

C O N S T I T U T I O N

FOR

KNIGHTS OF THE

SOUTHERN CROSS (S.A.)

INCORPORATED

Version 2.1

1

4 November 2017

Constitution of Knights of the Southern Cross (SA) Incorporated.

Aug 1994 Amended Nov 1997 Amended Nov 1998 Amended Nov 1999 Amended Nov 2008 Amended Nov 2009
Amended 5 November 2016 Amended 4 November 2017

KNIGHTS OF THE SOUTHERN CROSS (SA) Inc

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THIS CONSTITUTION OF THE KNIGHTS OF THE SOUTHERN CROSS (S.A.)
INCORPORATED WAS ADOPTED AT A PROPERLY CONVENED MEETING OF THE
ORDER HELD ON 4 NOVEMBER 2017

SIGNED

CHAIRMAN OF MEETING

All holders of the 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.

(III) - RECORD OF AMENDMENTS

Amendment No. and Part	Amendment Date	Inserted by
(1) C: 14A inserted	18th November 1995	Head Office
(2) C: 5, 13.2, 13.4, 14A.3, 17.1, 21.1, 27.2, 28.5, 30.4.2, 33, 33.2, 34, 37.1.6, 37.1.7, 39.1, 39.4, 42, 42.7, 42.8, & 54. C:35 deleted	15th November 1997	Head Office
(3) C: 30.5.	14th November 1998	Head Office
(4) C: 30.5	20th November 1999	Head Office
(5) C: 3.8 deleted	15th November 2013	Head Office
VERSION 2.0 – Introduction, Version no., Sect. 3.5, 3.12, 3.25, 8, 9.1, 27.2.3, Add 27.6, 31.3, 32.1, 37.2, 40.2, 40.4.	5th November 2016	Head Office
VERSION 2.1 Sect 37.1.3, 37.1.2, 50	4th November 2017	Head Office

PART I

THE ORDER

CLAUSE NUMBER

1. ASSOCIATION NAME

The name shall be the "Knights of the Southern Cross (SA) Incorporated". (THE ORDER)

2. OBJECTS

The objects of the Order are to pursue in the State of South Australia the following:

- 2.1 to promote the advancement of Australia;
- 2.2 to foster the Christian way of life throughout the Nation;
- 2.3 to promote the welfare of its Members and their families;
- 2.4 to encourage spiritual, social and intellectual activities amongst its Members and;
- 2.5 to conduct and support educational, charitable, religious and social welfare work.

3. INTERPRETATION

- 3.1 "Act" means the Associations Incorporation Act 1985.(South Australia)
- 3.2 "Annual General Meeting" means the annual meeting of the Order held pursuant to rule 37.
- 3.3 "Annual State Conference" means the annual conference of Members called together pursuant to rule 33 to consider such business as is referred to in rule 36.
- 3.4 "Auditor" means a person who is qualified to act as an auditor of the financial affairs of the Order in accordance with the Act.
- 3.5 "Branch" shall, other than in the circumstances referred to in rule 26 (1) and 26 (2), mean a group of Members within a parish or number of adjacent parishes who, with the authority of a simple majority of State Council, are brought together, from time to time, to promote the objects of the order within the area of such parish or adjacent parishes.

- 3.6 "Branch Chairman" means the person elected to the office of chairman of the Branch at the annual general meeting of the Branch.
- 3.7 "Branch Council" means the governing body of the Branch.
- 3.8 DELETED 15th November 2013.
- 3.9 "Diocese" means an area within the State of South Australia which is determined by the Catholic Church to be a Diocese.
- 3.10 "District" means the area consisting of no less than three Branches.
- 3.11 "District Chairman" means the person nominated by State Council to be chairman of a District.
- 3.12 "Knight of Honour" means a member appointed as such by State Council.
- 3.13 "Meeting" shall have the meaning ascribed to that term in rule 42.
- 3.14 "Member" or "Members" means a person or persons who in accordance with these rules is admitted to the Order and deemed to be financial.
- 3.15 "National Council" means that body having similar objects to the Order, save and except, the pursuit of those objects are not limited to the State of South Australia and made up of the National Officers and three representatives from each of the States.
- 3.16 "National Executive" means that group of people charged with the responsibility of running the day to day affairs of the National Council and made up of the National Officers and one representative from each of the States.
- 3.17 "Parish" means an area within the State of South Australia which is determined by the Catholic Church to be a Parish of a Diocese.
- 3.18 "Public Officer" means the person so defined in the Associations Incorporation Act 1985.(South Australia)
- 3.19 "Special General Meeting" means a general meeting of the Order other than the Annual General Meeting of the Order held during the Annual State Conference.
- 3.20 "Special Resolution" as defined in the Associations Incorporation Act 1985. (South Australia)
- 3.21 "State Chairman" means the person elected to the office of chairman of State Council by the Members pursuant to rule 13 (2).
- 3.22 "State Council" means the governing body of the Order.

