Officer or their delegate</p>	Board of Directors on the recommendation of the Audit and Finance Committee	Amounts over \$1,000,000
5.2	<p>For contracts and invoices at or below the CEO's delegation level can be approved as per the limits set out in this delegation</p>	Audit and Finance Committee on the recommendation of the Chief Executive Officer and Chief Financial Officer	Amounts over \$500,000 and below \$1,000,000
5.3	Once approved, any Capital expenditure variation which exceeds 10% of the original capital expenditure needs to be reapproved as per this delegation of authority	Chief Executive Officer on the recommendation of the Chief Financial Officer	Amounts over \$100,000 and below \$500,000
5.4		Chief Financial Officer	Amounts up to \$100,000
5.5		Executive Director	Amounts up to \$50,000
5.6		Director within relevant Directorate / Group Financial Controller	Amounts up to \$10,000
5.7		Manager	Amounts up to \$5,000
6	Capital Infrastructure (exceeds budget or capital plans) #Approvals by the CEO and Audit and Finance Committee to be reported at the next Board meeting for noting		
6.1	<ul style="list-style-type: none"> Capital expenditure which exceeds the budget. 	Board of Directors on the recommendation of the Audit and Finance Committee	Amounts over \$500,000
6.2		Audit and Finance Committee on the recommendation of the Chief Executive Officer and Chief Financial Officer	Amounts over \$250,00 and up to \$500,000
6.3		Chief Executive Officer on the recommendation of the Chief Financial Officer	Up to \$250,000

Delegation no.	Function	Delegation	Delegation limit (ex-GST)
7	Financial transactions		
7.1	<ul style="list-style-type: none"> Authorisation of financial transfers between bank accounts; placement of investments in line with investment policy; insurance premiums; salaries and wages payments; and Australian Tax Office payments 	Must be approved by two of: <ul style="list-style-type: none"> Chief Executive Officer Company Secretary Chief Financial Officer Group Financial Controller Group Financial Planning and Analysis Manager 	None
8	Banking		
8.1	<ul style="list-style-type: none"> Open and maintain bank accounts including cheque signatories, authorised account signatories, payment and receipting processes and credit card facilities. <p><i>Note: signatories of bank accounts must include either:</i></p> <ul style="list-style-type: none"> Two Board Directors; or A Board Director and the Company Secretary 	Chief Executive Officer on the recommendation of the Chief Financial Officer	N/A
8.2		Chief Financial Officer on the recommendation of the relevant Executive Director	Credit limit less than \$2,000
8.3	Approve the issue of corporate credit cards	Chief Financial Officer	Credit limit greater than \$2,000
8.4		Group Financial Controller and either Executive Director or Director of the relevant Directorate.	Credit limit up to \$2,000
8.5	Approve credit card payments	Responsible Director, Chief Financial Controller, Executive Director or Chief Executive Officer	Up to the approved credit limit

Delegation no.	Function	Delegation	Delegation limit (ex-GST)
9	<i>Sale and disposal of non-property assets</i> #Approvals by the CEO and Audit and Finance Committee to be reported at the next Board meeting for noting		
9.1	<ul style="list-style-type: none"> Approve the sale, donation or write-off of non-real property assets. 	Board of Directors on the recommendation of the Audit and Finance Committee	Amounts over \$500,000
9.2		Audit and Finance Committee on the recommendation of the Chief Executive Officer and Chief Financial Officer	Amounts over \$250,000 and up to \$500,000
9.3		Chief Executive Officer on the recommendation of the Chief Financial Officer	Amounts over \$50,000 and up to \$250,000
9.4		Chief Financial Officer on the recommendation of the Executive Director, relevant Directorate.	Amounts up to \$50,000
10	<i>Property</i> #Approvals by the CEO and Audit and Finance Committee to be reported at the next Board meeting for noting		
10.1	Acquire, transfer and dispose of real estate property.	Authority to acquire, transfer and dispose of real estate is reserved to the Trustees as property owners. Any related financial commitment from SVDP NSW must be approved in accordance with the contract and expenditure limits set out in this policy	
10.2	<ul style="list-style-type: none"> Approve entering into a lease (including exercising an option) or terminating a lease or license as tenant over non- Society owned property. <p>Note: Rent payments means the total lease value over the term of the lease (excluding options)</p>	Board of Directors on the recommendation of the Board	Rent payments over \$1,000,000
10.3		Audit and Finance Committee on recommendation from the CFO	Rent payments over \$500,000 and up to \$1,000,000
10.4		Chief Executive Officer on the recommendation of the CFO	Rent payments over \$100,000 and up to \$500,000

