

**CANON LAW SOCIETY  
OF  
AUSTRALIA AND NEW ZEALAND**



**CONSTITUTION**

# CANON LAW SOCIETY OF AUSTRALIA AND NEW ZEALAND

**ACN 006 511 753**

The Certificate of Incorporation of a public company  
was given under the seal of  
the National Companies and Securities Commission  
at Melbourne on  
the 9<sup>th</sup> day of January 1986

The Certificate of Incorporation certified that the  
CANON LAW SOCIETY OF AUSTRALIA AND NEW ZEALAND  
is, on and from the 8<sup>th</sup> January 1986,  
incorporated as a public company,  
being a company limited by guarantee

The Registered Office of the Society is:

CANON LAW SOCIETY OF AUSTRALIA AND NEW ZEALAND  
1 Orion Street  
LISMORE NSW 2480  
AUSTRALIA

[www.clsanz.catholic.org.au](http://www.clsanz.catholic.org.au)

## CONSTITUTION

## 1 DEFINITIONS

1.1 In this Constitution the following definitions apply unless the context otherwise requires:

“**Annual Membership Fee**” means the annual fee payable by the Members;

“**Canon law**” means the legislation of the Church promulgated by competent authorities;

“**Church**” means the Roman Catholic Church;

“**Company**” means the company known as Canon Law Society of Australia and New Zealand;

“**Constitution**” means the Constitution for the time being of the Society;

“**Corporations Act**” means the Corporations Act 2001 and any statutory modification or enactment thereof;

“**Executive Committee**” means the members of the Executive Committee who constitute the Directors from time to time of the Company;

“**Member**” means a person admitted to membership of the Society in accordance with the Constitution;

“**President**” means the President of the Society who is the chairperson of the Executive Committee;

“**Society**” means the company limited by guarantee known as Canon Law Society of Australia and New Zealand.

Words or expressions defined in the Corporations Act have those meanings and singular words include the plural.

## 2 NATURE OF THE COMPANY AND LIABILITY

- 2.1 The Company is a public company limited by guarantee.
- 2.2 The liability of each Member of the Society is limited. Each Member guarantees to contribute up to a maximum of one hundred Australian dollars (AU\$100.00) to the assets of the Company if it is wound up while he or she is a Member or within one (1) year afterwards, and at the time of winding up the debts and liabilities of the Company exceed its assets. The liability of each Member is limited to making such contribution and no more.

### **3 OBJECTS OF THE SOCIETY**

- 3.1 The objects for which the Society is established are:
  - (a) to promote the role of canon law as an essential instrument of the pastoral mission of the Church;
  - (b) to encourage the study of canon law as part of the continuing renewal of the Church;
  - (c) to facilitate occasions for Members of the Society to strengthen the bonds of professional fellowship and to engage in professional development;
  - (d) to present Members of the Society with the opportunity to participate in research in various aspects of canon law;
  - (e) to ensure communication among Members of the Society with regard to any aspects of canon law and in particular decisions or practices affecting the life and mission of the People of God;
  - (f) to provide opportunities for Members of the Society to engage in the on-going study of canon law;
  - (g) to provide a resource to and referral point for the Australian Catholic Bishops Conference and the Catholic Bishops Conference Aotearoa-New Zealand in matters relating to canon law;
  - (h) to provide a resource to and referral point for individual members and organisations of the Church in matters relating to canon law;
  - (i) to liaise and collaborate with other Canon Law Societies in the service of the Church;

- (j) to do all such other things as are incidental or conducive to the attainment of the objects of the Society.

#### **4 LEGAL CAPACITY AND POWERS OF THE SOCIETY**

- 4.1 The Company has all the powers of a natural person and of a body corporate, including those set out in the Corporations Act.

#### **5 MEMBERSHIP OF THE SOCIETY**

- 5.1 Membership of the Society is open to any person who has a doctorate or licentiate in canon law or is otherwise experienced in canon law or who is involved in some way with canon law by virtue of a ministry or activity in the Church or who is interested in canon law and/or wishes to further the objects of the Society.
- 5.2 The Executive Committee shall prescribe an application form to be used by those persons wishing to become Members to apply for membership of the Society provided that any application must be endorsed by a Member of the Society.
- 5.3. At the next meeting of the Executive Committee after the receipt of any application for membership, such application shall be considered by the Executive Committee which shall thereupon determine the acceptance or rejection of the application. The Executive Committee does not have to give reasons for accepting or rejecting an application for membership of the Society.
- 5.4
  - (1) When an application for membership has been accepted the Executive Committee shall forthwith send to the applicant written notice of such acceptance and a request for payment of the first annual membership fee.
  - (2) Upon receipt of the payment of the first annual membership fee the applicant shall be entered in the Register of Members as a Member of the Society. If such payment is not received within three (3) months of the notification having been sent, the Executive Committee may in its discretion cancel the acceptance of the application for membership.