- 3.23 "State Councillors" means those persons who are elected to the State Council by Members pursuant to rule 13 (3).
- 3.24 "State Secretary" means that person holding office under these rules as secretary of State Council.
- 3.25 "Supreme Knight" means the person elected as Chairman of the National Council.
- 3.26 "The Order" means the entire membership of the Knights of the Southern Cross (SA) Incorporated.
- 3.27 The singular number indicates the plural number and vice versa.
- 3.28 The masculine gender shall include the feminine and neuter gender and vice versa.

4. POWERS AND OBLIGATIONS OF THE ORDER

In addition to and without limiting any of the powers conferred by law, the Order shall have power to:-

- 4.1 Make rules and regulations providing for the conduct of the Order.
- 4.2 Maintain the property of and conduct the business of, the Order for the advantage of Members and generally to afford them all the usual privileges and advantages of membership of the Order.
- 4.3 Cultivate and promote mutual help and support among the Members of the Order.
- 4.4 Purchase or otherwise acquire, for the purposes of the Order, shares, bonds, debenture notes, or other securities and to turn same to account as may be deemed expedient.
- 4.5 Purchase, sell, lease, exchange, hire or otherwise acquire land buildings and chattels of any tenure or description and any estate or interest therein and any rights over or connected therewith and to turn same to account as may be deemed expedient for the purposes of the Order.
- 4.6 Construct, erect, maintain or alter any buildings houses or works which may be required for the purpose of the Order and to furnish and equip same in such manner as may be necessary or convenient for such purposes.
- 4.7 Invest the money collected on behalf of the Order not immediately required for any of its objects in such manner as may from time to time be determined by State Council.

- 4.8 Borrow or raise money by bank overdraft or by any other means and to secure the payment of money in such manner as the Order shall think fit and in particular by way of mortgage or the issue of debentures or debenture stock perpetual or otherwise charged upon all or any of the Order's property (both present and future) and to purchase redeem or pay off any such mortgages, debentures, debenture stock or other securities.
- 4.9 Undertake and execute any trusts in furtherance of the objects herein set out.
- 4.10 Take any steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purpose of raising funds for and procuring contributions to the funds of the Order in the form of donations, annual subscriptions or otherwise.
- 4.11 Accept any gift of real or personal property subject to any trust or not.
- 4.12 Acquire, establish, print and publish newspapers, periodicals, books and leaflets or other compilations that the Order may think desirable for the promotion of its objects and to enter into any contract or agreement with any person or corporation producing and/or publishing any literary compilation which will further the objects of the Order or any of them.
- 4.13 Draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, warrants, debentures and other negotiable or transferable instruments.
- 4.14 Hire and employ all classes of persons whose services may be considered necessary for the purposes of the administration of the affairs of the Order and pay them in return for services rendered to the Order salaries, wages, gratuities and pensions.
- 4.15 Do all or any of the matters hereby authorised either alone or in conjunction with or as trustees or agents of any other society or association or persons by or through any trustees or agents.
- 4.16 Sue civilly.
- 4.17 Apply the income and property of the Order whencesoever derived, solely towards the promotion of the objects of the Order as herein set forth and as set forth from time to time and upon the basis that no monies or property shall be paid to or transferred directly or indirectly by way of dividend, bonus or in any other manner by way of profit to Members or relatives of members of the Order unless for services rendered and then only on the terms and conditions herein referred to. Nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Order or to any Member in return for any services actually rendered to the Order or for goods supplied in the ordinary and usual way of business, or prevent the payment of interest at a

contracted rate on money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member to the Order. No Member of the State Council other than the Secretary shall be appointed to any salaried office of the Order or any office of the Order paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Order to any Member of the governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Order or in return for services rendered as herein before referred to PROVIDED FURTHER THAT no such payment shall be made other than in accordance with such procedures as laid down by State Council from time to time.

- 4.18 Indemnify all officers of the Order for all losses or expenses incurred by them in or about the discharge of their respective duties and nothing herein shall oblige the Order to indemnify or take out insurance to cover the wilful misconduct or defaults of the Members or office bearers.
- 4.19 Undertake such charitable works, to support others in the undertaking of charitable works and to seek any appropriate registration as a charitable or benevolent body as shall be authorised by its officers from time to time and as shall be consistent with these rules and objects.
- 4.20 Do all such acts or things as are incidental, conductive or subsidiary to all or any of the above objects.

PART II
MEMBERSHIP

5. MEMBERSHIP QUALIFICATIONS

Membership of the Order shall be available to Catholic men as set out in Clause 5. 1 (a) and Clause 5.1 (b) who are elected members by a resolution of Branch Council

5.1 (a) Catholic laymen over the age of 18 years

5.1 (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. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation which a person has by reason of being a Member:

6.1 Is not capable of being transferred or transmitted to another person and,

6.2 Terminates upon cessation of the person's membership.

7. NOMINATIONS FOR MEMBERSHIP

Nominations for membership shall be made in accordance with such by-laws as may be set down by the State Council from time to time.

8. CESSATION OF MEMBERSHIP

Subject to rule 30.3 and unless otherwise determined by State Council, a person ceases to be a Member if the person remains unfinancial for a period in excess of three months and may have his membership terminated pursuant to these rules. During the first three months of a financial year such a Member shall be deemed to be financial for the purpose of these rules.

