

**CONSTITUTION
OF
THE ROMAN CATHOLIC BISHOP OF GERALDTON - CENTACARE FAMILY SERVICES**

MISSION STATEMENT

Centacare Family Services offers family relationships and community services to individuals, couples and families.

As a Catholic organisation we provide professional assistance in a manner which promotes human dignity and enhances growth and well-being.

1. NAME

The legal name of the Organisation is “The Roman Catholic Bishop of Geraldton Centacare Family Services”, trading as “Centacare Family Services”. The ABN is 45 343 752 115.

2. DEFINITIONS

In this Constitution, unless the context otherwise requires,

“ORGANISATION” means the Centacare Family Services established by this Constitution.

“BISHOP” means the Roman Catholic Bishop of Geraldton.

“BOARD” means the Board of Management of the Organisation as established by this Constitution.

“CHAIRPERSON” means the person holding the position of Chairperson of the Board or, where the Chairperson is unable to act, the Deputy Chairperson of the said Board.

“DIRECTOR” means the senior officer in charge of the day-to-day administration of the organisation.

3. PURPOSE

3.1 Aware of the fundamental dignity of the human person, Centacare acts as an official arm of the Catholic Church in the Diocese of Geraldton by providing professional, pastoral and community care to families and individuals.

4. AIMS

- 4.1 To promote Centacare as a relevant Christian organisation within the community.
- 4.2 To ensure that services are available for all persons irrespective of race, creed and religion.
- 4.3 To promote and support the best environment for a person's advancement and to ensure that services are available to achieve such an outcome.
- 4.4 To contribute such knowledge and skills to community life education programmes and participate with community groups and with organisations which seek positive approaches to human development and conflict.
- 4.5 To assist individuals and families who, for whatever reason, are in need of social, emotional or material support.
- 4.6 To work towards the establishment of services within the Diocese.

5 OBJECTIVES

The objectives of Centacare are dependent upon staffing, a firm financial base and the perceived needs of the community. The objectives include:

- 5.1 To provide family relationship services, counselling, mediation, education, training, planning and community support services to families, couples and individuals. These services include:
- 5.2 To provide pre-marriage and marriage education.
- 5.3 To provide personal and family counselling and personal development programmes.
- 5.4 To provide community education programmes.
- 5.5 To provide professional development training.
- 5.6 To employ appropriately qualified personnel to provide professional counselling, education, training, planning and support to families and individuals.
- 5.7 To recruit volunteers with appropriate skills to assist in the achievement of the aims.
- 5.8 To conduct research and evaluation into any of the above objectives.
- 5.9 To do such things as are incidental or conducive to the fulfillment of the above objectives.

In order to achieve the forgoing objectives, secure grants from government organisations and other benevolent societies and establish new financial bases.

6 THE BOARD OF MANAGEMENT

6.1 Management

The organisation is managed by a Board of Management appointed by the Bishop in the manner described in this Constitution.

6.2 Accountability

The Board is accountable to the Bishop.

6.3 Membership

The Board consists of not fewer than six (6) members, one being the Bishop or his representative. All members are appointed by the Bishop. The Director is an ex-officio member.

6.4 Criteria for Appointment

Persons who in the opinion of the Bishop have suitable qualifications or experience or are representative of community interests; who are considered suitable to participate in the mission of the Diocese and who are supportive of the role, aim and functions of the organisation.

6.5 Period of Appointment

Board Members are appointed for a period of two years and are eligible for reappointment. The appointment will be in writing from the Bishop.

6.6 Casual Vacancies

When the position of an appointed member becomes vacant during his/her term of office the Bishop appoints a replacement for the remaining period of the vacancy.

6.7 Termination of Appointment

The office of a member of the Board becomes vacant if the member:

- (i) is absent without consent of the Board from four consecutive meetings of the Board.
- (ii) resigns by notice in writing to the Bishop.
- (iii) is removed by notice in writing by the Bishop to the Board.
- (iv) is on the recommendation of the Board declared, by resolution of the Board passed by the majority of Board Members present and voting, to be no longer a member and such recommendation is confirmed in writing by the Bishop.

6.8 Appointment of the Chairperson and Deputy

- (i) In consultation with Board Members, the Bishop appoints, in writing, the Chairperson of the Board.
- (ii) The Board appoints one of their number to be Deputy Chairperson.

6.9 Powers

The Board has the power to do all such things as are necessary, incidental or conducive to the attainment of the Organisation/s aims and objectives as expressed in this Constitution.

