



AUSTRALIAN ECUMENICAL COUNCIL FOR SPIRITUAL DIRECTION INCORPORATED

ASSOCIATIONS

INCORPORATIONS ACT 1985

(Revised June 2018)

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**CONSTITUTION OF
AUSTRALIAN ECUMENICAL COUNCIL FOR SPIRITUAL DIRECTION INCORPORATED**

1. Name of Association

The Association is called Australian Ecumenical Council for Spiritual Direction Incorporated and hereinafter is called the Council ("the Council").

2. Purposes of Council

The purposes of the Council are to:

- 2.1 Foster the ministry of spiritual direction¹ in Australia by:
 - 2.1.1 Setting standards for formation programs;
 - 2.1.2 Promoting ethical guidelines;
 - 2.1.3 Affiliating associations and networks of spiritual directors;
 - 2.1.4 Recognising formation programs for spiritual directors that meet the Council's standards;
 - 2.1.5 Providing opportunities for conversation among other groups within the community of spiritual directors;
 - 2.1.6 Encouraging the ongoing personal, spiritual, and professional development of spiritual directors;
- 2.2 Support and foster the prophetic dimension inherent in the ministry of spiritual direction that calls attention to the presence of God in all of life.
- 2.3 To do other things incidental to the above purposes as necessary.

3. Philosophy of Council

The Council may have regard to but is not bound by the following considerations in the administration of the purposes and the powers of the Council:

- 3.1 That spiritual direction seeks to listen to the life-giving presence of God;
- 3.2 That the spiritual journey is unique to each person and that God fashions and transforms according to the secret call within us;
- 3.3 That the ministry of spiritual direction is a sacred trust, calling for the highest standards of formation, practice, and accountability;
- 3.4 That spiritual direction is a ministry in which one person, the spiritual director, helps another, the directee, become more aware of God's self-communication in his or her life, respond to that self-communication, and lives out the gifts of that relationship;
- 3.5 That spiritual direction is a ministry in the Church concerned with facilitating a person's growth in intimacy with God, which leads, as a consequence, to right relationship with all creation;

¹ Spiritual direction is a ministry, in which one person, the spiritual director, helps another person, become more aware of God's self-communication, and live out the gifts of that relationship. Spiritual direction is concerned with facilitating a person's growth and intimacy with God, which leads as a consequence to a proper relationship with all creation.

- 3.6 That the ministry has a long and revered history in the Christian tradition and has been practised by lay people, vowed religious and ordained ministers.

4. Powers of Council

The powers of the Council in accordance with its purposes and philosophy are:-

- 4.1 to seek or receive membership fees, donations, gifts and property of any kind;
- 4.2 to publish periodicals, reports or other documents;
- 4.3 to provide education and disseminate literature relating to the Council or its purposes;
- 4.4 to assist in setting up any body having similar or related purposes;
- 4.5 to join or co-operate with any other body in order to further any purpose of the Council;
- 4.6 to contribute to any body, or support any body, with purposes of a social, educational, benevolent, patriotic or charitable nature;
- 4.7 to set up endowments, scholarships, bursaries and educational grants;
- 4.8 to arrange and provide recreation and other activities for members;
- 4.9 to deal with property of all kinds and in any manner;
- 4.10 to enter into any arrangement;
- 4.11 to invest any property of the Council in any manner;
- 4.12 to borrow money on any terms, operate bank accounts and give any security;
- 4.13 to carry on any business or legal proceedings;
- 4.14 to pay any expense;
- 4.15 to engage and dismiss workers;
- 4.16 to administer any property held on trust;
- 4.17 to do all such other acts and things to further the purposes of the Council as the Council or the Committee thinks fit;
- 4.18 to do anything else that the Council or Committee decides.
- 4.19 The Association shall have all the powers conferred by section 25 of the Act"

5. Property of Council

All income and property of the Council may only be applied for the purposes of the Council. None of it may be paid or transferred directly or indirectly to the members or relatives of members. However, this does not restrict the payment in good faith of:-

- 5.1 reasonable remuneration to any officer or member of the Council for services actually rendered;
- 5.2 reasonable rental for property let or hired to the Council by a member; or
- 5.3 any payment incidental to the Council's activities provided it is consistent with the Council's purposes.

