

**CONSTITUTION**

**FOR**

**THE KNIGHTS OF THE SOUTHERN CROSS**

**AUSTRALIA**

All holders of the ORDER CONSTITUTION are required to complete the entries of the Amendments insertions in the following table, so that this copy of the Constitution is known to be up to date.

### AMENDMENTS

Amendment No	Amendment Date	Inserted by
1	30 November 1997	M Cassidy
2	19 May 2000	R.J.Perkins
3	16 May 2003	R.J.Perkins
4	20 May 2006	R.J.Perkins
5	3 March 2007	R.J.Perkins
6	17 November 2007	R.J.Perkins
7	22 May 2009	R.J.Perkins

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CONSTITUTION FOR  
THE KNIGHTS OF THE SOUTHERN CROSS  
(AUSTRALIA) INCORPORATED

**1 ASSOCIATION NAME**

The name of the Association is the Knights of the Southern Cross (Australia) Incorporated; hereafter referred to as the Order.

**2 INTERPRETATION**

2.1 Unless the text or subject matter otherwise indicates or requires in this constitution:

"ANNUAL GENERAL MEETING" means an annual meeting held in accordance with Section 69 of the Associations Incorporation Act 1991, (Australian Capital Territory).

"CONFERENCE" means a general meeting of all National Officers and National Councillors of the Order.

"FINANCIAL YEAR" means the period from the 1st January to the 31st December in the same year.

"MEMBER" means a financial member of a Member Organisation.

"MEMBER ORGANISATION" means an organisation affiliated with the Knights of the Southern Cross (Australia) Incorporated, which subscribes to the Objects contained in Clause 3 and the Membership qualifications contained in Clause 6 of this constitution.

"NATIONAL COUNCIL" means the governing body of the Order.

"NATIONAL OFFICERS" means those members of the Order National elected or appointed to those positions in accordance with this constitution.

"ORDER NATIONAL" means the confederation of autonomous Member Organisations forming the Order and encompasses their members.

"PUBLIC OFFICER" means the person so defined in the Associations Incorporation Act 1991 (Australian Capital Territory).

"SOUTHERN CROSS CARE" means Southern Cross Care (Australia) Incorporated, an activity of the Order.

"SPECIAL RESOLUTION" means a resolution so defined in the Associations Incorporation Act 1991 (Australian Capital Territory).

"STATE" means a State, Territory, Diocese or other region of the Commonwealth of Australia as approved by the Order.

"STATE COUNCIL" means the controlling body of a Member Organisation.

"THE ACT" means the Associations Incorporation Act 1991 (Australian Capital Territory).

"THE REGULATIONS" means the Associations Incorporation Regulations, November, 1991 (Australian Capital Territory).

"TRIENNIAL CONFERENCE" means a conference held in accordance with Clause 8.1 of this constitution.

2.2 In this constitution:

- (a) a reference to a function includes a reference to a power, authority, and duty; and
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

2.3 The provisions of the Interpretation Act 1967 apply to and in respect to this constitution in the same manner as these provisions would so apply if this constitution was an instrument under the Act.

### **3 OBJECTS**

3.1 The Objects of the Order are:

- (a) To promote the Advancement of Australia;
- (b) To foster the Christian way of life throughout the Nation;
- (c) To promote the welfare of members of Member Organisations and their families;
- (d) To encourage spiritual, social and intellectual activities amongst members of Member Organisations; and
- (e) To conduct and support educational, charitable, religious and social welfare work.

3.2 Alterations to Objects.

In addition to any other provision no change may be made to the Order Objects without the consent of the Australian Catholic Bishops' Conference.

### **4 POWERS**

4.1 Powers of the National Council.

The National Council, shall be responsible to the Member Organisations for its actions and exercise only such control of Member Organisations as is provided for in this constitution or which may be ceded to it by individual Member Organisations.

It shall have the power to:

- (a) Represent Member Organisations in matters relating to the Australian Catholic Bishops' Conference.
- (b) Bind Member Organisations to common Objects and Membership qualifications.
- (c) Represent Member Organisations in matters relating to the International Alliance of Catholic Knights.
- (d) Initiate projects of national significance, subject to approval of a majority of the Member Organisations.
- (e) Ensure uniformity of design, wording and merit for all Honours and Awards of Member Organisations.
- (f) Confer honours and awards on retired National Officers, retired National Councillors and other members of the Order National for service of national significance.