9. REGISTER OF MEMBERS

9.1 The Office of State Council shall establish and maintain a register of Members specifying the name and address of each person who is a Member together with the date on which the person became a Member and any relevant positions held whilst a Member of the Order.

- 9.2 The register of Members shall be kept at the principal place of administration of the Order.

10. RESIGNATION OF MEMBERSHIP

- 10.1 A Member may resign from membership by giving written notice of his ceasing to be a Member to the Secretary of State Council.
- 10.2 Where a Member ceases to be a Member the Secretary shall make an appropriate entry in the register of Members recording the date on which the Member ceased to be a Member.

11. MEMBERS LIABILITIES

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

PART III

STATE COUNCIL

12. POWERS OF STATE COUNCIL

The Order shall be governed by the State Council. State Council shall therefore, subject to the Act and these rules and to any resolution passed by the Order at the Annual General Meeting or a Special General Meeting:

- 12.1 control and manage the affairs of the Order in South Australia;
- 12.2 exercise all such functions as may be exercised by the Order other than those functions that are required by these rules to be exercised by a Special General Meeting of Members or otherwise specifically excluded;
- 12.3 have power to perform all such acts and do all such things as appear to the State Council to be necessary or desirable for the proper management of the affairs of the Order and without derogating from the generality of this rule State Council will;
 - 12.3.1 address matters of concern to the Order to Federal, State and Local Governments and to other Public or influential bodies;
 - 12.3.2 co-ordinate the conduct of the Order's affairs and maintain an overview of the pursuit of the Order's objectives at all levels; and
 - 12.3.3 expeditiously address any crisis which arises in the Order at any level and retain to itself the right to veto any action proposed at any level of the Order and deemed to be inappropriate provided that the determination of whether a crisis exists, and whether the power of veto should be exercised is determined by a 75% majority of State Council;
- 12.4 at all times oversee the conduct of the Order's affairs upon the basis that:
 - 12.4.1 the primary focus of the Order shall, subject to these rules, be at the level of the Branches which:
 - 12.4.1.1 shall have boundaries which wherever possible shall follow the boundaries of a parish or a number of adjacent parishes within a Diocese;
 - 12.4.1.2 shall be encouraged to set priorities for Branch activities and to take initiatives consistent with Order objectives;

- 12.4.2 the affairs of the Branches in each Diocese shall, subject to these rules, be conducted pursuant to the supervision of the State Council provided that State Council shall not interfere in the affairs of a Branch other than to the extent necessary to ensure compliance with these rules and or the objects of the Order or to prevent the occurrence of any action which is considered inappropriate by State Council having regard to the contents of these rules and the objects of the Order;
- 12.4.3 the structure of Branches shall, as nearly as possible and appropriate, mirror the structure of State Council from time to time;
- 12.4.4 all the legislative, judicial and executive powers of the Order shall be vested in State Council. Powers which are vested elsewhere within the Order may nevertheless be exercised also by the State Council. In particular and without restricting the foregoing general powers the State Council shall have power:
 - 12.4.4.1 to interpret these rules and all other matters requiring interpretation;
 - 12.4.4.2 to terminate or suspend the membership of a Member at any time PROVIDED THAT ordinary standards of natural justice shall at all times be observed; and
 - 12.4.4.3 to close, suspend or otherwise penalise any Branch (if it finds cause to do so).

13. COMPOSITION OF STATE COUNCIL

- 13.1 State Council shall be composed of a State Chairman and a maximum of twelve other Members who will be known as State Councillors. State Councillors are elected for a term of two years except in the first year of the State Council when one half of the State Councillors shall retire at the end of that year. If it cannot be agreed who shall retire after one year then the retirees shall be determined by a Ballot of State Council. All retiring State Councillors shall subject to these rules be eligible for re-election.
- 13.2 The State Chairman shall be elected by the financial Members or deemed financial Members of the Order by ballot for a period of two years.
- 13.3 The State Councillors shall be elected by the financial Members or deemed financial Members of the Order by ballot.
- 13.4 No Member shall hold the position of State Chairman for more than four consecutive years.
- 13.5 No Member shall hold the position of State Councillor for more than ten consecutive years.

- 13.6 No member shall be eligible for election to State Council unless he has been a Member for at least twelve months.
- 13.7 Except for the position of State Chairman the executive of State Council shall be elected from amongst State Councillors by the State Councillors and shall be made up of the following:
- 13.7.1 the State Chairman;
- 13.7.2 Deputy State Chairman;
- 13.7.3 the State Secretary; and
- 13.7.4 the State Treasurer.
- 13.8 In the absence of State Council passing a motion to the contrary, with regard to a particular meeting any Member may attend a State Council meeting as a non-voting observer upon giving twenty-four hours prior notice of attendance to the Secretary.
- 13.9 All members of State Council shall be of equal standing and shall hold such portfolios (if any) as they may be appointed to by the State Chairman.
- 13.10 The State Council may appoint a salaried officer as the State Secretary who shall hold office until the next ensuing Annual General Meeting.
- 13.11 Any salaried officer appointed to the position of State Secretary shall be a State Councillor for the term of the appointment but shall have no right to vote at any meetings of the State Council.

