

BBlake
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29 AUG 2019

**CONSTITUTION OF
THE HELLENIC COMMUNITY
OF WESTERN AUSTRALIA
INCORPORATED**

ABN 43 348 779 338

**For The Hellenic Community of Western Australia
Parker Street, Perth**

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"THE HELLENIC COMMUNITY OF WESTERN AUSTRALIA"**

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**CONSTITUTION OF
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1. NAME

- 1.1. The name of this Association shall be **"The Hellenic Community of Western Australia Incorporated"**.
- 1.2. The registered office of the Association shall be 20 Parker Street, Northbridge, Western Australia, 6003, or such other address nominated by the Committee from time to time.

2. TERMS USED

In these rules, unless the contrary intention appears —

Act means the Associations Incorporation Act 2015;

Affiliates means The Hellenic Community Benevolent Association Inc. and St Andrew's Grammar Inc., bodies which were established by the Association in furtherance of its objects, and any other incorporated or unincorporated body, association or other entity established from time to time by the Association for those purposes. These bodies may include but are not limited to entities that use or benefit from any assets of the Association.

Annual Balance Sheet means the annual balance sheet required to be provided to the Annual General Meeting under rule 45;

Annual General Meeting means the annual general meeting held by the Association under rule 45;

Association means The Hellenic Community of Western Australia Incorporated;

Books, of the Association, include the following —

- (a) a register;
- (b) financial records, Financial Statements or Financial Reports, however compiled, recorded or stored, minutes of Committee meetings of the Association however compiled and stored including electronic records stored onsite or offsite; and
- (c) any other documents or records held by the Association;

By-Laws means by-laws made by the Association under rule 59;

Chairperson means the person nominated to chair a Committee Meeting;

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Church means the Church of the Association under rule 66;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Committee means the management committee of the Association;

Committee Meeting means a meeting of the Committee;

Committee Member means a member of the Committee under rule 24;

Election Committee means the election committee appointed under sub-rule 30.1;

Elections means the elections undertaken by the Association under rule 30;

Electoral Roll or Roll of Members means the list of members eligible to vote as required by rule 10;

Financial Records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which Financial Statements are prepared; and
 - (ii) adjustments to be made in preparing Financial Statements;

Financial Report of a Tier 2 Association or a Tier 3 Association, has the meaning given in section 63 of the Act;

Financial Statements means the Financial Statements in relation to the Association required under Part 5 Division 3 of the Act;

Financial Year of the Association, has the meaning given in rule 4;

General Meeting of the Association, means a meeting of the Association that all Members are entitled to receive notice of and to attend;

Polling Station means the location or facility nominated for the Elections under rule 30;

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Register of Members means the register referred to in rule 15 and in accordance with section 53 of the Act;

Rules means these rules of the Association in force for the time being;

Special General Meeting means a General Meeting of the Association other than the Annual General meeting;

Special Resolution means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act;

Subsidiary Office means a subsidiary office convened by the Committee under rule 43;

Subcommittee means a subcommittee appointed by the Committee under rule 43;

Tier 2 Association means an incorporated association to which section 64(2) of the Act applies;

Tier 3 Association means an incorporated association to which section 64(3) of the Act applies;

Trustees means each person appointed as a trustee by the Association under rule 64.

3. OBJECTS

3.1. To ensure the promotion of the religious, moral and intellectual education and learning of the Members of the Association and all persons of Greek Orthodox Faith and/or Greek origin and without in any way limiting the generality of the foregoing:

- 3.1.1. to preserve and maintain the Greek Orthodox Cathedral of St Constantine and Helene and maintain the fixtures, fittings, and ornaments therein and thereof;
- 3.1.2. to facilitate and promote the teaching of the Greek language and the catechism and dogma of the Greek Orthodox Faith to children and generally to all persons of the Greek Orthodox Faith and/or persons of Greek origin;
- 3.1.3. to establish, maintain and repair churches, schools or other buildings of the Association and Affiliate as may become necessary from time to time;
- 3.1.4. to supervise and assist the Affiliates in the management and development of their business operations and the effective use of their and the Associations' assets and facilities;
- 3.1.5. to do and perform all acts, matters and things as are charitable and/or benevolent purposes having public benefit;
- 3.1.6. to conduct, promote, give or support social entertainments of all kinds and raise funds by all means for the benefit of the Members of the Association and other persons for charitable and/or benevolent purposes having public benefit;

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- 3.1.7. to assist the integration of migrants of Greek origin and/or Greek Orthodox Faith into the Australian society;
- 3.1.8. to work in consultation and co-operation with any government authority (whether Federal, State or Local) or other authority for the purpose of providing welfare facilities or assistance for persons of Greek origin and/or Greek Orthodox Faith and for that purpose to provide suitable office accommodation and other facilities to enable social workers and/or officers appointed by the Association to work in circumstances appropriate to the task;
- 3.1.9. to preserve and maintain the Greek culture and Association spirit and promote a closer relationship amongst the Members of the Association;
- 3.1.10. to promote and maintain a closer friendship between the Members of the Association and other Australians generally and for that purpose to support any national and patriotic purpose;
- 3.1.11. to promote and support sporting, educational, cultural and religious and other groups comprised of youth of Greek origin and/or Greek Orthodox Faith;
- 3.1.12. to do all such acts, matters and things as are necessary or incidental to the promotion of the aforementioned objects; and
- 3.1.13. to render such assistance as the Association shall think fit for the promotion of the welfare and the relief of persons of Greek origin and/or Greek Orthodox Faith in necessitous, circumstances and without limiting the generality of the foregoing whether such circumstances are caused by social or psychological problems, old age, poverty, illness, disease or otherwise.

4. FINANCIAL YEAR

The financial year of the Association is 1 January to 31 December.

5. NOT-FOR-PROFIT BODY

- 5.1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and its Affiliates and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- 5.2. A payment may be made to a Member out of the funds of the Association only if it is authorised under sub-rule 5.3.
- 5.3. A payment to a Member out of the funds of the Association is authorised if it is —

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- 5.3.1. the payment in good faith to the Member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- 5.3.2. the payment of interest, on money borrowed by the Association from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- 5.3.3. the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
- 5.3.4. the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

MEMBERSHIP

6. CLASSES OF MEMBERSHIP

- 6.1. A person may only hold one class of the following Memberships:
 - 6.1.1. **"Member"** - A person who has attained the age of 18 years and supports the objects of the Association and is of Greek Orthodox Faith and/or of Greek origin and resident in Western Australia, or the spouse of such person, may apply to become a Member of the Association.
 - 6.1.2. **"Youth Member"** - A person who has not reached the age of 18 years but otherwise meets the requirements of 6.1.1 may apply to become a Youth Member. Youth Members shall not be entitled to vote at General Meetings or at Elections of the Association or be eligible to stand for election for any office but shall be entitled to all privileges of Membership.
 - 6.1.3. **"Honorary Member"** - A person who has attained the age of 18 years and supports the objects of the Association but otherwise does not meet the requirements of sub-rule 6.1.1 may be appointed as an Honorary Member by the Committee. Honorary Members shall have no right to vote at General Meetings of the Association and shall not be eligible to stand for election for any office, but shall otherwise be entitled to all privileges of Membership, without payment of the Annual Membership Fee.
 - 6.1.4. **"Life Member"** - The Committee may recommend to the Annual General Meeting nominations received for life membership of the Association, for persons who have been Members and rendered at least twenty (20) years important service to the Association.
 - 6.1.4.1. The nominations for life membership must be moved by no less than five Members entitled to vote, where each of the nominators are at arm's length from the nominee; that is, not being an immediate relative (spouse, parent, child, or sibling).