4.2 The National Council may delegate to the National Executive or to nominated national officers any or all of its powers between triennial conferences, but not this power of delegation, provided that:

- (a) The delegation of any power does not prevent the National Council from exercising that power concurrently.
- (b) Each delegation expires upon the commencement of each triennial conference and unless renewed by the conference cannot be exercised thereafter.
- (c) National Council at any time may revoke any delegation and in addition, the National Executive may revoke any delegation which has been given to a National Officer. Within twenty eight (28) days of the revocation of any delegation, each State Council must be informed by its representative on the Council or Executive, as appropriate, of the decision and the reason for it.

4.3 The National Executive shall be responsible for:

- (a) Maintaining the National Office of the Order;
- (b) Liaising with the Commonwealth Government on matters within the jurisdiction of that government;
- (c) Co-ordinating and/or conducting agreed activities of Australia wide significance;

- (d) Operating within a financial budget approved by a majority of the Member Organisations after its presentation to each Member Organisation in sufficient time for it to be considered adequately and approved prior to the commencement of each financial year. Any departure from the budget as approved must have the prior written approval of a majority of the Member Organisations;
- (e) Maintaining proper accounting and other records and present an independently verified annual financial report to each State Council not more than three (3) months after the end of each financial year.

#### 4.4 The National Executive:

- (a) Shall be the custodian of the official logo of the Order and may authorise its use by Member Organisations and by Southern Cross Care (Australia) Incorporated and its affiliated Southern Cross Care organisations and other official entities of Member Organisations.
- (b) May regulate the conduct of the Order National through by-laws and regulations; and,
- (c) May pursue these objects alone or with other societies, associations or people.
- (d) May suspend a Member Organisation from affiliation until the next triennial conference, or until compliance is achieved; if the Member Organisation, in the opinion of the National Executive, brings the Order into disrepute or wilfully ceases to support or comply with the Objects or membership qualifications contained in this constitution; and or,
- (e) May intervene in the affairs of a Member Organisation to the limit contained in this constitution.

## 5 MEMBER ORGANISATIONS

### 5.1 (a) Members at the time of incorporation of the Order are:

Knights of the Southern Cross (ACG) Inc  
 Knights of the Southern Cross (NSW) Inc  
 Knights of the Southern Cross (QLD) Inc  
 Knights of the Southern Cross (SA) Inc  
 Knights of the Southern Cross (TAS) Inc  
 Knights of the Southern Cross (VIC) Inc  
 Knights of the Southern Cross (WA) Inc

- (b) Other organisations which comply with the requirements of membership of the Order may be admitted as a Member Organisation upon the adoption of a special resolution of the National Council.



- (c) Nominations for membership as a Member Organisation, shall be in the form approved by the National Council or, in its absence, as approved by the National Executive.
- (d) While each Member Organisation is autonomous, all Member Organisations shall include the Order Objects as stated in Clause 3 and the Membership qualifications stated in Clause 6 hereof in their constitutions.
- (e) A Member Organisation shall cease to be affiliated to the Order if:
  - (i) it is wound up, or in some other way ceases to exist as an entity;
  - (ii) it resigns as a Member Organisation;
  - (iii) by its actions or otherwise, it ceases to support or comply with the Objects and Membership qualifications contained in this constitution;
  - (iv) former members may be re-affiliated with the Order upon application and the production of evidence that the reasons for dis-affiliation no longer apply.

## **6 MEMBERSHIP QUALIFICATIONS**

### **6.1 Membership.**

Membership of the Order is available only to those organisations which limit eligibility for membership to:

- (a) Catholic laymen over the age of eighteen (18) years.
- (b) Members of the clergy of the Catholic Church, who are afforded the rights and privileges of membership of the Order, but are not eligible to hold an official position on Branch, State or National Council, other than that of Chaplain.

### **6.2 Alteration To Membership Qualifications.**

In addition to any other provision no change may be made to the Membership qualifications, as set out in Clause 6.1, without the consent of the Australian Catholic Bishops' Conference.