14. MEETINGS OF STATE COUNCIL

- 14.1 The State Council shall meet at least 10 times in each period of 12 months at such place and time as the State Council may determine.
- 14.2 Additional meetings of the State Council may be convened by the State Chairman or by the State Secretary with the concurrence of the State Chairman.
- 14.3 Written notice of a meeting of the State Council shall be given by the State Secretary to each State Councillor at least five (5) days (or such other period as may be unanimously agreed upon by the members of the State Council) before the time appointed for the holding of the meeting.
- 14.4 Notice of a meeting given under rule 14.2 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the State Councillors present at the meeting agree to treat as urgent business.

- 14.5 A quorum of State Council shall be not less than fifty percent of State Councillors.
- 14.6 No business shall be transacted by the State Council unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week. At such an adjourned meeting those in attendance shall constitute the quorum.
- 14.7 At a meeting of the State Council the State Chairman or, in the State Chairman's absence, the deputy State Chairman; or in the absence of the State Chairman and the deputy State Chairman then such one of the remaining State Councillors as may be chosen by the Members present at the meeting, shall preside.

14A ELECTION OF STATE CHAIRMAN AND STATE COUNCILLORS

- 14A.1 State Council shall appoint a Returning Officer for the purpose of conducting the election of State Chairman and State Councillors.
- 14A.2 Subject to Rule 17 hereof any vacancies on State Council shall be filled at the Annual General Meeting following the occurrence of such vacancy. The State Council shall decide the method of voting and the manner in which the ballots shall be conducted.
- 14A.3 The Returning Officer shall cause a notice to be inserted in the August issue of *Knightlife* stating what vacancies on the Council are to be filled and that nominations must be sent in writing to the Returning Officer on or before the 20th day of September.
- 14A.4 The Returning Officer shall advise the State Council of all nominations received and accepted to enable all financial members to be notified of same in October issue of *Knightlife*. The method of voting shall also be notified.

15. PLEDGE

Every State Councillor must give to fellow State Councillors a pledge of loyalty to the Order and this Constitution and if a State Councillor refuses to give such pledge that State Councillor's seat shall thereupon become vacant.

16. REMOVAL FROM STATE COUNCIL

The State Council may declare vacant the seat of any State Councillor who has been absent from three consecutive meetings without the consent of the State Council.

17. CASUAL VACANCIES

- 17.1 In the event of a casual vacancy occurring on State Council then State Council may appoint a replacement to fill the vacancy and the Member appointed shall hold office, subject to these rules, until such time as the person replaced by him would himself have held office. Where the casual vacancy is for a period exceeding twelve months then such an appointment shall be ratified by the next Annual General Meeting.
- 17.2 For the purposes of these rules, a casual vacancy in the office of a State Councillor occurs if the Member:
- 17.2.1 dies;
 - 17.2.2 ceases to be a Member;
 - 17.2.3 becomes a bankrupt;
 - 17.2.4 resigns office by notice in writing given to the State Secretary;
 - 17.2.5 is removed from office by a special resolution of State Council;
 - 17.2.6 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - 17.2.7 ceases for any other reason to be a State Councillor.

18. STATE CHAIRMAN

- 18.1 The State Chairman and State Councillors shall be responsible for and accountable to Members for the conduct of the Order's affairs in South Australia.
- 18.2 All operations of the Order, fraternal, commercial or any other shall be required to report to the Order through the State Chairman.
- 18.3 The State Chairman shall present a report on the activities of the Order to the Annual General Meeting.

19. STATE SECRETARY

- 19.1 The State Secretary of the Order shall, as soon as practicable after being appointed as State Secretary, lodge notice of the State Secretary's address with the Order.
- 19.2 It is the duty of the State Secretary to ensure that:
- 19.2.1 minutes of all appointments of office-bearers and Members of the State Council are kept;
 - 19.2.2 minutes of the names of State Councillors present at a State Council meeting or minutes of the names of all Members present at a Special General Meeting are kept; and
 - 19.2.3 minutes of all proceedings at State Council meetings, Annual General Meetings and Special General Meetings are kept. Such minutes to be signed by the Chairman of that meeting or by the Chairman of the next succeeding meeting;
 - 19.2.4 such other matters as the State Council shall from time to time appoint are attended to.
- 19.3 The State Secretary shall be the Public Officer of the Order unless the State Council direct that some other person be the Public Officer.

20. STATE TREASURER

It is the duty of the State Treasurer of the Order to ensure that:

- 20.1 all money due to the Order is collected and received and that all payments authorised by the Order are made;
- 20.2 correct books and accounts are kept showing the financial affairs of the Order including full details of all receipts and expenditure connected with the activities of the Order; and
- 20.3 attend to such other matters as the State Council shall from time to time appoint.