Delegation no.	Function	Delegation	Delegation limit (ex-GST)
10.5		Chief Financial Officer on the recommendation of the Director Property and Facilities	Rent payments over \$25,000 and up to \$100,000
10.6		Director, Property and Facilities	Rent payments up to \$25,000
11	<i>Approve contracts or commit and approve operational expenditure within budget #Approvals by the CEO and Audit and Finance Committee to be reported at the next Board meeting for noting</i>		
11.1	<ul style="list-style-type: none"> Approve contracts or commit and approve operational expenditure for the purchase of non-capital goods and services for ordinary administration within approved budget and in the name of St Vincent de Paul Society NSW (ABN 91161127340). <p>Once the contract has been approved by the Board of Directors or the Audit and Finance Committee, the individual contract(s) and invoices can be signed by the Chief Executive Officer or their delegate</p> <p>For contracts and invoices at or below the CEO's delegation level can be approved as per the limits set out in this delegation</p> <p><i>Note: the contract value is based on the total contract value over the life of the contract term.</i></p>	Board of Directors on the recommendation of the Audit and Finance Committee	Amounts over \$1,000,000
11.2		Audit and Finance Committee on the recommendation of the Chief Executive Officer and Chief Financial Officer	Amounts over \$500,000 and up to \$1,000,000
11.3		Chief Executive Officer on recommendation of the Chief Financial Officer	Amounts over \$100,000 and up to \$500,000
11.4		Chief Financial Officer	Amounts over \$50,000 and up to \$100,000
11.5		Executive Director, relevant Directorate	Amounts over \$10,000 and up to \$50,000
11.7		Directors of relevant Directorate/Group Financial Controller	Amounts up to \$10,000
11.8		Managers	Amounts up to \$5,000
12		<i>Approve grants #Approvals by the CEO and Audit and Finance Committee to be reported at the next Board meeting for noting</i>	
12.1	Approve contracts for the receipt of funding grants	Board of Directors on the recommendation of the Audit and Finance Committee	Amounts greater than \$1.2m
12.2	<i>Note: the contract value is based on the total contract value over the life of the contract term.</i>	Audit and Finance Committee on the recommendation of the Chief Executive Officer and Chief Financial Officer	Amounts over \$750,000 and up to \$1.2m
12.3	Once approved, any grant variation can be approved by the Chief Executive Officer, unless it: <ul style="list-style-type: none"> exceeds 40% of the original 	Chief Executive Officer on the recommendation of the Chief Financial Officer and the relevant Executive Director	Amounts over \$50,000 and up to \$750,000

Delegation no.	Function	Delegation	Delegation limit (ex-GST)
12.4	<p>contract value; or</p> <ul style="list-style-type: none"> the variation amount exceeds \$750,000 million in total; or changes the organisation's financial contribution by 20% or more. <p>If any of the above apply the variation requires the approval of the Audit and Finance Committee</p>	Executive Director, relevant Directorate on recommendation of the relevant Finance Manager	Amounts up to \$50,000
12.5	<ul style="list-style-type: none"> Approve the submission of grant applications and tenders which are not binding 	Executive Director, relevant Directorate on recommendation of the relevant Finance Manager and Chief Executive Officer	
13	Deeds of Indemnity		
13.1	<ul style="list-style-type: none"> Entering into Deeds of Indemnity in relation to Estates Matters under which SVDP NSW agrees to provide an indemnification to a third party. 	Chief Executive Officer on the recommendation of the Director, Legal	N/A
14	Deeds of Release - Claims		
14.1	<ul style="list-style-type: none"> Entering into a Deed of Release in relation to the settlement of any claim. 	Board of Directors	Above \$150,000
14.2		Chief Executive Officer on the recommendation of the Director, Legal	Up to \$150,000
15	Binding contracts which give rise to potential new partnerships or business ventures or potential acquisitions #Approvals by the CEO and Audit and Finance Committee to be reported at the next Board meeting for noting		
15.1	<ul style="list-style-type: none"> Binding contracts which give rise to potential new business partnerships or business ventures or acquisitions following appropriate due diligence and risk assessment. 	Board of Directors on the recommendation of the Audit and Finance Committee	Above \$500,000
15.2	<ul style="list-style-type: none"> Binding contracts which give rise to potential new business partnerships or business ventures or acquisitions following appropriate due diligence and risk assessment. 	Audit and Finance Committee on the recommendation of the Chief Executive Officer	Amounts over \$50,000 and up to \$500,000
15.3	<ul style="list-style-type: none"> Binding contracts which give rise to potential new business partnerships or business ventures or acquisitions following appropriate due diligence and risk assessment. 	Chief Executive Officer on the recommendation of the Chief Financial Officer and relevant Executive Director	Up to \$50,000