### 6.3 Chaplains.

- (a) The National Chaplain, appointed by the Australian Catholic Bishops' Conference, shall while in office, be afforded all the rights and privileges of membership of the Order National, but in a non-voting capacity, including the right to attend and participate in all meetings of the National Council and National Executive.
- (b) A State Chaplain of a Member Organisation, shall be entitled to attend a triennial conference in a non-voting capacity.

## **7 NATIONAL COUNCIL MEMBERSHIP**

- 7.1 (a) The governing body of the Knights of the Southern Cross (Australia) Incorporated shall be the National Council.
- (b) The National Council of the Order shall consist of the National Officers and two (2) National Councillors nominated by each Member Organisation.
- (c) Only financial members of a Member Organisation shall be eligible to be elected National Officers and National Councillors.
- (d) No National Councillor may serve for longer than nine (9) consecutive years.
- (e) After an absence of not less than twelve (12) months from membership of the National Council, a member of a Member Organisation shall be eligible to be nominated as a National Councillor.

### 7.2 Pledge.

Every member of the National Council shall give to the National Chaplain and/or his fellow National Councillors, his pledge of loyalty to this constitution and if any member refuses to give such a pledge his seat shall thereupon become vacant.

## **8 ORDER CONFERENCES**

### 8.1 Triennial Conferences.

- (a) A conference of the Order called a "triennial conference" shall be held each three (3) years, between January and June of the year, except that the first shall be between the 1st July 1993 and the 30th June 1994 and the second shall be held in 1997.

- (b) After the first triennial conference, Clause 8.1 (a), the National Executive with the approval of not less than seventy-five per centum (75%) of the Member Organisations may postpone a triennial conference for a period of not more than twelve (12) months. Any request for postponement shall be submitted, with full reasons, to each Member Organisation not later than the 1st of July of the year preceding the year in which the triennial conference is due to be held.
- (c) Not less than six (6) months notice of the date and location of a triennial conference shall be given to each Member Organisation. Such notice shall call for the names and addresses of the National Councillors attending the conference and for any matter the Member Organisation wishes discussed at the conference and shall allow not more than three (3) months for this information to be provided to the National Office.
- (d) The National Office shall circulate the triennial conference agenda and copies of all reports and other matters to be discussed to each Member Organisation not less than two (2) months prior to the date on which the conference is to commence.

## 8.2 Other Conferences.

- (a) Conferences may be held between triennial conferences upon the written request of at least half of the members of the National Executive or at the request of at least half of the Member Organisations.
- (b) Requests for a conference shall state the purpose of the conference and shall provide notice of the business to be conducted at the conference. The only business which may be conducted at the conference shall be that for which notice has been given.
- (c) A conference shall be held within three (3) calendar months of the request being received at the National Office of the Order. Not less than twenty eight (28) days notice of the meeting shall be given to each Member Organisation, each of which will provide, not less than fourteen (14) days prior to the conference, the names and addresses of the National Councillors who shall be attending as representatives of the Member Organisation.
- (d) No conference may be requested less than six (6) months after the previous conference has been concluded or within six (6) months of a triennial conference.

## 8.3 Conference Locations.

- (a) Order conferences shall be held at such places and on such dates as shall be determined by the National Executive and with the approval of the Member Organisation in the State in which a conference is to be held.

- (b) Conferences may be held, if a majority of the National Council so determine, by radio, telephone, closed circuit television, or other electronic means of audio or audio-visual communication.
- (c) Resolutions passed by a meeting as described in paragraph (b) shall be deemed to have been passed at a meeting of the Council held on the day and time at which the meeting was held. The provisions of this constitution relating to proceedings of the National Council apply as far as they are capable of application.
- (d) Triennial conferences may be held only where all councillors eligible and able to attend are present together in the one place.

#### 8.4 Attendance.

Any financial member of any Member Organisation may attend any Order conference as an observer providing written notice has been given to the National Office or Supreme Knight.

#### 8.5 Quorum.

- (a) A quorum of a conference shall be not less than half of those persons eligible to attend and vote at the conference.
- (b) (i) At each conference, each National Officer and each National Councillor shall have the right to cast one vote only; the presiding officer will not have a casting vote; and
  - (ii) unless this constitution requires otherwise, each matter voted upon will be carried only if a majority of members present and voting, shall vote in favour of the motion.