- 5.5 (1) Each Member has the rights: to receive notice of, and attend, any General Meeting of the Society; to speak and to vote at any General Meeting of the Society; and to receive the publications of the Society.
- (2) A Member's rights cannot be transferred in any manner whatsoever to another person.
- 5.6 All of the income and assets of the Society must be applied solely towards the promotion of the objects of the Society and no portion of the income or assets shall be paid or transferred directly or indirectly to any Member, except as *bona fide* compensation for services rendered or expenses incurred on behalf of the Society.
- 5.7 Any Member may at any time resign as a Member by giving notice in writing to the Secretary and any Member whose annual membership fee is two (2) years in arrears automatically ceases to be a Member.

## **6 ANNUAL MEMBERSHIP FEE**

- 6.1 The annual membership fee payable by the Members of the Society shall be determined from time to time by the Society at the Annual General Meeting.
- 6.2. The annual membership fee shall become due and payable on the first day of July in every year.

## **7 GENERAL MEETINGS OF THE SOCIETY**

- 7.1 The Annual General Meeting of the Society shall be held in accordance with the provisions of the Corporations Act. All general meetings other than Annual General Meetings shall be called general meetings.
- 7.2 A general meeting shall be convened on such requisition or otherwise as provided for in the Corporations Act.
- 7.3. Subject to the provisions of the Corporations Act relating to special resolutions and agreements for shorter notice, twenty one (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served and exclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in case of

special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Society.

- 7.4 At the Annual General Meeting the Executive Committee shall present to the Members a report on the activities of the Society for the preceding twelve months including a report on the financial status of the Society. Unless required in accord with the Corporations Act, the Executive Committee is not obliged to prepare a financial report or a directors' report or to have the financial report audited.

## **8 PROCEEDINGS AT GENERAL MEETINGS**

- 8.1 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as herein otherwise provided twenty (20) Members present shall be a quorum. For the purposes of this Rule "Members" includes a person attending as a proxy.
- 8.2 If within half an hour from the time appointed for the meeting a quorum is not present the meeting if convened upon the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the President may determine and if at the adjourned meeting a quorum is not present within half an hour from the appointed time for the meeting the Members present, being not less than three (3), shall be a quorum.
- 8.3 The President shall preside at every general meeting of the Society or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting then the Members present shall elect one of their number to chair the meeting.
- 8.4 The chairperson may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more notice of the adjourned meeting shall be given as in the case of an original meeting.

Save as aforesaid it shall not be necessary to give notice of an adjournment or the business to be transacted at an adjourned meeting.

8.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –

(a) by the chairperson; or

(b) by at least three (3) Members present in person or by proxy.

Unless a poll is so demanded a declaration by the chairperson that a resolution has on a show of hands been carried unanimously or carried by a particular majority or lost and an entry to that effect in the book containing the minutes of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

8.6 If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Member to chair the meeting or on a question of adjournment shall be taken forthwith.

8.7 In the case of an equality of votes whether on a show of hands or on a poll the chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.

8.8 Subject to this Constitution, a Member may vote in person or by proxy and on a show of hands every person present who is a Member or a representative of a Member shall have one vote and on a poll every Member present in person or by proxy shall have one vote.

8.9 No person shall be appointed a proxy who is not a Member of the Society and qualified to vote.

8.10 No Member shall be entitled to vote at any general meeting if his or her annual membership fee is more than four (4) months in arrears at the date of the meeting.