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- 6.1.4.2. A Member may be elected to life membership by a motion passed by a two thirds (2/3) majority of Members present and entitled to vote at an Annual General Meeting.
- 6.1.4.3. A Life Member is not required to pay the Annual Membership Fee.
- 6.2. The number of Members of any class is not limited unless otherwise approved by resolution at a General Meeting.

7. APPLYING FOR MEMBERSHIP

- 7.1. A person who wishes to become a Member or Youth Member of the Association must be nominated by a Member and must apply in writing to the Association on the application form approved for the time being by the Committee.
- 7.2. The application must include a Member's nomination of the applicant for Membership.
- 7.3. The application must be signed by the applicant and the Member nominating the applicant.
- 7.4. The applicable fee(s) for a full financial year must be tendered with the application irrespective at which time of the year it is being made as there is to be no proration of fees.
- 7.5. The application must provide an electronic means of receiving written communications from the Association.
- 7.6. To be considered for Membership in the year of the application, the application must be received by 31 October and must be capable of acceptance on the date of receipt without recourse by the Association to the applicant.

8. DEALING WITH MEMBERSHIP APPLICATIONS

- 8.1. The Committee must consider each application for Membership of the Association and decide whether to accept or reject the application.
- 8.2. Subject to sub-rule 8.3 the Committee must consider applications in the order in which they are received by the Association.
- 8.3. The Committee may delay its consideration of an application if the Committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- 8.4. The Committee must accept an application if the applicant
 - 8.4.1. Is eligible under rule 6; and
 - 8.4.2. has applied under rule 7.
- 8.5. The Committee must notify the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.

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- 8.6. If the Committee rejects the application, the Committee is required to give the applicant its reasons for doing so.

9. BECOMING A MEMBER

Subject to rule 7, an applicant for Membership of the Association becomes a Member when the Committee accepts the application.

10. VOTING ENTITLEMENTS: ELECTORAL ROLL OR ROLL OF MEMBERS

- 10.1. A Member who is present may vote at a General Meeting or Election if they were a Member in the preceding year and their Annual Membership Fee has been received by the Association within fourteen (14) days before the General Meeting or Election.
- 10.2. A Life Member who is present may vote at a General Meeting or Election.
- 10.3. The Treasurer and the Secretary must provide the chairperson of the Election Committee with the Electoral Roll or Roll of Members for use at the General Meeting or Election.
- 10.4. The Electoral Roll or Roll of Members must be certified by the Treasurer and the Secretary.
- 10.5. The Electoral Roll or Roll of Members must show the names of Members entitled to vote in accordance with sub-rules 10.1 and 10.2, their postal address, and their membership number.
- 10.6. The Electoral Roll or Roll of Members is to be provided to the chairperson of the Election Committee for election, seven (7) days before the date of the General Meeting or Election.
- 10.7. The Electoral Roll or Roll of Members referred to in sub-rule 10.3 must contain only those Members that were a Member in the year preceding the General Meeting or Election, are not in arrears with payment of any of their fees, and whose Annual Membership Fee has been received by the Association at least fourteen (14) days before the General Meeting or Election.

11. WHEN MEMBERSHIP CEASES

- 11.1. A person ceases to be a Member when any of the following takes place:
- 11.1.1. the Member dies;
 - 11.1.2. the Member resigns from the Association under rule 12;
 - 11.1.3. the Member is expelled from the Association under rule 16;
 - 11.1.4. the Member ceases to be a Member under sub-rule 14.4;
 - 11.1.5. the Member has not paid their Membership fee and any arrears by 31 December in the year following the year the Membership fee was due.
- 11.2. The Secretary must keep a record, for at least one year after a person ceases to be a Member, of:
- 11.2.1. the date on which the person ceased to be a Member; and

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11.2.2. if notified, the reason why the person ceased to be a Member.

12. RESIGNATION

- 12.1. The Member may resign from Membership of the Association by giving written notice of the resignation to the Secretary.
- 12.2. The resignation takes effect —
- 12.2.1. when the Secretary receives the notice; or
- 12.2.2. if a later time is stated in the notice, at that later time.
- 12.3. A person who has resigned from Membership of the Association remains liable for any fees that are owed to the Association ("**the owed amount**") at the time of resignation.

13. RIGHTS NOT TRANSFERABLE

The rights of a Member are not transferable and end when Membership ceases.

14. MEMBERSHIP AND NOMINATION FEES

- 14.1. The Committee must determine the Nomination Fee (if any) and the Annual Membership Fee (if any) to be paid for Membership of the Association.
- 14.2. The fees determined under sub-rule 14.1 may be different for different classes of Membership.
- 14.3. A Member must pay the Annual Membership Fee to the Treasurer, or another person authorised by the Committee to accept payments, by 31 December in the year it falls due.
- 14.4. If a Member has not paid the Annual Membership Fee by 31 December in the year following the year the Annual Membership Fee was due, the Member ceases to be a Member.

15. REGISTER OF MEMBERS

- 15.1. The Secretary, or another person authorised by the Committee, but responsible to the Secretary, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the Register of Members and record in the register any change in the Membership of the Association.
- 15.2. In addition to the matters referred to in section 53(2) of the Act, the Register of Members must include the class of Membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member.
- 15.3. The Register of Members must be kept at a place determined by the Committee.
- 15.4. A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.

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15.5. If a Member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members;

15.5.1. The Committee may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

DISCIPLINARY ACTION, DISPUTES AND MEDIATION

16. EXPULSION AND SUSPENSION

16.1. The Association may by resolution carried at a General Meeting, expel a Member for conduct likely to bring, or which is deemed to have brought the Association into disrepute. A Member so expelled, or the subject for the motion of expulsion pursuant to this clause, who resigns in advance of the General Meeting shall not be eligible to be accepted as a Member, unless approved by resolution at a subsequent Annual General Meeting of the Association.

16.2. Suspension

16.2.1. The Committee may decide to suspend a Member's membership if —

16.2.1.1. the Member contravenes any of these Rules; or

16.2.1.2. the Member acts detrimentally to the interests of the Association. Such acts may include defamatory statements or threats directed at other Members or office holders.

16.3. The Secretary must give the Member written notice of the proposed suspension at least twenty-eight (28) days before the Committee Meeting at which the proposal is to be considered by the Committee.

16.3.1. The notice given to the Member must state:

16.3.1.1. when and where the Committee meeting is to be held;

16.3.1.2. the grounds on which the proposed suspension is based; and

16.3.1.3. that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension.