21. DELEGATION BY STATE COUNCIL TO COMMITTEE

- 21.1 The State Council may, by instrument in writing, delegate to one or more committees (consisting of such Member or Members as the State Council thinks fit) or to a Salaried Officer the exercise of such of the functions of the State Council as are specified in the instrument, other than: (Amended November 15th 1997)
- 21.1.1 this power of delegation; and
- 21.1.2 a function which is a duty imposed on the State Council by the Act or by any other law.
- 21.2 any function, the exercise of which has been delegated to a committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- 21.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 21.4 Notwithstanding any delegation under this rule, the State Council may continue to exercise any function delegated.
- 21.5 Any act or thing done or suffered by a committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the State Council.
- 21.6 The State Council may by instrument in writing, revoke wholly or in part any delegation under this rule.
- 21.7 A committee will meet in accordance with its commissioning brief.

22. VOTING AND DECISIONS

- 22.1 Questions arising at a meeting of the State Council or of any committee appointed by the State Council shall be determined by a majority of the votes of members of the State Council or committee present at the meeting.
- 22.2 Each Member present at a meeting of the State Council, or of any committee appointed by the State Council (including the person presiding at the meeting), is entitled to one vote but, in the event of an equality of votes on the question, the person presiding may exercise a second or casting vote.
- 22.3 A State Councillor is not entitled to vote at any meeting of the State Council unless that person is or is deemed to be financial.

22.4 Subject to the presence of a quorum, State Council may act notwithstanding any vacancy on the State Council.

22.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the State Council or by a committee appointed by the State Council, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any State Councillor or committee.

23. BY-LAWS

State Council shall have the power but not the obligation to make standing orders, regulations and by-laws not inconsistent with these rules for itself, for the Order, and its Branches.

24. STATE COUNCILLORS PRIVILEGES

Except as otherwise provided, a State Councillor shall have a right to speak and vote on any matter, at any Order meeting.

25. SALARIED OFFICERS

The State Council may appoint Members as salaried employees of the Order or its several activities. Such employees may be placed under the direct control of the State Chairman as the case may be, except where other specific provisions are made. A Member while so employed, shall not hold any office in the Order, or formally participate in the election of officers, except that he may, be appointed to State Council in accordance with rule 13.10.

PART IV

BRANCHES

26. BRANCH RECOGNITION AND ESTABLISHMENT

- 26.1 The State Council shall recognise all existing branches and their office bearers of the Order and State Council may establish new Branches in such manner as it shall from time to time determine.
- 26.2 The State Council may, after consultation with the Branch concerned, subdivide the Branch into two or more Branches and likewise may amalgamate two or more Branches into one Branch or at the discretion of State Council close a Branch.
- 26.3 The previous division of the Order which was known as Knights Elector may be established as Knights Consultor and the procedures for admission shall be as set out from time to time by State Council.

27. BRANCH MEETINGS

- 27.1 A Branch shall hold at least ten business meetings per year or such lesser number as agreed by State Council.
- 27.2 An annual Branch meeting shall be held during the Month of September and notice thereof shall be given to Members of the Branch in the August issue of *Knightlife*. The annual Branch meeting shall be for the following purposes namely:
- 27.2.1 to deal with the annual report and financial statement of the Branch Council;
- 27.2.2 to carry out the annual elections for the purpose of filling all vacancies on the Branch Council;
- 27.2.3 to consider motions for submission to the Annual General Meeting of the Order and appoint Branch Members to the Annual State Conference; and
- 27.2.4 to transact any other business within the competence of the meeting.
- 27.3 A special meeting of a Branch shall be summoned by the Branch Secretary whenever required by one-tenth of the Members who are Members of that Branch (but not less than five) and also whenever required by the Branch Chairman, or State Chairman. The notice shall state the special business of the meeting.

- 27.4 Subject to the power of the State Council to prescribe a higher or lower number the quorum shall be eight for the annual Branch meeting and five for any other business meeting of a Branch. If it shall be necessary to postpone an annual Branch meeting for lack of a quorum, same shall be postponed for a period of fourteen days to the same place and shall be held at the same time of day and the number attending thereat shall constitute a quorum.
- 27.5 Where a Branch meeting, other than the annual Branch meeting, fails to achieve a quorum on three successive occasions then the Branch Chairman, or, if the Branch Chairman is not present on the third occasion another Member designated by those present, shall as soon as is practicable notify State Council of the fact.
- 27.6 Where a majority of the Branch Members who attend meetings, are also members of the Branch Council, and it is impractical to hold both a Branch Meeting and Branch Council meeting, then such meetings may be combined.

28. BRANCH COUNCIL

- 28.1 The Branch Council shall consist of not more than twelve members and it shall meet ten times a year or on such lesser number of occasions as the State Council shall approve. A quorum shall be at least fifty per centum of the Members of the Branch Council.
- 28.2 Unless State Council deems otherwise no member shall be eligible for election to the Branch Council unless that Member has been a Member for at least twelve months prior to the date of his nomination for office or he has been a Member at least six months and has attended no fewer than four Branch meetings after his installation as a Member.
- 28.3 Elections to ordinary vacancies in the Branch Council shall take place at the annual Branch meeting. Casual vacancies in the Branch Council shall be filled by appointment by the Branch Council and such appointees shall hold office only until the next annual Branch meeting.
- 28.4 At the annual Branch meeting at least one half of the Branch Council shall retire all of whom shall, subject to these rules, be eligible for re-election. In the first year one half of the members of Branch Council shall retire and if it cannot be agreed who shall retire after one year then the retirees shall be determined by ballot of Branch Councillors.
- 28.5 No member shall hold the position of Branch Chairman for more than six consecutive years and such Branch Chairman shall be elected by the financial members or deemed financial members of the branch by ballot for a period of two years.
- 28.6 The Branch Council may declare vacant the seat of any Member of the Branch Council who has been absent without consent from three consecutive Branch

Council meetings.