- 8.11 The instrument appointing a proxy shall be in writing under the hand of the appointor. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A Member shall be entitled to instruct his or her proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he or she thinks fit.
- 8.12 The instrument appointing a proxy may be in a common or usual form.
- 8.13 The instrument appointing a proxy shall be deposited at the registered office of the Society or at such other place as is specified for that purpose in the notice convening the meeting not less than twenty four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default of the above the instrument of proxy shall not be treated as valid.
- 8.14 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the appointer or revocation of the instrument if no intimation in writing of such death unsoundness of mind or revocation has been received by the Society at its registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

## **9 THE EXECUTIVE COMMITTEE**

- 9.1 The management of the Society shall be vested in the Executive Committee which shall consist of five (5) Members of the Society who, subject to this Constitution, shall be elected at the Annual General Meeting.
- 9.2 The Executive Committee shall be elected in accordance with the following regulations:
- (a) The five (5) elections shall take place by ballot and the Member receiving the required majority of votes in accordance with the by-laws shall be deemed to be elected;
  - (b) Only those Members of the Society present in person at the Annual General Meeting and eligible to vote may vote in the elections;

- (c) At least one (1) of the members of the Executive Committee shall be resident in New Zealand;
  - (d) The first member of the Executive Committee elected shall be the President;
  - (e) Only those Members who possess a doctorate or licentiate in canon law are eligible for election as the President of the Society;
  - (f) The other four (4) members of the Executive Committee shall be elected individually by successive ballots.
- 9.3 The members of the Executive Committee shall hold office from the day on which they are elected at the Annual General Meeting until the day on which the elections are held at the third Annual General Meeting next following.
- 9.4 (1) Subject to the Corporations Act, members of the Executive Committee shall be eligible for re-election provided that a member of the Executive Committee shall not be eligible for immediate re-election after serving two consecutive terms of office.
- (2) Notwithstanding the provisions of Rule 9.4 (1), a member of the Executive Committee, other than the person holding the office of President, may be elected as President and serve a third consecutive term of office.
- 9.5 (1) Whenever a casual vacancy occurs in the office of President, the Executive Committee shall appoint one of its number to fill the vacancy.
- (2) If the vacancy occurs within one (1) year of the President taking up office, the Members shall at the next following Annual General Meeting elect a Member to fill the unexpired part of the term of office.
- 9.6 (1) Whenever a casual vacancy occurs on the Executive Committee, the Executive Committee shall appoint a Member of the Society to fill the vacancy.
- (2) If the vacancy occurs within one (1) year of the member of the Executive Committee taking up office, the Members shall at the next

following Annual General Meeting elect a Member to fill the unexpired part of the term of office.

- 9.7 In addition to the circumstances in which the office of a member of the Executive Committee becomes vacant by virtue of the Corporations Act the office of a member of the Executive Committee becomes vacant if that person:
- (a) is absent without the consent of the Executive Committee from three successive meetings of the Executive Committee;
  - (b) resigns by notice in writing to the Executive Committee;
  - (c) becomes of unsound mind or bankrupt;
  - (d) is directly or indirectly interested in any contract or proposed contract with the Society and fails to declare the interest as required by the Corporations Act.
- 9.8 The Society from time to time by special resolution passed at the Annual General Meeting may increase the number of members of the Executive Committee but not beyond eight (8) persons.

## **10 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE**

- 10.1 Subject to the Corporations Act and this Constitution, the Executive Committee shall oversee the management of the Society and exercise all powers of the Society not required by the Corporations Act or by this Constitution to be exercised by the Members of the Society.
- 10.2 The Executive Committee may determine how cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments or other documents must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by or on behalf of the Company.

## **11 PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 11.1 (1) The Executive Committee may meet together for the despatch of business and adjourn and otherwise regulate its meetings as the Executive Committee thinks fit.
- (2) The President may at any time convene a meeting of the Executive Committee provided that at least five (5) days notice is given.
- 11.2 At a meeting of the Executive Committee three (3) members of the Executive Committee shall constitute a quorum. No business shall be transacted at any such meeting unless a quorum is present at the time the meeting proceeds to business.
- 11.3 The President shall preside at every meeting of the Executive Committee or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting, then the members of the Executive Committee present shall elect one of their number to chair the meeting.
- 11.4 An Executive Committee meeting may be held with one or more of the members of the Executive Committee taking part by telephone, audiovisual link up or other instantaneous communication medium, if the meeting is conducted so that the members of the Executive Committee are able to hear the proceedings of the entire meeting and to be heard by all others attending the meeting. Such a meeting shall be deemed to be held at such place as is agreed upon by the Executive Committee being a place at which at least one (1) member of the Executive Committee was present for the duration of that meeting.
- 11.5 If all the members of the Executive Committee have signed a document containing a statement that they are in favour of a resolution of the Executive Committee in terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Executive Committee held on the day on which the document was signed and at the time at which the document was last signed by a member of the Executive Committee or if the members of the Executive Committee signed the document on different days on the day on which and at the time at which the document was last signed by a member of the Executive Committee.