16.3.2. At the Committee Meeting, the Committee must :

16.3.2.1. give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension; and

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- 16.3.2.2. give due consideration to any submissions so made; and
- 16.3.2.3. decide whether or not to suspend the Member's Membership and, if the decision is to suspend the Membership, the period of suspension.
- 16.3.3. Notwithstanding these provisions for suspension, the Committee may, at its sole discretion, either prior to or in mediation, accept retraction, apology or other acceptable response from an accused party as a resolution of all or part of a grievance regarding the acts, statements or behaviour in question.
- 16.3.4. A decision of the Committee to suspend the Member's membership from the Association takes immediate effect.
- 16.3.5. The Committee must give the Member written notice of the Committee's decision, and the reasons for the decision, within seven (7) days after the Committee Meeting at which the decision is made.
- 16.3.6. A Member whose Membership is suspended from the Association may, within fourteen (14) days after receiving notice of the Committee's decision under sub-rule 16.3.4, give written notice to the Secretary requesting the appointment of a mediator under rule 19.
- 16.3.7. If notice is given under sub-rule 16.3.5, the Member who gives the notice and the Committee are the parties to the mediation.

17. CONSEQUENCES OF SUSPENSION

- 17.1. During the period a Member's membership is suspended, the Member:
 - 17.1.1. loses any rights (including voting rights) arising as a result of Membership; and
 - 17.1.2. is not entitled to a refund, rebate, relief or credit for Annual Membership Fees paid, or payable, to the Association.
- 17.2. When a Member's membership is suspended, the Secretary must record in the Register of Members:
 - 17.2.1. that the Member's membership is suspended;
 - 17.2.2. the date on which the suspension takes effect; and
 - 17.2.3. the period of the suspension.
- 17.3. When the period of the suspension ends, the Secretary must record in the Register of Members that the Member's membership is no longer suspended

18. RESOLVING DISPUTES

- 18.1. **Grievance Procedure** means the procedures set out in rules 18-21;
- 18.2. **Party to a dispute** includes a person:

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- 18.2.1. who is a party to the dispute; and
- 18.2.2. who ceases to be a Member within six (6) months before the dispute has come to the attention of each party to the dispute.
- 18.3. The procedure set out in rules 18-21 applies to disputes:
 - 18.3.1. between Members; or
 - 18.3.2. between one or more Members, including Committee Members and the Association.
- 18.4. The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.
 - 18.4.1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule 18.4, any party to the dispute may start the Grievance Procedure by giving written notice to the Secretary of:
 - 18.4.1.1. the parties to the dispute; and
 - 18.4.1.2. the matters that are the subject of the dispute.
 - 18.4.2. Such matter or matters must be presented in writing and must refer to the Rules of the Constitution that should have been or have not been followed.
 - 18.4.3. Within twenty-eight (28) days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
 - 18.4.4. The Committee may appoint a Subcommittee of three (3) of its Members to hear any one or all disputes lodged pursuant to sub-rule 18.4.1.
- 18.5. The Secretary must give each party to the dispute written notice of the Committee or Subcommittee meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.
- 18.6. The notice given to each party to the dispute must state:
 - 18.6.1.1. when and where the meeting is to be held; and
 - 18.6.1.2. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee or Subcommittee about the dispute.
- 18.7. If:
 - 18.7.1. the dispute is between one or more Members and the Association; and
 - 18.7.2. any party to the dispute gives written notice to the Secretary stating that
 - 18.7.2.1.1. the party does not agree to the dispute being determined by the Committee or Subcommittee; and
 - 18.7.2.1.2. requests the appointment of a mediator under rule 19,the Committee or Subcommittee must not determine the dispute.

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- 18.7.3. At the Committee or Subcommittee meeting at which a dispute is to be considered and determined, the Committee or Subcommittee must:
- 18.7.3.1. give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee or Subcommittee about the dispute;
 - 18.7.3.2. give due consideration to any submissions so made; and
 - 18.7.3.3. determine the dispute.
- 18.7.4. The Committee or Subcommittee must give each party to the dispute written notice of the Committee's or Subcommittee's determination, and the reasons for the determination, within seven (7) days after the Committee or Subcommittee meeting at which the determination is made.
- 18.7.5. A party to the dispute may, within fourteen (14) days after receiving notice of the Committee's or Subcommittee's determination under sub-rule 18.7.3, give written notice to the Secretary requesting the appointment of a mediator under rule 19.
- 18.7.6. If notice is given under sub-rule 18.5, each party to the dispute is a party to the mediation.

19. MEDIATION

- 19.1. If written notice has been given to the Secretary requesting the appointment of a mediator
- 19.1.1. by a Member under sub-rule 16.3.6; or
 - 19.1.2. by a party to a dispute under sub-rule 18.7.2.1.2 or 18.7.5.
a mediator must be chosen or appointed under rule 19.
- 19.2. The mediator must be a person chosen:
- 19.2.1. if the appointment of a mediator was requested by a Member under sub-rule 16.3.6 — by agreement between the Member and the Committee; or
 - 19.2.2. if the appointment of a mediator was requested by a party to a dispute under sub-rule 18.7.2.1.2 or 18.7.5 — by agreement between the parties to the dispute.
- 19.3. If there is no agreement for the purposes of sub-rule 19.2.1 or 19.2.2, then, subject to sub-rules 19.4 and 19.5, the Committee must appoint the mediator.
- 19.4. The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, if the appointment of a mediator was requested by:
- 19.4.1. a Member under sub-rule 16.3.6; or
 - 19.4.2. a party to a dispute under sub-rule 18.7.2.1.2; or
 - 19.4.3. a party to a dispute under sub-rule 18.7.5 and the dispute is between one or more Members and the Association.

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- 19.5. The person appointed as mediator by the Committee may be a Member or former Member of the Association but must not:
- 19.5.1. have a personal interest in the matter that is the subject of the mediation; or
 - 19.5.2. be biased in favour of or against any party to the mediation.

20. MEDIATION PROCESS

- 20.1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 20.2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five (5) days before the mediation takes place.
- 20.3. In conducting the mediation, the mediator must:
- 20.3.1. give each party to the mediation every opportunity to be heard;
 - 20.3.2. allow each party to the mediation to give due consideration to any written statement given by another party; and
 - 20.3.3. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 20.4. The mediator cannot determine the matter that is the subject of the mediation.
- 20.5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 20.6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

21. IF MEDIATION RESULTS IN DECISION TO SUSPEND BEING REVOKED

- 21.1. If —
- 21.1.1. mediation takes place because a Member whose membership is suspended from the Association gives notice under sub-rule 16.3.6; and
 - 21.1.2. as a result of the mediation, the decision to suspend the Member's Membership is revoked, that revocation does not affect the validity of any decision made at a Committee Meeting or General Meeting during the period of suspension or expulsion.

COMMITTEE, OFFICE HOLDERS AND DUTIES

22. EMPLOYEES

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- 22.1. The Committee shall engage contractors or employ such persons as it deems necessary for the needs of the Association, fix their stipend or salary and terminate their engagement, according to the circumstances or terms of any agreement under which they have been engaged or employed.
- 22.2. No employee or contractor of the Community shall be eligible to be a member of the Committee until twelve (12) months have elapsed after he or she has ceased to be an employee or contractor of the Community.