28.7 Retiring members of the Branch Council shall hold office until their successors have been installed.

28.8 The Branch Secretary who shall be appointed from the Branch Council by the Branch chairman shall be the custodian of all Branch property.

29. BRANCH FINANCES

29.1 Every Branch shall by 31st August each year provide to State Council an annual statement of receipts and payments as at 30th June each year.

29.2 Subject to Rule 44.2 a Branch shall have the right to enjoy the benefits of all funds and property special to itself but only during such times as it shall continue to be a Branch within the Order.

30. TYPES OF MEMBERSHIP

The types of members of the Order are the following:

30.1 Ordinary Member

An Ordinary Member is a Member who normally resides in Australia and has paid his annual subscription for the current financial year.

30.2 Overseas Member

An Overseas Member is a Member who, residing overseas for a period of at least two years, has had payment of the basic annual subscription waived by State Council for the period of his absence overseas.

30.3 Concessional Member

A Concessional Member is a Member who upon application by his Branch Council to State Council, has been approved and issued with such membership for the current financial year. Concessional membership will be issued at a reduced annual fee. Criteria for this category of membership will include, but not be limited to:

Consideration of necessitous circumstances

New Members commencing their first year in the Order."

30.4 **Senior Member**

30.4.1 A Senior Member is a Member who is at least sixty five years of age.

30.4.2 A Senior Member may, if in receipt of a full Aged or Department of Veteran Affairs Pension, on application in writing to State Council, have his annual subscription reduced by half without curtailment of the privileges and rights of ordinary membership.

30.5 **Life Membership**

Life Membership may be granted to a member who has had 30 years continuous membership of the Order at date of submission and who has given exceptional and/or meritorious service. Any such member may be granted a Life Membership on recommendation from Branch Council and then endorsed by a simple majority of State Council as a recommendation for decision by simple majority at the Annual General Meeting of the Order.

30.6 **Honours**

The State Council may confer honours on Members according to procedures as prescribed by it from time to time.

30.7 All Members falling into categories of membership referred to in rules 30.2 to 30.5 shall be deemed to be financial Members of the Order for their period of membership of that category of membership.

31. **SUBSCRIPTIONS**

31.1 Subject to rule 30 the yearly subscription payable on the first day of July in each year by every member shall be the amount determined by State Council in its annual budget.

31.2 The State Council may require payment of an entry fee on admission of a person to membership.

31.3 If a Member fails to renew his subscription by 30th September, State Council may thereafter and for the period of the continuance of such non payment suspend the membership of such Member and such Member shall cease to be deemed a financial Member PROVIDED THAT ordinary standards of natural justice shall at all times be observed.

31.4 State Council may refuse to accept the subscription of any Member notwithstanding that the same be tendered on the due date and in accordance with rule 12.4.4.2 may terminate or suspend the membership of a Member PROVIDED THAT ordinary standards of natural justice shall at all times be observed.

32. TRANSFERS

- 32.1 A member may request of State Council to be transferred from one Branch to another through the Secretary of the Branch to which he is to be transferred.
- 32.2 Where the Order has established reciprocal arrangements with a kindred organisation a member of that organisation may be admitted as a member of the Order.

PART V

ANNUAL STATE CONFERENCE AND GENERAL MEETINGS

33. CONVENING THE ANNUAL STATE CONFERENCE

An Annual State Conference shall be convened by the State Council on such date and at such place and time as the State Council thinks fit and the Chairman of the Annual State Conference shall be the State Chairman or such State Councillor as agreed to by State Council in the event the State Chairman is not available.

33.1 The State Council shall, at least once in each calendar year and within the period of five months after the expiration of each financial year of the Order, convene an Annual State Conference.

33.2 Notice of the business proposed to be transacted at the State Conference shall be given to the Secretaries of the Branches twenty eight days before the Conference but the Conference may nevertheless deal with additional business which it decides to be urgent.

34. ATTENDANCE AT THE ANNUAL STATE CONFERENCE / ANNUAL GENERAL MEETING

All financial or deemed financial Members of the Order may attend the Annual State Conference and the Annual General Meeting and be entitled to vote.

35. BRANCH DELEGATES

This Clause was deleted on 15 November 1997.

36. BUSINESS OF ANNUAL STATE CONFERENCE

The business of the Annual State Conference shall be such as is determined by State Council and the Branches and will precede the Annual General Meeting of the Order.