6.10 Functions of the Board

- (i) The Board is responsible to the Bishop for the management of the Organisation and as such is accountable for all assets held by the Organisation, all income, gifts, or capital received from whatever source and for all expenditure.
- (ii) The Board is responsible for the maintenance of a high standard of service delivery by the Organisation.
- (iii) The Board does not have the authority, without the prior written approval of the Bishop, to undertake any work or service requiring financial commitment to expenditure beyond the means of its approved budget.
- (iv) In collaboration with the Board, the Director prepares the Organisation's annual budget on the lines prescribed by the Bishop, or his designate, and submits it to him, or his designate, on a date specified by him or his designate.
- (v) In consultation with the Board, the Director plans for current and future operations of the Organisation and discusses same with the Bishop or his designate as required.
- (vi) The Board is responsible for the administrative and clinical standards of the organisation.
- (vii) The Board authorizes the Director to sign applications for funding, when appropriate, on behalf of Centacare after approval by the Board.
- (viii) The Board authorizes the Director to sign legal documents when appropriate, on behalf of the organisation with approval verbal or otherwise, from the Chairperson or in his/her absence, another representative of the Board.

6.11 Accounting Procedures

- (i) Books of accounts, with supporting documents, are kept by the Organisation under the responsibility of the Board. A financial statement is presented to the Board each month. Organisation accounts are maintained to a professional standard and are subject to an annual independent audit.
- (ii) The Board establishes and maintains such bank accounts as it sees fit for all income and expenditure concerned with the Organisation.
- (iii) All receipts are banked, and all payments made by cheque or Electronic Funds Transfer (EFT), other than those properly forming part of petty cash.
- (iv) Subject to paragraph 6.12(v) below, the authority for each cheque or transfer is signed by two signatories and the Board appoints such persons as it sees fit as signatories.
- (v) One signature only will be sufficient authority to operate the:
Carnarvon and Exmouth Offices' bank accounts in the name of The Roman Catholic Bishop of Geraldton Centacare Family Services.
- (vi) Financial returns or reports, as required by the funding bodies, are submitted by the due dates.

6.12 Employment of Staff

In consultation with the Board, the Director:

- (i) on behalf of the Bishop engages the Organisation's staff or terminates their services. Such staff are employed under a written agreement, in accordance with the terms of a relevant award if any exists.
- (ii) makes provision for the payment of the salaries of the staff according to the relevant award or terms of the written agreement.

6.13 Annual Reports

In collaboration with the Board, the Director oversees the preparation of an annual report on the operations of the Organisation during the past year, including audited financial statements, for submission to the Bishop. Reports are also prepared for funding bodies as specified in funding arrangements.

6.14 Meetings and Proceeding of the Board

- (i) Board Members may elect their own Secretary and Treasurer as deemed necessary.
- (ii) The Board meets together for the dispatch of the business and adjourns and otherwise regulates its meetings as the Board thinks fit, provided that the Board meets at least nine times in each calendar year.
- (iii) The Chairperson or any three members can, through the Secretary, convene a meeting of the Board.
- (iv) 50% of the number of members of the Board constitutes a quorum.
- (v) All members have equal voting rights, except in the case of a voting deadlock, when the Chairperson has a casting vote.
- (vi) Resolutions before the Board are passed on a simple majority.
- (vii) Minutes of all meetings of the Board are taken and stored electronically on V Drive Board (authorised access). Copies of minutes are made available to all Board Members.
- (viii) All written communications from the Board are made with the knowledge and approval of the Chairperson and are effected through the Chairperson or her/his designate.

6.15 Committees of the Board

The Board may at any time appoint a Committee or Committees from amongst its members or persons co-opted by the Board and shall prescribe the constitution, functions and accountability of each such committee.

7 ADMINISTRATION

7.1 Responsibilities of the Director

- (i) The Director is responsible for the day-to-day management of Centacare: personnel, programmes, projects, finances and planning.
- (ii) The Director is responsible to the Board, reporting each month on all aspects of Centacare services.

7.2 Appointment of the Director

The Board appoints the Director with the approval of the Bishop.

8 INCORPORATION

8.1 Incorporation Status

Centacare Family Services, a Diocesan Charitable Organisation, is directly responsible to the Bishop of Geraldton and receives its incorporation under the provisions of the Roman Catholic Geraldton Church Property Act, a Corporation Sole.

8.2 Common Seal

- (i) Because of the Incorporation status as referred to in Clause 8.1, Centacare has a common seal for the purpose of some legal documents.
- (ii) The Common Seal will not be used without the express permission of the Board of Management. Every use of the Common Seal is recorded in the register of Minutes of Meetings and Notices.
- (iii) The affixing of the Common Seal is witnessed by two (2) Board Members including at least one (1) of the Chairperson, Secretary or Treasurer.

9 GENERAL

9.1 Amendments to this Constitution

With the concurrence of the Bishop, this Constitution may be amended by the Board.

9.2 Dissolution Clause

If upon winding up or dissolution of the Organisation, there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some organisation or organisations which have been accepted as being public benevolent institutions for the purposes of section 78(A) (ii) of the Income Tax Assessment Act (1936) as amended, and having objectives similar to those of the Organisation to be determined by the Bishop of Geraldton.

In event of dissolution of the Organisation, the Australian Taxation Office is to be informed of the date thereof.