Delegation no.	Function	Delegation	Delegation limit (ex-GST)
16	<i>Legal Expenditure (excluding any amount covered by insurance)</i>		
16.1	<ul style="list-style-type: none"> External legal expenditure 	Board of Directors on the recommendation of the Audit and Finance Committee	Above \$150,000 per matter
16.2	<ul style="list-style-type: none"> External legal expenditure 	Chief Executive Officer	Amounts over \$30,000 and up to \$150,000
16.3	<ul style="list-style-type: none"> External legal expenditure 	Director, Legal	Up to \$30,000 per matter
16.4	<ul style="list-style-type: none"> External legal expenditure (related to property matters only) 	Director, Property and Facilities	Up to \$10,000 per matter

Appendix 1: Membership Delegations of Authority Schedule

Trustees of the Society of St Vincent de Paul (NSW) Financial Delegations for Members

Approval level only applies to expenditure directly related to area of responsibility and is subject to budget limitations

Delegated Authority	Client Support / Gift Card Ordering	Operating Expenses	Gift Card Distribution
Two Conference Members or One Conference Member and One Client Support Officer (or equivalent staff member)	\$1,500	\$250	\$250
Conference President/Treasurer and One Conference Member or One Client Support Officer (or equivalent staff member)	\$3,000	\$1,000	\$500
Two Conference Members or One Conference Member and One Client Support Officer (or equivalent staff member) as well as a Regional President	\$5,000	\$3,000	
Two Conference Members or One Conference Member and One Client Support Officer (or equivalent staff member) as well as a Regional Director or Central Council President	\$10,000	\$10,000	
Two Conference Members or One Conference Member and One Client Support Officer (or equivalent staff member) as well as State Council President	\$30,000	\$30,000	
Trustees	Over \$30,000	Over \$30,000	

Principles:

- Limits apply to each expense or invoice, including **ordering of gift cards**
- Gift cards include food, fuel, other
- Name and position to be included with signature/approval for any payment requests
- Members/Staff are unable to approve their own expenses
- Two Members of the same family should not be the approver of an expense
- Operating expenses include running costs of the Conference/Central Council and reimbursement of Members/Volunteers expenses and incidentals

Appendix 2: Examples of signing clauses for St Vincent de Paul Society NSW

Note: contact legal for Trustee signing clauses

Signing by an authorised representative of the Company *[with delegation]*

Signed on behalf of St Vincent de Paul Society NSW (ABN 91161127340) by its authorised representative:

Signature of Authorised Representative

Name and Title of Authorised Representative

Date

Signing by two Directors or Director and Company Secretary under s127 of the Corporations Act

Executed by St Vincent de Paul Society NSW (ABN 91161127340) in accordance with the requirement of section 127 of the Corporations Act 2011 (Cth):

Signature of Director

Signature of Director/Company Secretary

Name of Director

Name of Director/Company Secretary

Date

Date

Signing under Power of Attorney

Signed for and on behalf of St Vincent de Paul Society NSW (ABN 91161127340) by:

Name of Signatory

who is authorised by Power of Attorney

[insert Book number and date and insert details of registration]

Who declares that he/she has at the time of the execution

of this document no notice of its revocation.

In the presence of:

Name of witness

Signature

Signature of witness

Date

Date

Appendix 3: E-mail conferring delegation to acting roles while on leave

Dear ***[insert name of person acting in role]***.

This e-mail is to confirm that you will be acting in my position as ***[insert acting position]*** for the period from ***[insert period] (Time Period)***. During the Time Period you will also hold my delegation for that position as outlined in the Delegation of Authority Policy.

This delegation will remain in place for the Time Period unless revoked earlier by myself or the Chief Executive Officer.

Please ensure that you familiarise yourself with the requirements of the Delegations of Authority Policy and that you keep a record of any contracts signed during the Time Period.

Please acknowledge confirmation of this this e-mail by way of return e-mail

Kind Regards

[insert name and Title]