23. COMMITTEE

- 23.1. The management of the Association shall be vested in a Committee of twelve (12) Committee Members consisting of President, Vice President, Treasurer, Secretary and eight (8) Members whose term of office shall be from their election until the election of their successors.
- 23.2. An election for a Committee shall take place every two (2) years.
- 23.3. The Committee Members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association. Subject to the Act, these Rules, the By-Laws (if any) and any resolution passed at a General Meeting, the Committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- 23.4. The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the By-Laws (if any).
- 23.5. If six (6) Members of the Committee resign at the same time, the President shall call for Elections within twenty-one (21) days.
- 23.6. Committee Members and office holder's duties are to be interpreted consistently with Divisions 2 and 3 of Part 4 of the Act.
- 23.7. The Committee shall ensure that due diligence and sound risk management are adhered to in the general conduct of the business of the Association and the Affiliates;
- 23.8. The Committee shall ensure that acceptable standards of probity including disclosure and management of conflicts of interest are complied with in the conduct of the Association, the Affiliates and their businesses.

24. COMMITTEE MEMBERS

- 24.1. The Committee Members consist of —
 - 24.1.1. the Office Holders of the Association; and
 - 24.1.2. Committee Members.

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- 24.2. There will be a maximum of twelve (12) Committee Members including four (4) Office Holders of the Association.
- 24.3. The Office Holders of the Association will be —
- 24.3.1. the President;
 - 24.3.2. the Vice President;
 - 24.3.3. the Secretary; and
 - 24.3.4. the Treasurer.
- (together the "Office Holders")
- 24.4. A person may be a Committee Member if the person is —
- 24.4.1. an individual who has reached 18 years of age;
 - 24.4.2. a Member; and
 - 24.4.3. and has been a Member for at least 3 years.
- 24.5. A person must not hold two (2) or more of the offices mentioned in sub-rule 24.2 at the same time.
- 24.6. A person who qualifies under sub-rule 22.2 is ineligible to be a Committee Member.

25. PRESIDENT

- 25.1. It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee Meeting and General Meeting.
- 25.2. The President has the powers and duties relating to convening and presiding at Committee Meetings and presiding at General Meetings provided for in these Rules.
- 25.3. Any eligible Member may be elected to serve as President for a maximum of three consecutive terms and may renominate for election to serve as President after a non-consecutive term.

26. VICE PRESIDENT

- 26.1. The Vice President has the same duties and privileges as the President whenever the Vice President assumes the duties of the President in the President's absence.
- 26.2. If the President dies, resigns or is no longer able to carry out the duties of President, the Vice-President shall assume the duties of the President until the next election for Committee.

27. SECRETARY

The Secretary has the following duties:

- 27.1. Dealing with the Association's correspondence;
- 27.2. Consulting with the President regarding the business to be conducted at each Committee meeting and General Meeting;

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- 27.3. Preparing the notices required for meetings and for the business to be conducted at meetings;
- 27.4. Unless another Member is authorised by the Committee to do so and subject to the authority of the Committee, supervising and authorising the publication of advertisements, information or matters of interest to Members in electronic form including through social media;
- 27.5. Maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- 27.6. Unless another Member is authorised by the Committee to do so, maintaining on behalf of the Association a record of Committee Members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- 27.7. Ensuring the safe custody of the books of the Association, other than the Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
- 27.8. Maintaining full and accurate minutes of Committee Meetings and General Meetings;
- 27.9. Maintaining an accurate register of all classes of Membership;
- 27.10. Delivering to their successor in proper order all documents and other items in their charge and received in the course of their duties; and
- 27.11. Carrying out any other duty given to the Secretary under these Rules or by the Committee.

28. TREASURER

The Treasurer has the following duties:

- 28.1. Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- 28.2. Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
- 28.3. Ensuring that any payments to be made by the Association that have been authorised by the Committee or at a General Meeting are made on time;
- 28.4. Ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- 28.5. Ensuring the safe custody of the Association's Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
- 28.6. Coordinating the preparation of the Association's Financial Report before its submission to the Association's Annual General Meeting;
- 28.7. Providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's Financial Statements or Financial Report under Part 5 Division 5 of the Act;
- 28.8. Ensuring any trust or trusts constituted by a Member of the Association are properly recorded and shown in the books of account of the Association;

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- 28.9. Ensuring there are policies in all entities for the receipting and depositing of all money and funds into bank accounts of the Association and its entities;
- 28.10. Delivering to their successor in proper order everything relating to the financial affairs of the Association;
- 28.11. Providing an Electoral Roll or Roll of Members eligible to vote as required by rule 10; and
- 28.12. Carrying out any other duty given to the Treasurer under these Rules or by the Committee.

29. HOW MEMBERS BECOME COMMITTEE MEMBERS

- 29.1. A Member becomes a Committee Member if the Member:
 - 29.1.1. Is elected to the Committee at the Elections; or
 - 29.1.2. Is appointed to the Committee by the Committee to fill a casual vacancy under rule 34.

ELECTIONS

30. ELECTIONS

- 30.1. At the Annual General Meeting of a non-election year, five (5) Members shall be elected ("**Election Committee Members**") who shall constitute the Election Committee ("**Election Committee**") whose responsibilities shall be the conduct of any election of the Association for the following two (2) years. The election will be held by secret ballot if more than five (5) nominations are received.
- 30.2. Election Committee Members are eligible for re-election.
- 30.3. The Election Committee Members must remain Members for the duration of their term. Should they cease to be a Member they will not be able to participate in the business of the Election Committee.
- 30.4. The Election Committee must nominate an Election Committee Member to be Chairperson of the Election Committee.
- 30.5. Any Election Committee Member who resigns, is no longer able to carry out his duties or ceases to be a Member must be replaced by the Committee.
- 30.6. The Election Committee shall generally regulate its own affairs. Three (3) of the Election Committee Members shall constitute a quorum. The Chairperson of the Election Committee shall have a second or casting vote in the event of tied voting.
- 30.7. No Election Committee Member shall be eligible for election or shall be eligible to nominate a candidate for election until three (3) months has elapsed after he or she has ceased to be an Election Committee Member.