- 11.6 Subject to this Constitution, questions arising at a meeting of the Executive Committee shall be decided by a majority of votes of the members of the Executive Committee present and voting and any such decision shall for all purposes be deemed a decision of the Executive Committee. In the case of an equality of votes the chairperson of the meeting shall not have a second or casting vote.
- 11.7 The Executive Committee may delegate any of its powers to a Committee consisting of such of its number as the Executive Committee thinks fit and may prescribe the functions and procedure of such Committee.
- 11.8 Subject to this Constitution the procedure to be followed at a meeting of the Executive Committee shall be as the Executive Committee shall decide.

## **12 ESTABLISHMENT OF COMMITTEES**

- 12.1 The Executive Committee may at any time appoint a Committee or Committees from amongst the Members of the Society and may prescribe the functions of any Committee and the constitution of each such Committee shall be as approved by the Executive Committee.

## **13 BY-LAWS**

- 13.1 The Executive Committee shall have power to make, vary and repeal by-laws from time to time for the proper conduct and management of the Society.

## **14 ACCOUNTS AND RECORDS**

- 14.1 The Executive Committee shall ensure that there are kept proper accounts and records of the transactions and affairs of the Society and such other records as sufficiently explain its financial operations and financial position.

## **15 SECRETARY**

15.1 The Executive Committee must appoint a Secretary of the Company.

## **16 NOTICE TO THE MEMBERS AND THE EXECUTIVE COMMITTEE**

16.1 Without prejudice to any other method of giving notice it shall be sufficient compliance with any provision of this Constitution requiring notice to be given to the Members and the Executive Committee if with the observance of the required time notice is given:

- (a) in a document delivered in person or transmitted by any other means of communication; or
- (b) a pre-paid letter or other document addressed and posted to the Member or the Executive Committee member at his or her last known address, two (2) days prior to the date by which notice must be given.

16.2 Any such notice may be given in any manner of representing or reproducing words in visible and legible form and may give notice of either one or more than one matter or event.

## **17 WINDING UP OF THE COMPANY**

17.1 If upon the winding up or dissolution (other than for the purposes of reconstruction or amalgamation) of the Company there remains after the satisfaction of all its debts and liabilities any property, it shall be paid or transferred to a Catholic institution or institutions having similar objects to the Society and whose Constitution shall prohibit the distribution of its or their income and assets to any of its or their members to an extent at least as great as is imposed on the Society by virtue of this Constitution, such institution or institutions to be determined by the Members at or before the time of the dissolution of the Society.

## **18 INDEMNITY AND INSURANCE**

18.1 Rules 18.2 and 18.3 apply to each person who is or has been a member of the Executive Committee or an officer of the Company.

18.2 The Company may indemnify, to the extent permitted by law, each person to whom this Rule 18.2 applies for all losses or liabilities incurred by the person as an officer of the Company but not limited to, a liability for negligence or for legal costs on a full indemnity basis.

18.3 The indemnity in Rule 18.2:

- (a) is a continuing obligation and is enforceable by a person to whom Rule 18.2 applies even though that person may have ceased to be an officer of the Company;
- (b) applies to losses and liabilities incurred both before and after the date of adoption of that Rule; and
- (c) operates only to the extent that the loss or liability is not paid by insurance.

18.4 The Company may, to the extent permitted by law:

- (a) purchase and maintain insurance; and
- (b) pay or agree to pay a premium for insurance

for any person to whom this Rule 18.4 applies against any liability incurred by the person as an officer of the Company including, but not limited to, a liability for negligence or for legal costs.

18.5 Nothing in Rule 18.2 or 18.4:

- (a) affects any other right or remedy that a person to whom those Rules apply may have in respect of any loss or liability referred to in those Rules; or
- (b) limits the capacity of the Company to indemnify or provide insurance for any person to whom those Rules do not apply.

## **19 MODIFICATION OF CONSTITUTION**

19.1 The Company may modify this Constitution, or a provision of this Constitution, by special resolution.

This Constitution was adopted by special resolution at the  
Annual General Meeting held on 14 September 2011