37. ANNUAL GENERAL MEETING OF THE ORDER

37.1 The business of the Annual General Meeting of the Order shall be such as determined by State Council but will include:

37.1.1 receive the annual report of the State Chairman;

37.1.2 receiving the annual report of the State Council and accounts of the Order;

37.1.3 This clause was deleted on 4th November 2017

37.1.4 declaration of the ballot for the annual election of State Chairman;

37.1.5 declaration of the ballot for the annual election of State Councillors for the purpose of filling vacancies to State Council;

37.1.6 receiving recommendations from the Annual State Conference and making such decisions as are considered appropriate in respect of such recommendations; and

37.1.7 items of General Business as detailed in the Agenda for the Meeting and such other business which is permitted pursuant to these rules.

37.2 Notice of the Annual General Meeting of the Order shall be advised to all Branch Secretaries by email or post no later than 12 weeks prior to the meeting, and requesting that any items, including any requested amendments to the Constitution, be submitted to the State Secretary no later than eight (8) weeks prior to the Annual General Meeting. Branch Secretaries must then be provided with copies of all or any submissions from Branches no later than twenty eight (28) days before the Annual General Meeting so that timely consideration can be given to these matters for Branch Members who are voting at the meeting.

38. SPECIAL GENERAL MEETINGS

38.1 The State Council may, whenever it thinks fit, convene a Special General Meeting of the Order.

38.2 The State Council shall convene a Special General Meeting of the Order on the requisition in writing of Members being not less than five per cent of the total number of members of the Order.

38.3 A requisition of Members for a Special General Meeting:

38.3.1 shall state the purpose or purposes of the meeting;

38.3.2 shall be signed by the Members making the requisition;

38.3.3 shall be lodged with the Secretary; and

38.3.4 may consist of several documents in a similar form, each signed by one or more of the Members making the requisition.

38.4 If the State Council fails to convene a Special General Meeting to be held within two months after the date on which a requisition of Members for the meeting is lodged with the State Secretary, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than

three months after that date.

- 38.5 A Special General Meeting convened by a Member or Members as referred to in rule 38.4 shall be convened as nearly as is practicable in the same manner as Annual General Meetings are convened by the State Council and any Member who thereby incurs expense is entitled to be reimbursed by the Order for any expense so incurred.

39. NOTICE OF MEETING

- 39.1 Except where the nature of the business proposed to be dealt with either at an Annual General Meeting or a Special General Meeting requires a special resolution of the Order, the State Secretary shall, at least fourteen days before the date fixed for the holding of such meeting, cause to be sent by prepaid post to each Member at the Member's address appearing in the register of Members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 39.2 Where the nature of the business proposed to be dealt with at either an Annual General Meeting or a Special General Meeting requires a special resolution of the Order, the State Secretary shall, at least twenty-one days before the date fixed for the holding of the said meeting, cause notice to be sent to each Member in the manner provided in rule 39.1 specifying, in addition to the matter required under rule 39.1, the intention to propose the resolution as a special resolution.
- 39.3 No business other than that specified in the notice convening either an Annual General Meeting or a Special General Meeting shall be transacted at the meeting except in the case of an Annual General Meeting which may deal with any business permitted pursuant to these rules.
- 39.4 A Member or a Branch desiring to bring any business before either an Annual General Meeting or a Special General Meeting may give notice in writing of that business to the State Secretary who shall include that business in the next notice calling the said meeting given after receipt of the notice from the Member or Branch.

40. QUORUM

- 40.1 No item of business shall be transacted at an Annual State Conference, or Annual General Meeting or a Special General Meeting unless a quorum of Members entitled under these rules to vote is present during the time the said meeting is considering that item.
- 40.2 A quorum for the transaction of the business of an Annual State Conference or Annual General Meeting will be fifty percent of the total of Branch Members

and State Council attending the Annual State Conference and whose attendance has been notified to the State Secretary while a quorum for a Special General Meeting shall be thirty Members attending in person.

- 40.3 If within half an hour after the appointed time for the commencement of either an Annual State Conference, an Annual General Meeting or Special General Meeting a quorum is not present, the meeting if convened upon the requisition of Members shall be dissolved and in any other case shall stand adjourned to the same day in the following month at the time and (unless another place is specified at the time of the adjournment by the person and communicated by written notice to Members given before the day to which the Annual State Conference is adjourned) at the same place.
- 40.4 If at the adjournment of an Annual State Conference or Annual General Meeting a quorum is not present within half an hour after the time appointed to the commencement of the Annual State conference or Annual General Meeting, the Branch Members and State Councillors present (being not less than ten in number) shall constitute a quorum.

41. ADJOURNMENT

- 41.1 The Chairman of either an Annual State Conference, Annual General Meeting or Special General Meeting at which a quorum is present may, with the consent of the majority of Members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 41.2 Where either an Annual State Conference or an Annual General Meeting is adjourned for fourteen days or more, the State Secretary shall give written notice of the adjourned meeting to each State Councillor stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 41.3 Except as provided in rule 41.1 and 41.2, notice of adjournment of an Annual State Conference, an Annual General Meeting or Special General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

42. DECISIONS OF THE MEETING

The following rules will apply mutatis mutandis to meetings of Branches, the Branch Council, State Council, State Conference, the Annual General Meeting or Special General Meeting (which are for the purpose of this rule referred to as "the Meeting").