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- 30.8. The Election Committee shall notify the date, which shall be the second Sunday in the month of June in an odd numbered year, for the conduct of the elections, which shall be held at an Association venue.
- 30.9. The Election Committee shall in such manner as it may decide, call for nominations for the Office Holders and for Committee Members at least twenty-eight (28) days prior to the date set for the elections.
- 30.10. At least twenty-eight (28) days prior to the date set for the conduct of the Elections, the Election Committee shall place on the notice board of the Hellenic Community Centre, situated at 20 Parker Street, Northbridge and at such other places as it thinks fit, a notice which shall:
- 30.10.1. specify the election date;
 - 30.10.2. call for nominations for Office Holders and Committee positions; and
 - 30.10.3. notify the closing date for the receipt of nominations, which shall be by mail (post or electronic including email, messaging, website or electronic newsletters) by the close of business fifteen (15) days before the election date.
- 30.11. Only nominations received on authorised nomination forms shall be valid. All nominations shall be in writing signed by the nominator who shall be a Member of the Association and the nomination shall be counter-signed by the nominee, who signifies their willingness to stand for election.
- 30.12. No employee or contractor of the Association shall be eligible to be a Member of the Committee until six (6) months have elapsed after he has ceased to be an employee or contractor of the Association.
- 30.13. A Nominee may only be nominated once and for one position on the Committee.
- 30.14. Disclosure of official nominations on an as received basis is permissible with those nominations being published by a notice at a prominent place or places as determined by the Election Committee.
- 30.15. The Election Committee shall have suitable ballot papers prepared for use at the Elections. Only votes cast on an authorised ballot shall be valid. The omission of the initial of the vote issuing officers on the ballot paper does not make the ballot paper invalid.
- 30.16. The elections shall be conducted between the hours of 11.00 am and 5.00 pm on the specified date.
- 30.17. The Members eligible to vote at the election shall be those Members in the Electoral Roll or Roll of Members supplied by the Treasurer and the Secretary pursuant to sub-rule 10.3.
- 30.18. The Election Committee shall preside at the Polling Station and ballot papers shall be initialled by an Election Committee Member and be distributed to persons entitled to vote and applying therefore at the polling place.

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- 30.19. Voting shall be by secret ballot. The President, Vice President, Treasurer and Secretary shall each be voted for separately. The remainder of the Committee shall be elected collectively in the order in which they poll on a list of nominated candidates.
- 30.20. Voting in all elections shall be by each Member signifying on his ballot paper the candidate to whom he wishes to receive his vote. There shall be no preferential voting or voting by proxy.
- 30.21. At the conclusion of the poll, the ballot papers shall be scrutinised by the Election Committee who shall forthwith declare the result of the election.
- 30.22. Any candidate for election may by notice in writing to the Election Committee, which notice must be received by the Election Committee not later than forty-eight (48) hours before the election date, appoint one scrutineer to be present on the candidate's behalf at the counting of the ballot papers. No persons other than a Trustee, authorised scrutineer or Election Committee Member shall be present at the counting of votes.
- 30.23. The decision of the Election Committee on all matters relating to the conduct of elections, including the informality or otherwise of any ballot paper and the result of the election, shall be final and conclusive and not open to challenge by any person on any pretext.
- 30.24. Notice of the result of the election shall be published by notice affixed to such prominent place or places as may be determined by the Election Committee.

COMMITTEES AND COMMITTEE MEMBERS

31. TERM OF OFFICE FOR COMMITTEE MEMBERS

- 31.1. The term of office of a Committee Member begins when the Member:
- 31.1.1. is elected under rule 29; or
 - 31.1.2. is appointed to fill a casual vacancy under rule 34.
- 31.2. Subject to sub-rule 33.1, a Committee Member holds office until the election of their successors.
- 31.3. A Committee Member may be re-elected.

32. RESIGNATION AND REMOVAL FROM OFFICE

- 32.1. A Committee Member may resign from the Committee by written notice given to the Secretary or, if the resigning Committee Member is the Secretary, given to the President.
- 32.2. The resignation takes effect:
- 32.2.1. when the notice is received by the Secretary or President; or
 - 32.2.2. if a later time is stated in the notice, at the later time.
- 32.3. At a General Meeting, the Association may by Special Resolution:

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- 32.3.1. remove a Committee Member from office; and
- 32.3.2. elect a Member to Committee who is eligible under sub-rule 24.4 to fill the vacant position.
- 32.4. A Committee Member who is the subject of a proposed resolution under sub-rule 32.1 may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the Members.
- 32.5. The Secretary or President may give a copy of the representations to each Member or, if they are not so given, the Committee Member may require them to be read out at the General Meeting at which the resolution is to be considered.

33. WHEN MEMBERSHIP OF COMMITTEE CEASES

- 33.1. A person ceases to be a Committee Member if the person:
 - 33.1.1. dies or otherwise ceases to be a Member; or
 - 33.1.2. resigns from the Committee or is removed from office under rule 32; or
 - 33.1.3. becomes ineligible to accept an appointment or act as a Committee Member under section 39 of the Act; or
 - 33.1.4. becomes permanently unable to act as a Committee Member because of a mental or physical disability; or
 - 33.1.5. fails to attend 3 consecutive Committee Meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

34. FILLING CASUAL VACANCIES

- 34.1. The Committee may appoint a Member who is eligible under sub-rule 24.4 to fill a position on the Committee that:
 - 34.1.1. has become vacant under rule 31; or
 - 34.1.2. was not filled by election at the most recent election or under sub-rule 32.3.2provided such appointment or appointments shall be first offered to the candidate or candidates who at the last election received the highest number of votes for election as a Committee Member (and not as an office bearer) and is not already a Member of the Committee and has not previously declined an offer of appointment to fill a position on the current Committee.
- 34.2. If the position of Secretary becomes vacant, the Committee must appoint a Committee Member who is eligible under sub-rule 24.4 to fill the position within fourteen (14) days after the vacancy arises.
- 34.3. Subject to the requirement for a quorum under rule 40, the Committee may continue to act despite any vacancy in its Membership.

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34.4. If there are fewer Committee Members than required for a quorum under rule 40, the Committee may act only for the purpose of:

- 34.4.1. appointing Committee Members under this rule; or
- 34.4.2. convening a General Meeting.

35. VALIDITY OF ACTS

The acts of a Committee or Subcommittee, or of a Committee Member or Subcommittee Member are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Committee Member or Subcommittee Member.

36. PAYMENTS TO COMMITTEE MEMBERS

36.1. In this rule —

- 36.1.1. **Committee Member** includes a Subcommittee Member;
- 36.1.2. **Committee Meeting** includes a meeting of a Subcommittee.

36.2. Subject to the approval of the Committee, a Committee Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred —

- 36.2.1. in attending a Committee Meeting or
- 36.2.2. in attending a General Meeting; or
- 36.2.3. otherwise in connection with the Association's business.

37. COMMITTEE MEETINGS

37.1. The Committee must meet monthly on the dates and at the times and places determined by the Committee.

37.2. The date, time and place of the first Committee meeting must be determined by the Committee Members as soon as practicable after the Annual General Meeting at which the Committee Members are elected.

37.3. Committee Meetings may be convened by the President or any 2 Committee Members.

38. NOTICE OF COMMITTEE MEETINGS

38.1. Notice of each Committee Meeting must be given to each Committee Member at least forty-eight (48) hours before the time of the meeting.

38.2. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

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- 38.3. Subject to sub-rule 38.4, the only business that may be conducted at the meeting is the business described in the notice.
- 38.4. Urgent business that has not been described in the notice may be conducted at the meeting if the Committee Members at the meeting unanimously agree to treat that business as urgent.

39. PROCEDURE AND ORDER OF BUSINESS

- 39.1. The President or, in the President's absence, the Vice President must preside as Chairperson of each Committee Meeting.
- 39.2. If the President and Vice President are absent or unwilling to act as Chairperson of a meeting, the Committee Members at the meeting must choose by simple majority one of them to act as Chairperson of the meeting.
- 39.3. The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
- 39.4. The order of business at a Committee Meeting may be determined by the Committee Members at the meeting.
- 39.5. A Member or other person who is not a Committee Member may attend a Committee Meeting if invited to do so by the Committee.
- 39.6. A person invited under sub-rule 39.5 to attend a Committee Meeting:
- 39.6.1. has no right to any agenda, minutes or other document circulated at the meeting;
 - 39.6.2. must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - 39.6.3. cannot vote on any matter that is to be decided at the meeting.