6. Membership

The membership of the Council comprises twelve persons: nine persons who have been appointed by a process of consultation and discernment (2) throughout the spiritual direction community in Australia; three persons who are appointed by the spiritual direction associations with one person from each. The national spiritual direction associations are the Conference of Spiritual Directors, the Australian Network for Spiritual Direction and The Companions in the Ministry of the Ignatian Spiritual Exercises.

6.1 All members hold office initially for four years. A nomination and discernment process will generally occur every two years.

6.2 After the first term of four years the associations and Council will seek to fill the vacancies so arising according to the processes outlined in 6.2.1:

- 6.2.1 (a) The Council seeks nominations by a process of consultation with the spiritual direction community of Australia. Acceptance of the nomination is required by the nominee.
(b) As part of the discernment process associated with their decision-making the Council may, in exceptional circumstances, invite members who are due to retire to continue for an additional two years.

(c) The associations may appoint a member every four years. A Council member appointed by an Association may, in exceptional circumstances, be re-appointed by that Association for a further two-year period.

As part of their discernment processes the associations and the Council will seek balance on the Council with respect to denomination, geography and gender as well as maintaining a level of experience consistent with an effective functioning Council.

Only persons who have been selected by this process at the Council meeting following the close of nominations may be invited to become a member at the next General Meeting of the Council.

6.2.2 No member can hold continuous office for more than ten years. After this period a member is not eligible for renomination until four years have elapsed.

6.3 At the Council's discretion, leave of absence can be granted to any Council member for a period of up to one year. During this period the position will be held vacant. When the Council member is an appointee of an association, another council member will be appointed to report to that association. The period of the leave of absence will be part of the term of the member.

6.4 A member may resign at any time in writing to the Secretary.

6.5 A member ceases to be a member if the member:

- 6.5.1 dies;
6.5.2 becomes mentally incapacitated; or
6.5.3 is convicted of an indictable offence.

6.6 The Council may or may not decide to immediately fill a vacancy arising from Clauses 6.4 or 6.5. When the Council does decide to fill the vacancy for the balance of that former member's term it must be by the process of consultation and discernment detailed in Clause 6.2.1 above.

6.7 The Council may:-

- 6.7.1 reprimand a member;
6.7.2 suspend the membership of a member; or

- 6.7.3 cancel the membership of a member. However, the Council must give the member at least 2 months' notice in writing of its intention to do so. The Council must also give the member a reasonable opportunity to make submissions to the Council before it votes on such a motion.
- 6.8 Membership does not give any right or interest in any property of the Council.
- 6.9 No member is liable to contribute to any liabilities of the Council, or any costs of winding it up.
- 6.10 The Secretary must keep and maintain a register of members. The following must be entered in the Register of Members:
- 6.10.1 The full name of the member;
- 6.10.2 The address, telephone, email address, and facsimile number, if any, of the member;
- 6.10.3 The date of admission to and cessation of membership;
- 6.10.4 Such other information as required by the Council.
- 6.11 Each member must notify the Secretary in writing of any change in that person's name, address, telephone, email address or facsimile number within 1 month after the change.
- 6.12 The register is available for inspection free of charge by any member upon request. A member may make a copy of entries in the register.