### **9 BUSINESS OF TRIENNIAL CONFERENCE**

The business of a triennial conference shall include but not be limited to:

- (a) Dealing with reports from each National Officer on significant activities undertaken since the last triennial conference.
- (b) Receiving and adopting the financial reports of the National Council and National Executive since the last triennial conference.
- (c) Considering and determining motions submitted by State Councils, National Officers and National Councillors which are within its authority.
- (d) The election of National Officers.
- (e) Considering other business which the conference agrees to discuss.

### **10 ADJOURNMENT**

- (a) The chairman of any conference or meeting of the National Executive at which a quorum is present and with the consent of a majority of voting members present, may adjourn the conference or meeting from time to time and place to place, but no business shall be transacted at any adjourned conference or meeting other than that left unfinished at the meeting at which the adjournment took place.
- (b) Where a conference is adjourned for fourteen (14) days or more, the Public Officer shall give written or oral notice to each National Officer and National Councillor entitled to attend the conference, stating the place, date and time of the conference and the nature of the business to be transacted at the adjourned meeting.
- (c) Except as provided in paragraph (a) and (b) above, notice of the adjournment of a conference or of the business to be transacted at an adjourned conference or meeting is not required to be given.

## **11 ANNUAL GENERAL MEETING**

- (a) An annual general meeting of the Order, may be held concurrently with a triennial conference.
- (b) With the exception of the first annual general meeting of the Order, the Order shall convene an annual general meeting of its Member Organisations at least once in each calendar year and within a period of five (5) months following the expiration of each financial year of the Order.
- (c) The Order shall hold its first annual general meeting:
  - (i) within the period of eighteen (18) months after incorporation under the Act; and
  - (ii) within a period of two (2) months after the expiration of the first financial year of the Order.
- (d) Annual general meetings of the Order that are not held concurrently with a triennial conference may be conducted by the National Executive. The proceedings of such meetings shall be conveyed to Member Organisations including minutes of meetings, reports and financial statements.

## **12 NATIONAL OFFICERS**

- (a) Each triennial conference shall elect the National Officers of the Order who shall hold office until the completion of the next triennial conference.
- (b) Subject to Clause 7 (d), any financial member of a Member Organisation shall be eligible to be nominated and elected as a National Officer.

- (c) The elected National Officers shall be:
  - (i) the Supreme Knight;
  - (ii) the Deputy Supreme Knight; and
  - (iii) the National Secretary.
- (d) The National Homes Officer shall be a non-voting member of the National Executive who shall be a member of the Knights of the Southern Cross and who shall be ex-officio the Chairman of the Board of Southern Cross Care (Australia) Incorporated or the nominee of that Chairman.
- (e) Nominations for election as a National Officer shall be in the form approved by the National Council or in its absence, by the National Executive and nominations must be received by the National Executive Officer by a date set by the National Executive, which shall be not less than 2 months prior to the date of the commencement of the Triennial Conference.
- (f) The election shall be a secret ballot and shall be conducted by a returning officer who shall be the National Chaplain, or in his absence, the senior of the State Chaplains present at the conference. If the National Chaplain and no State Chaplain is present, the ballot shall be conducted by a non-voting member of the Order National present and elected as a returning officer by the conference. The returning officer may appoint such non-voting members of a Member Organisation as scrutineers to assist as considered necessary.
- (g) No person shall hold the same National office for longer than six (6) consecutive years.

### **13 CASUAL VACANCIES**

13.1 For the purpose of this constitution, a casual vacancy in the office of a National Officer occurs if the officer:

- (a) dies;
- (b) ceases to be a member of the Member Organisation to which he is entitled to belong;
- (c) becomes an insolvent within the meaning of the Companies Code;
- (d) becomes bankrupt;
- (e) resigns from office in writing to the National Office;
- (f) is removed from office under Clause 14;

- (g) becomes of unsound mind or a person whose estate is liable to be dealt with in any way under the law relating to mental health;
- (h) is absent, without the consent of the National Executive, from all meetings of the Executive held during a period of twelve (12) months.