CONDUCT OF COMMITTEE MEETINGS

40. QUORUM FOR COMMITTEE MEETINGS

- 40.1. Subject to sub-rule 34.4, no business is to be conducted at a Committee Meeting unless a quorum of seven (7) Committee Members is present.
- 40.2. If a quorum is not present within thirty (30) minutes after the notified commencement time of a Committee Meeting:
- 40.2.1. in the case of a special meeting, the meeting lapses; or
 - 40.2.2. otherwise, the meeting is adjourned to the same time, day and place in the following week.
- 40.3. If:

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- 40.3.1. a quorum is not present within thirty (30) minutes after the commencement time of a Committee meeting held under sub-rule 40.2.2; and
- 40.3.2. at least 3 Committee Members are present at the meeting
those Members present are taken to constitute a quorum.

41. VOTING AT COMMITTEE MEETINGS

- 41.1. Each Committee Member present at a Committee Meeting has one vote on any question arising at the meeting.
- 41.2. A motion is carried if a majority of the Committee Members present at the Committee Meeting vote in favour of the motion.
- 41.3. If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 41.4. A vote may take place by the Committee Members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.
- 41.5. If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

42. MINUTES OF COMMITTEE MEETINGS

- 42.1. The Committee must ensure that minutes are taken and kept of each Committee Meeting.
- 42.2. The minutes must record the following:
 - 42.2.1. the names of the Committee Members present at the meeting;
 - 42.2.2. the name of any person attending the meeting under sub-rule 39.5;
 - 42.2.3. the business considered at the meeting; and
 - 42.2.4. any motion on which a vote is taken at the meeting and the result of the vote.
- 42.3. The minutes of a Committee Meeting must be entered in the Association's minute book within sixty (60) days after the meeting is held.
- 42.4. The Chairperson must ensure that the minutes of a Committee Meeting are reviewed and signed as correct by:
 - 42.4.1. the Chairperson of the meeting; or
 - 42.4.2. the Chairperson of the next Committee meeting.
- 42.5. When the minutes of a Committee Meeting have been signed as correct, they are until the contrary is proved, evidence that:
 - 42.5.1. the meeting to which the minutes relate was duly convened and held;

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- 42.5.2. the matters recorded as having taken place at the meeting took place as recorded; and
- 42.5.3. any appointment purportedly made at the meeting was validly made.

43. SUBCOMMITTEES AND SUBSIDIARY OFFICES

- 43.1. To help the Committee in the conduct of the Association's business, the Committee may, in writing, do either or both of the following —
 - 43.1.1. appoint one or more Subcommittees;
 - 43.1.2. create one or more Subsidiary Offices and appoint people to those offices.
- 43.2. A Subcommittee may consist of the number of people, whether or not Members, that the Committee considers appropriate ("**Subcommittee Members**").
- 43.3. A person may be appointed to a Subsidiary Office whether or not the person is a Member ("**Subsidiary Office Holders**").
- 43.4. Subject to any directions given by the Committee:
 - 43.4.1. a Subcommittee may meet and conduct business as it considers appropriate; and
 - 43.4.2. a Subsidiary Office Holder may carry out the functions given to the holder as the holder considers appropriate.
- 43.5. A Subcommittee or Subsidiary Office shall operate under the terms of reference established by the Committee and must provide monthly reports to the Committee for consideration at each Committee Meeting.

44. DELEGATION TO SUBCOMMITTEES AND SUBSIDIARY OFFICES

- 44.1. In this rule
 - 44.1.1. **non-delegable duty** means a duty imposed on the Committee by the Act or another written law.
- 44.2. The Committee may, in writing, delegate to a Subcommittee or a Subsidiary Office Holder the exercise of any power or the performance of any duty of the Committee other than:
 - 44.2.1. the power to delegate; and
 - 44.2.2. a non-delegable duty.
- 44.3. A power or duty, the exercise or performance of which has been delegated to a Subcommittee Subsidiary Office Holder under this rule, may be exercised or performed by the Subcommittee or Subsidiary Office Holder in accordance with the terms of the delegation.
- 44.4. All delegations to Subcommittees and Subsidiary Office Holders, unless terminated earlier, shall terminate thirty (30) days after the elections.

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- 44.5. The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- 44.6. Any act or thing done by a Subcommittee or by a Subsidiary Office Holder under the delegation, has the same force and effect as if it had been done by the Committee.
- 44.7. The Committee may, in writing, amend or revoke the delegation.
- 44.8. Subject to sub-rule 44.4, the delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Committee specifies in the document by which the delegation is made.

CONDUCT OF MEMBERS MEETINGS

45. ANNUAL GENERAL MEETING

- 45.1. The Annual General Meeting must be held within four (4) months after the end of the Association's Financial Year. The following shall be the order of business at every Annual General Meeting:
 - 45.1.1. Confirmation of the Minutes of the last Annual General Meeting and of any Special General Meeting or Meetings, held since the preceding Annual General Meeting.
 - 45.1.2. The receipt of the Annual Balance Sheet, profit and loss and accompanying accounts and reports of the auditor and adoption of the same or otherwise.
 - 45.1.3. The election of the auditors.
 - 45.1.4. Any special business of which notice has been given or which is brought forward by the Committee.
 - 45.1.5. Election of the Trustees and Election Committee.
 - 45.1.6. General Business.
- 45.2. Any notices of motion must be submitted to the Secretary in writing by no later than twenty-one (21) days before the meeting date.
- 45.3. The meetings of the Association shall only be held at an Association facility. Notice may be by mail (post or electronic including email, messaging, website or electronic newsletters).

46. SPECIAL GENERAL MEETINGS

- 46.1. The Committee may convene a Special General Meeting.
- 46.2. The Committee may by notice in writing signed by two thirds (2/3) of its Committee Members petition the President to call a Special General Meeting for purposes to be stipulated in the said notice. On receipt of such notice the President shall call a Special General Meeting to be held as soon as possible.

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- 46.3. The Committee must convene a Special General Meeting if at least ten percent (10%) of the Members require a Special General Meeting to be convened.
- 46.4. The Members requiring a Special General Meeting to be convened must:
- 46.4.1. make the requirement by written notice given to the Secretary;
 - 46.4.2. state in the notice the business to be considered at the meeting; and
 - 46.4.3. each sign the notice.
- 46.5. The Special General Meeting must be convened within twenty-one (21) days after notice is given under sub-rule 46.4.1.
- 46.6. If the Committee does not convene a Special General Meeting within that twenty-one (21) day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- 46.7. A Special General Meeting convened by Members under sub-rule 46.6:
- 46.7.1. must be held within three (3) months after the date the original requirement was made; and
 - 46.7.2. may only consider the business stated in the notice by which the requirement was made.
- 46.8. The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under sub-rule 46.6.
- 46.9. If within thirty (30) minutes from the time appointed for a Special General Meeting, a quorum of Members is not present, the meeting shall lapse. No further Special General Meeting shall be convened for similar purposes to those of the meeting which failed to draw a quorum, for twelve (12) months from the date of that meeting.