7. The Committee

- 7.1 The Committee consists of all of the members of the Council.
- 7.2 The initial Committee members will be Kevin Canty, Philip Carter, Mary Cresp, Sue Dunbar, Brian Gallagher, Jan Geason, Jill Manton, Robin Pryor, Joan Ryan, Deirdre Scott, Elaine Smith, Michael Smith and John Stewart. Otherwise, Committee members are elected at the AGM after being selected through the process of discernment under clause 6.2.
- 7.3 Subject to this Constitution, Office Holders hold office for two years.
- 7.4 The Office Holders are the President, Secretary and Treasurer of the Council.
- 7.5 An Office Holder may be considered for re-appointment at the AGM.
- 7.6 Office Holders will be appointed by a process of consultation (resulting in nomination) and discernment (resulting in appointment). If, however, the Committee fails, by this process, to appoint an office-holder, it may proceed to appointment by ballot.
- 7.7 Anybody may be invited to nominate for appointment to be an Office Holder at any time prior to the relevant appointment. A person may be invited to nominate for appointment to more than one position on the Committee. However, except in the case of Secretary and Treasurer, a person cannot be appointed to more than one position.
- 7.8 A nomination need not be in writing. No seconder of a nomination is required.
- 7.9 If there is only one nominee for a position as Office Holder, that person will be declared appointed. Otherwise, there will be a ballot for the position. The person with the most votes is appointed to the position. However, if there is an equality of votes, successive ballots will be taken until the deadlock is broken.
- 7.10 The Committee may fill any casual vacancy as Office Holder, including a vacancy remaining after an AGM.

- 7.11 The Committee may, by special resolution, remove any Office Holder who has:
- 7.11.1 contravened this Constitution; or
 - 7.11.2 neglected to carry out his or her duties under this Constitution; or
 - 7.11.3 been absent for two consecutive Committee meetings without the consent of the Committee; or
 - 7.11.4 committed an act of bankruptcy as described in the Bankruptcy Act;
- 7.12 A removed Office Holder may appeal to a general meeting of the Council. He or she will be reinstated if the general meeting unanimously votes for reinstatement.

8. Committee meetings

- 8.1 The Committee will meet as and when deemed necessary. If two Committee members request a meeting, the Committee must meet as soon as practicable.
- 8.2 Notice of a Committee meeting may be given at a previous meeting, or by facsimile transmission, email or post, or by telephone or other personal notification. 7 days' notice is sufficient. Any notice by post is deemed given the day after posting.
- 8.3 A Committee meeting is convened for any period when a quorum of Committee members are actually in touch with each other by telephone or video conference facility. Likewise, a Committee member is deemed present at a Committee meeting if he or she takes part in the meeting via a telephone call or video conference facility.
- 8.4 A quorum of the Committee consists of six Committee members.
- 8.5 Each Committee member, including the President, has one vote on any proposal for decision when a vote is necessary or any matter for decision. In the case of an equality of votes, the President does not have a casting vote, and the proposal lapses.
- 8.6 Any proposal set out in a document signed by all Committee members is deemed to have been passed at a duly convened meeting. Such a document may be signed in counterparts (i.e. separate copies).
- 8.7 A Committee member must disclose any financial interest in any contract or proposed contract with the Council.
- 8.8 No Committee member may take part in any decision about any contract or proposed contract in which they have a financial interest.

9. Committee business

- 9.1 The Committee is responsible for the administration and management of the Council. It must also carry out any decisions of a general meeting.
- 9.2 The Committee may delegate any of its functions to any particular Committee member or members.
- 9.3 It may also appoint sub-committees to carry out any of its functions. Any person (including a non-member) may be a member of a sub-committee. However, at least one Committee member must be a member of each sub-committee.

10. President

- 10.1 The President is the Chair of all meetings of the Council and the Committee.

10.2 In the absence of the President, those present may choose one of their number to be the Chair.

10.3 The Chair's ruling on any matter of meeting procedure is final and binding on the meeting.

11. Secretary

11.1 The Secretary must:-

11.1.1 carry out all secretarial functions for the Council;

11.1.2 give all notices that may be required under this Constitution;

11.1.3 generally carry into effect the directions of the Committee.

11.2 The Secretary must keep accurate minutes of the meetings and decisions of the Council and the Committee.

12. Treasurer

12.1 The Treasurer must:-

12.1.1 administer all funds of the Council

12.1.2 pay all funds received into an Council bank account as soon as practicable after receiving them;

12.1.3 pay the Council's debts as they become due.

12.2 The Treasurer must keep accurate records of all financial affairs, money matters, and fund raising activities of the Council.

12.3 All Council cheques must be signed by the Treasurer and some other Committee member nominated for that purpose by the Committee.