13.2 A casual vacancy may be filled by the National Executive, under the same terms and conditions as apply at a triennial conference and detailed in Clause 12, such appointment to be only for the unexpired portion of the term of office in which the casual vacancy has occurred.

## **14 REMOVAL FROM OFFICE AND RESOLUTION OF DISPUTES**

14.1 The National Council by resolution may remove a National Officer from his office and may appoint another member of the National Council to hold that office until the expiration of the term of office of the Officer so removed.

14.2 The Officer referred to in Clause 14.1 above, is to be given written notice of the proposed resolution to remove him from office and reasons in support of that proposal, and invited to provide within fourteen (14) days a written response.

14.3 Within seven (7) days of receipt of the response or the expiration of the fourteen (14) days referred to in Clause 14.2 above, the proposed resolution, material in support and any response received from the National Officer concerned, are to be circulated to each member of the National Council with the notice of the meeting at which the proposal is to be determined.

14.4 Failure by the officer to provide a written response within the nominated time will not preclude him from making oral submissions at the meeting called to determine the proposal.

14.5 A meeting called to determine a resolution under this clause shall deal with no other matter and must determine the resolution.

## **15 NATIONAL EXECUTIVE**

- 15.1
- (a) The National Executive shall consist of the National Officers and one (1) National Councillor from each Member Organisation.
  - (b) Each Member Organisation shall, from amongst its two (2) National Councillors, nominate the councillor who is to be its representative on the National Executive.
  - (c) If a member of the National Executive is unable to attend a meeting of the National Executive, then a National Councillor or a nominee of the State Council from that member's Member Organisation may substitute for that meeting.
  - (d) The National Executive shall meet at least once, face to face, in each calendar year and more often if necessary. The Supreme Knight, or in his absence, the

Deputy Supreme Knight shall preside at meetings of the National Executive. The presiding officer at the meeting of the National Executive shall have a deliberate vote but will not have a second or casting vote.

- (e) The National Executive shall be responsible for the operation of the National Office between triennial conferences and for such other responsibilities delegated to it by the triennial conference.
- (f) Meetings of the National Executive may be held, if a majority of the National Executive so determine, by radio, telephone, closed circuit television or other electronic means of audio-visual communication. Resolutions passed by a meeting so described shall be deemed to have been passed at a meeting of the National Executive held on the day and time at which the meeting was held.

#### 15.2 Quorum.

A quorum of the National Executive shall be not less than half of those persons eligible to attend and vote at the meeting.

### 16 VOTING AND PROXIES

- (a) At any conference, or meeting of the National Executive, votes may be cast only by accredited delegates or eligible members actually present at the meeting.
- (b) Proxy votes are not permitted.
- (c) Unless this constitution requires otherwise, any matter to be determined by a conference or by the National Executive shall be carried by a majority of those eligible to vote and voting.

### 17 SPECIAL RESOLUTIONS

A question to be determined by a special resolution shall be carried only:

- (a) If it is approved by not less than seventy five per centum (75%) of persons present and eligible to vote at a conference of the Order; or
- (b) If it appears to the authority administering the Act, that it is not possible or practicable for a resolution to be passed in the manner prescribed in paragraph (a), the resolution is passed in such other manner as is specified by the authority.

### 18 ALTERATION TO CONSTITUTION

This constitution may be altered, rescinded or added to only by a special resolution at a conference.

### 19 INSURANCE



The Order shall effect and maintain insurance, including indemnity insurance, as determined from time to time by statute, the National Council or the National Executive.

## **20 COMMON SEAL**

- 20.1 The common seal of the Order shall be kept in the custody of the Public Officer.
- 20.2 The common seal shall not be affixed to any instrument except by the authority of the National Council or the National Executive and the affixing of the common seal shall be attested by the signatures of two (2) members of the National Council or of one (1) member of the National Executive and the Public Officer.

## **21 SURPLUS PROPERTY**

- 21.1 Upon the winding up or the cancellation of the incorporation of the Order, any surplus property shall be vested in accordance with the requirements of Section 92 of the Act.
- 21.2 Any change in the organisation of the Order may be made only by a special resolution passed at a conference of the National Council.