47. NOTICE OF GENERAL MEETINGS

- 47.1. The Secretary or, in the case of a Special General Meeting convened under sub-rule 46.6, the Members convening the meeting, must give to each Member forty-two (42) days' notice of a General Meeting
- 47.2. The notice must:
- 47.2.1. specify the date, time and place of the meeting;
 - 47.2.2. indicate the general nature of each item of business to be considered at the meeting; and
 - 47.2.3. if a Special Resolution is proposed:
 - 47.2.3.1. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - 47.2.3.2. state that the resolution is intended to be proposed as a Special Resolution.

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48. PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS

- 48.1. The President or, in the President's absence, the Vice President must preside as Chairperson of each General Meeting.
- 48.2. If the President and Vice President are absent or unwilling to act as Chairperson of a general Meeting, the Committee Members at the meeting must choose one of them to act as Chairperson of the meeting.
- 48.3. No business is to be conducted at a General Meeting unless a quorum of five percent (5%) of Members entitled to vote at the date the notice of meeting was sent to Members is present.
- 48.4. If a quorum is not present within thirty (30) minutes after the notified commencement time of a General Meeting:
 - 48.4.1. in the case of a Special General Meeting, the meeting lapses; or
 - 48.4.2. in the case of the Annual General Meeting, the meeting is adjourned to:
 - 48.4.2.1. the same time and day in the following week; and
 - 48.4.2.2. the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.
- 48.5. If:
 - 48.5.1. a quorum is not present within thirty (30) minutes after the commencement time of an Annual General Meeting held under sub-rule 48.4.2; and
 - 48.5.2. at least twenty (20) Members are present at the meeting, those Members present are taken to constitute a quorum.

49. ADJOURNMENT OF GENERAL MEETING

- 49.1. The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 49.2. Without limiting sub-rule 49.1, a meeting may be adjourned:
 - 49.2.1. if there is insufficient time to deal with the business at hand; or
 - 49.2.2. to give the Members more time to consider an item of business.
- 49.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

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49.4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more, in which case notice of the meeting must be given in accordance with rule 47.

49.5. The adjourned meeting shall be held at a time to be determined by the Committee.

50. VOTING AT GENERAL MEETING

50.1. On any question arising at a General Meeting subject to sub-rule 50.5, each Member present and entitled to vote has one vote.

50.2. Except in the case of a Special Resolution, a motion is carried if a majority of the Members present and entitled to vote at a General Meeting vote in favour of the motion.

50.3. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.

50.4. If the question is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may vote.

50.5. For a person to be eligible to vote at a General Meeting as a Member, the Member must meet the requirements of rule 10.

51. WHEN SPECIAL RESOLUTIONS ARE REQUIRED

51.1. A Special Resolution is required if it is proposed at a General Meeting:

51.1.1. to affiliate the Association with another body; or

51.1.2. to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.

51.2. Sub-rule 51.1 does not limit the matters in relation to which a Special Resolution may be proposed.

52. DETERMINING WHETHER RESOLUTION CARRIED

52.1. In this rule subject to rule 54:

52.1.1. "poll" means the process of voting in relation to a matter that is conducted by a show of hands or other means of counting'.

52.2. Subject to sub-rule 52.4, the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:

52.2.1. carried; or

52.2.2. carried unanimously; or

52.2.3. carried by a particular majority; or

52.2.4. lost.

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- 52.3. If the resolution is a Special Resolution, the declaration under sub-rule 52.2 must identify the resolution as a Special Resolution.
- 52.4. If a poll is demanded on any question by the Chairperson of the meeting or by at least three (3) other Members present in person
- 52.4.1. the poll must be taken at the meeting in the manner determined by the Chairperson; and
 - 52.4.2. the Chairperson must declare the determination of the resolution on the basis of the poll.
- 52.5. If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
- 52.6. If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- 52.7. A declaration under sub-rule 52.2 or 52.4 must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

53. MINUTES OF GENERAL MEETING

- 53.1. The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General Meeting.
- 53.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 53.3. In addition, the minutes of each Annual General Meeting must record:
- 53.3.1. the names of the Members attending the meeting; and
 - 53.3.2. the Financial Statements or Financial Reports presented at the meeting, as referred to in sub-rule 45.1.2; and
 - 53.3.3. any report of the review or auditor's report on the Financial Statements or Financial Reports presented at the meeting, as referred to in sub-rule 45.1.2.
- 53.4. The minutes of a General Meeting must be entered in the Association's minute book within one hundred and eighty (180) days after the meeting is held.
- 53.5. The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by:
- 53.5.1. the Chairperson of the meeting; or
 - 53.5.2. the Chairperson of the next General Meeting.
- 53.6. When the minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
- 53.6.1. the meeting to which the minutes relate was duly convened and held;

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- 53.6.2. the matters recorded as having taken place at the meeting took place as recorded; and
- 53.6.3. any election or appointment purportedly made at the meeting was validly made.

TECHNOLOGY AND COMMUNICATION WITH MEMBERS

54. USE OF TECHNOLOGY FOR COMMUNICATION WITH MEMBERS

Communication with Members should, in addition to the postal service, employ broadly accessible contemporary digital media, social media, or other technology in aiming for timely and efficient information flow.

MANAGEMENT OF FUNDS

55. SOURCE OF FUNDS

The funds of the Association may be derived from annual membership fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

56. CONTROL OF FUNDS

- 56.1. The Association must open an account or accounts in the name of the Association with a financial institution or financial institutions from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- 56.2. Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Association.
- 56.3. The Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 56.4. All EFTPOS transactions, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - 56.4.1. Any two (2) of the following:
 - 56.4.1.1. President, Vice President, Secretary, or Treasurer or persons approved by a motion of the Committee.
- 56.5. All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.
- 56.6. The Committee shall put aside in a fund for repairs and maintenance of the Church such an amount which represents ten percent (10%) of the takings per year for the Cathedral of St Constantine and Helene with the expenditure determined by the Committee.

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57. FINANCIAL STATEMENTS AND FINANCIAL REPORTS

- 57.1. For each Financial Year, the Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the Financial Statements or Financial Reports of the Association are met.
- 57.2. Without limiting sub-rule 57.1, those requirements include:
- 57.2.1. the preparation of the Financial Report;
 - 57.2.2. the review or auditing of the Financial Statements or Financial Report, as applicable;
 - 57.2.3. the presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable; and
 - 57.2.4. the presentation to the Annual General Meeting of the review or auditor's report, as applicable, of the Financial Statements or Financial Report.

58. AUDITORS

- 58.1. The books of the Association and of each of its controlled entities shall be audited each year as at 31 December.
- 58.2. The auditors shall be such firm of duly qualified Accountants appointed by the Annual General Meeting for a maximum of three (3) years ("**Auditors**") and shall remain the Auditors for that period unless a motion to remove and replace the Auditors is passed at an Annual General Meeting. The Annual General Meeting may after three (3) years reappoint the Auditors or remove the Auditors and appoint new Auditors.