12.4 The Treasurer must present to the Committee regular statements of the financial position of the Council.

12.5 The Treasurer must present the Council's annual financial statements at the AGM.

13. Annual General Meeting

13.1 The AGM will be held once each year at a time and place fixed by the Committee.

13.2 Each AGM must deal with the following matters (and no other matters):-

13.2.1 to receive apologies;

13.2.2 to confirm the minutes of the previous AGM, and any intervening general meeting;

13.2.3 to receive the President's report;

13.2.4 to receive and, if decided, accept the Council's annual financial statements;

13.2.5 to appoint Office Holders for the following year;

13.2.6 to deal with any other matter notified in the notice of meeting.

14. Special General Meeting

14.1 A Special General Meeting of members must be called by the Secretary following:-

14.1.1 a resolution to that effect of the Committee or an AGM;

14.1.2 receipt of a written request signed by at least 25% of the members (providing the request states the matters to be dealt with at the meeting).

14.2 Within 21 days of any of the above events, the Secretary must give notice of the special general meeting.

14.3 The notice must state the matters to be dealt with at the meeting. No other matters may be dealt with at the meeting.

15. Notice of general meeting

15.1 Notice of any general meeting may be given to members:-

15.1.1 in any Council newsletter;

15.1.2 by individual written notice posted to each member;

15.1.3 by notice put up at any premises used or occupied by the Council; or

15.1.4 in any other manner fixed by the Committee.

15.2 At least 14 days' notice of any general meeting must be given, and for this purpose notice by post is deemed given the day after posting.

15.3 The provisions of this clause need not be complied with if the Secretary signs a declaration that he or she believes that by the time for the meeting at least 90% of members are aware of the fact, date, time and place of the meeting.

16. General meeting procedure

16.1 Subject to the next sub-clause, the quorum for a general meeting is 50% of the members personally present and being those members eligible to vote at a general meeting.

16.2 If a quorum is not present at any meeting within 30 minutes of the commencement time, the Chair must adjourn the meeting for not less than 7 days. Those members present at the adjourned meeting time constitute a quorum.

16.3 Voting at general meetings will be a majority of the members present and voting in person.

16.4 Each member, including the Chair, has one vote on any motion or matter for decision. In the case of an equality of votes, the Chair does not have a casting vote, and the motion must be declared lost.

17. Proxy

Proxies are not allowed. A member is only entitled to exercise a member's rights in person.

18. Auditors

18.1 The Committee may appoint (and remove) auditors to audit the Council's annual financial statements, or for any other purpose. However, if required by law, auditors must be appointed.

18.2 The auditors have the power to call for any Council books or records at any time.

19. Common seal

19.1 The common seal of the Council may only be used with the authority of the Committee.

19.2 Every document to which the seal is affixed must be signed by two Committee members.

20. Rules

20.1 The Committee may make, alter or rescind rules relating to the Council and its members.

20.2 However, no such rule may be inconsistent with this Constitution.

20.3 A rule has the like force as if it was part of this Constitution.

21. Altering this Constitution

This Constitution may be altered or replaced at any time by a special resolution of a general meeting.

22. Winding up

22.1 The Council may be wound up at any time by a special resolution of a general meeting.

22.2 Upon winding up, any surplus assets after payment of liabilities must be transferred to such charity or institution as the general meeting decides by special resolution, and otherwise in accordance with the Councils Incorporation Act.

22.3 The Association may be wound up in the manner provided for in the Act.

23. Indemnity

Each Committee member is indemnified by the Council against all loss, damages and expenses paid or incurred by him or her as a Committee member in the proper exercise of his or her duties.

24. No liability

No member or Committee member is liable for:-

24.1 the errors or defaults of any other member or Committee member;

24.2 any defect of title to any property acquired by or on behalf of the Council;

24.3 any loss or damage arising from the insolvency or tortious act of any person controlling any property of the Council; or

24.4 any other loss or damage to the Council unless due to the default of the member or Committee member.

25. Interpretation

"Special resolution" means a motion supported by three quarters of those present at the meeting.