- 42.1 A question arising at the Meeting shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman of the Meeting that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect is made in the minutes of the Meeting is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 42.2 At the Meeting, a poll may be demanded by the Chairman or by not less than three persons present and entitled to vote.
- 42.3 Where a poll is demanded at the Meeting, the poll shall be taken:
- 43.3.1 immediately in the case of a poll which relates to the election of the chairman of the Meeting or to the question of an adjournment, or
- 43.3.2 in any other case, in such manner and at such time before the close of the Meeting as the Chairman of the Meeting directs and the resolution of the poll on the matter shall be deemed to be the resolution of the Meeting on that matter.
- 42.4 Upon any question arising at the Meeting a person entitled to vote shall have one vote only.
- 42.5 In the case of an equality of votes on a question at the meeting, the Chairman of the Meeting is entitled to exercise a second or casting vote.
- 42.6 Notwithstanding anything herein appearing any decision of the Meeting which relates to the appointment of office bearers to the State Council shall be effective when passed however the appointee shall not take office until December 1st in the year of such appointment and the outgoing office bearer shall remain in the office until that time unless such office bearer has retired or been otherwise removed.
- 42.7 A motion (notice of which appeared on the notice calling the meeting) adopted at (the Annual General Meeting, the Annual State Conference or Special General Meeting) shall be binding on the Order and State Council is responsible for discharging its terms.
- 42.8 A motion (notice of which did not appear on the notice calling the meeting) shall have the status of a recommendation to State Council.

PART VI

MISCELLANEOUS

43. INSURANCE

The Secretary shall effect and maintain insurance as is determined from time to time by State Council.

44. FUNDS-SOURCE

44.1 The funds of State Council shall be derived from the entrance fees, annual subscriptions of Members, donations and such other sources as State Council determines.

44.2 All monies held or received by any Branch, on behalf of the State Council and owed to it shall be deposited as soon as practicable and without deduction to the credit of State Council's bank account.

44.3 State Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

45. FUNDS MANAGEMENT

45.1 The funds of the Order shall be used pursuant to the objects of the Order in such manner as State Council determines.

45.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two Members of State Council or employees of the State Council, being Members or employees authorised to do so by State Council.

46. COMMON SEAL

46.1 The common seal of the Order shall be kept in the custody of the Public Officer.

46.2 The common seal shall not be affixed to any instrument except by the authority of State Council and the affixing of the common seal shall be attested by the signatures of two Councillors.

47. CUSTODY OF BOOKS ETC

Except as otherwise provided by these rules, the Secretary shall keep in custody or under control all records, books and other documents relating to the State Council of the Order in South Australia.

48. SERVICE OF NOTICES

- 48.1 For the purpose of these rules, a notice may be served by or on behalf of the Order upon any Member either personally or by sending it by post to the Member at the Member's address shown in the register of Members.
- 48.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

49. WINDING UP

- 49.1 The Order shall only be wound up by a resolution of a Special General Meeting convened solely for the purpose of considering a resolution that the Order be wound up. The resolution shall be passed by no less than a three-fourths majority of members with voting rights present and voting on the resolution. Notwithstanding Clause 40.2 a quorum for this Special General Meeting will be ten percent of the financial membership.
- 49.2 Upon any winding up or dissolution of the Order and in the event that there remains after satisfaction of all its debts and liabilities any property whatsoever, such property shall be transferred to such institution having objects substantially similar to the objects of the Order being an institution which itself prohibits the distribution of its income and property amongst its Members to the extent at least equal to that imposed under these rules such institution or institutions to be determined by the officer-bearers of the Order at or before the time of dissolution and in default thereof by such Judge of the Supreme Court of South Australia as may have or acquire jurisdiction in the matter. PROVIDED THAT in the first instance upon any winding up any such property shall pass to an incorporated body which most widely represents in South Australia or Australia the organisation known as the Knights of the Southern Cross in Australia. PROVIDED FURTHER THAT any such body to which the property is to be distributed is recognised by the Australian Taxation Office as a Public Benevolent Institution pursuant to Section 78 of the Income Tax Assessment Act or any legislation which, in the opinion of the State Council shall obtain equivalent recognition.

50. ACCOUNTS

The accounts of the Order are to be maintained by the State Treasurer pursuant to rule 20. The financial year shall commence on the first of July and end on the 30th June each year.

51. ECCLESIASTICAL VISITORS

Members of the hierarchy and clergy of the Catholic Church may be admitted to Order meetings.

52. SPIRITUAL DIRECTOR

The Catholic Archbishop of Adelaide or the Bishop of a Diocese shall be asked by State Council to act as a spiritual director of the Order within his Archdiocese or Diocese.

53. CHAPLAINS

The Catholic Archbishop of Adelaide or Bishop of a Diocese as appropriate may appoint a chaplain or clerical representative to any Branch in his Diocese.

54. AMENDMENT TO CONSTITUTION

This constitution may be added to, altered or repealed at any properly called Annual General Meeting or Special General Meeting of the Order, provided that any proposed addition, alteration or repeal shall be included in the notice of the meeting and the resolution is carried by a majority of at least two-thirds of those present and entitled to vote.