## **22 MEMBERS' LIABILITIES**

The liability of a Member Organisation to contribute towards the payment of the debts and liabilities of the Order or the cost, charges and expenses of the winding up of the Order is limited to the amount, if any, unpaid by the Member Organisation in respect of membership of the Order as required by Clause 24.

## **23 FEES, SUBSCRIPTIONS ETC**

- 23.1 No entrance fee shall be payable by any organisation which may become affiliated with the Order after this constitution is incorporated and no annual subscriptions are required to be paid by a Member Organisation for membership of the Order.
- 23.2 Except as provided in Clause 23.3, Member Organisations may be required to meet specific expenses of the Order if and only if:
- (a) such expenses are to be apportioned among all Member Organisations so that the amount payable by each Member Organisation is proportional to the number of members of that Member Organisation; and
  - (b) the expense and the amount sought to be funded is approved by a special resolution of the National Council or National Executive; and
  - (c) a majority of the Member Organisations confirm the decision in paragraph 23.2(b) and agree to pay the amount levied on their organisation.
- 23.3 The cost incurred by authorised members of the National Council, National Executive and the National Executive Officer of travelling to meetings of the National Council or of the National Executive, shall be borne equally by each Member Organisation.

## **24 FUNDS – SOURCE**

- 24.1 The funds of the Order shall be derived from donations, special levies and other sources as determined by the National Council.
- 24.2 All monies received by the Order shall be deposited as soon as practicable and without deduction to the credit of the Order's bank account.
- 24.3 The Order, as soon as practicable after receiving any money, shall issue an appropriate receipt.
- 24.4 The assets and income of the Order shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to its members except as bone fide compensation for services rendered or expenses incurred on behalf of the Order. The Order may also recompense officers of the Order for expenses and losses the officers incur in carrying out their duties. Recompense will not apply if the expenses or loss results from an officer's wilful act or default. The Order agrees to take out appropriate indemnity insurance.

## **25 FUNDS – MANAGEMENT**

- 25.1 All funds of the Order shall be deposited only in accounts in a bank or invested in authorised trustee securities unless a majority of the Member Organisations give written authority to invest specific funds in another nominated manner.
- 25.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members or employees of the Order authorised to do so by the National Executive of the Order.

## **26 CUSTODY AND INSPECTION OF BOOKS ETC**

- 26.1 Except as otherwise provided by this constitution, the Public Officer shall keep custody or under control all records, books and other documents relating to the Order.
- 26.2 The records, books and other documents of the Order shall be open to inspection, free of charge at a reasonable hour at the registered office of the Order, by any National Officer or National Councillor or any State Councillor of a Member Organisation.

## **27 SERVICE OF NOTICES**

- 27.1 For the purpose of this constitution, a notice may be served by or on behalf of the Order by sending it to:
- (a) any Member Organisation at the address shown in the Order's register of Member Organisations; or

- (b) a National Officer or National Councillor at the address provided by that person or his Member Organisation, or if no personal address has been provided, at the address of the appropriate Member Organisation as shown in the Order's register of Member Organisations.

27.2 Any document sent in accordance with paragraph 27.1(a) shall be deemed for the purpose of this constitution, unless the contrary is proved, to have been served on the recipient at the time at which the letter would have been delivered in the ordinary course of the post.

## **28 STAFF**

28.1 The National Executive may appoint a National Executive Officer and other staff to salaried positions, providing salaried positions and other costs can be met from budgeted funds.

28.2 The National Executive Officer who is responsible to the National Executive for the day to day operation of the National Office shall:

- (a) attend each meeting of the National Executive and each conference; participate in the meetings only by leave of the meeting and will have no right to vote on any issue before the meeting;
- (b) ensure that minutes are taken of each meeting and conference and are circulated to each National Officer and each Member Organisation within one (1) month of the completion of each meeting and conference;
- (c) unless directed otherwise, carry out the functions of secretary and treasurer of the National Council and National Executive;
- (d) undertake such other duties as shall be directed by the National Council or National Executive or, providing it does not conflict with those directions, as instructed by the Supreme Knight;
- (e) be the Public Officer of the Order unless the National Council or the National Executive direct that some other person to be the Public Officer.

28.3 National Officers and National Councillors cannot be paid employees of the Order or a Member Organisation.

28.4 The Public Officer shall not be a National Officer or a National Councillor.