59. BY-LAWS

- 59.1. The Association may, by resolution at a General Meeting, make, amend or revoke By-Laws.
- 59.2. By-Laws may:
- 59.2.1. provide for the rights and obligations that apply to any classes of Membership approved under rule 6;
 - 59.2.2. subject to rule 65, impose restrictions on the Committee's powers, including the power to dispose of the Association's assets;
 - 59.2.3. impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association's accounts; and
 - 59.2.4. provide for any other matter the Association considers necessary or convenient to be dealt with in the By-Laws.
- 59.3. A By-Law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.

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- 59.4. Without limiting sub-rule 59.3, a By-Law made for the purposes of sub-rule 59.2.3 may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
- 59.5. At the request of a Member, the Association must make a copy of the By-Laws available for inspection by the Member.

60. EXECUTING DOCUMENTS AND COMMON SEAL

- 60.1. The Association may execute a document, without using a common seal, if the document is signed by:
- 60.1.1. two (2) Committee Members; or
 - 60.1.2. one (1) Committee Member and a person authorised by the Committee.
- 60.2. If the Association has a common seal:
- 60.2.1. the name of the Association must appear in legible characters on the common seal; and
 - 60.2.2. a document may only be sealed with the common seal by the authority of the Committee and in the presence of:
 - 60.2.2.1. two (2) Committee Members; or
 - 60.2.2.2. one (1) Committee Member and a person authorised by the Committee, and each of them is to sign the document to attest that the document was sealed in their presence.
- 60.3. The Secretary must make a written record of each use of the common seal.
- 60.4. The common seal must be kept in the custody of the Secretary or another Committee Member authorised by the Committee.

61. GIVING NOTICES TO MEMBERS

- 61.1. In this rule, "**recorded**" means recorded in the Register of Members.
- 61.2. A notice or other document that is to be given to a Member under these Rules is taken not to have been given to the Member unless it is in writing and:
- 61.2.1. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

62. CUSTODY OF BOOKS AND SECURITIES

- 62.1. Subject to sub-rule 62.2, the books and any securities of the Association must be kept in the Secretary's custody or under the Secretary's control.

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- 62.2. The financial records and, as applicable, the Financial Statements or Financial Reports of the Association must be kept in the Treasurer's custody or under the Treasurer's control.
- 62.3. Sub-rules 62.1 and 62.2 have effect except as otherwise decided by the Committee.
- 62.4. The books of the Association must be retained for at least 7 years.

63. RECORD OF OFFICE HOLDERS

The record of Committee Members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody or under the Secretary's control.

TRUSTEES POWERS AND DUTIES

64. TRUSTEES APPOINTMENT, DUTIES, POWERS AND RESPONSIBILITIES

64.1. Trustees – Appointment, Eligibility and Structure

- 64.1.1. There shall be five (5) Trustees of the Association elected by Members at an Annual General Meeting.
- 64.1.2. The term of office of a Trustee shall end in the fourth (4th) year following their election upon the election of their successor.
- 64.1.3. Members offering themselves for election as Trustee shall only be eligible if at the time of their appointment they have been a Member of the Association for at least seven (7) of the previous ten years (10), whether or not continuously.
- 64.1.4. A Trustee may not hold any other office in the Association or the Affiliates during their term as Trustee.
- 64.1.5. A retiring Trustee shall be eligible for re-election upon retirement.
- 64.1.6. The Trustees shall elect a Chair of Trustees from amongst themselves.
- 64.1.7. The Trustees shall meet as often as is reasonably necessary for them to discharge their duties.
- 64.1.8. All decisions by the Trustees shall be by simple majority.
- 64.1.9. A quorum of three (3) Trustees must be present for a meeting to proceed.
- 64.1.10. The Chair of Trustees shall be responsible for the recording of the minutes of all meetings of the Trustees. A copy of the minutes of the meetings of the Trustees shall be supplied to the Committee no later than fourteen (14) days after any such meeting.

64.2. Duties of the Trustees

- 64.2.1. The duties of the Trustees shall be to:

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- 64.2.1.1. ensure that the Committee complies with the Constitution and the statutes under which it and the Affiliates operate;
 - 64.2.1.2. safeguard the interests of the Association in accordance with the objects of the Association; and
 - 64.2.1.3. safeguard the interests and rights of the Members under the Constitution.
- 64.3. Powers and Responsibilities of the Trustees
- 64.3.1. In carrying out the duties referred to in sub-rule 64.2, the Trustees shall have the power to:
 - 64.3.1.1. receive notice of and be heard at meetings of the Committee when requested by the Trustees, regarding matters referred to in sub-rule 64.2;
 - 64.3.1.2. submit written concerns or recommendations relating to matters referred to in sub-rule 64.2 to the Committee for its consideration. The Committee shall respond to such submissions;
 - 64.3.1.3. request in writing to the Committee to be given access to the books and documents of the Association. The Committee will respond to such request; and
 - 64.3.1.4. request in writing to the Association to have access to the books of the Association, including all minute books, so far as such books and records are in the possession or control of the Association. The Association will respond to such request.
- 64.4. Retirement and replacement of Trustees
- 64.4.1. A Trustee shall be deemed to have vacated their office immediately upon sending notice of their resignation in writing to the other Trustees or upon their ceasing to hold the qualifications prescribed herein.
 - 64.4.2. A Trustee may only be removed from office by resolution of a General Meeting.
 - 64.4.3. If a Trustee resigns, is deemed to resign because he or she ceases to hold the prescribed qualifications, is removed under sub-rule 64.4.2 or a vacancy occurs for any other reason, the Committee shall appoint a Member duly qualified to act as a Trustee to serve out the remainder of the term of the Trustee they are replacing.
- 64.5. Request for documents and confidentiality
- 64.5.1. A request for documents or information by the Trustees pursuant to sub-rules 64.3.1.3 and 64.3.1.4 shall be in writing, set out the documents and information requested and the reasons for such request.
 - 64.5.2. The Trustees shall be required to comply with any confidentiality or privacy restrictions applicable to the Committee in respect of any documents or information given to the Trustees in accordance with these provisions.

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PROPERTY AND RELIGIOUS MATTERS

65. REAL PROPERTY

- 65.1. The real property upon which is constructed the Greek Orthodox Cathedral of St Constantine and Helene shall never be sold, leased, mortgaged or otherwise encumbered.
- 65.2. The real properties adjoining the Greek Orthodox Cathedral of St Constantine and Helene and the property situated at the corner of Francis and Parker Streets being No 115 Francis Street and known as the rectory, may be disposed of only by a motion carried by a five-sixths (5/6) majority of all Members after considering advice from the Trustees in a report that addresses appropriate standards of probity, sound risk management and due diligence in the sale process and the acceptability of the net financial outcome of such sale or sales.
- 65.3. Any other real property owned by the Association may be disposed of by a majority resolution at a General Meeting after considering advice from the Trustees as set out in 65.2.

66. RELIGIOUS MATTERS

- 66.1. The Priest who is engaged in or about the religious or spiritual affairs of the Church shall be appointed by the Archbishop of the Greek Orthodox Archdiocese of Australia in consultation with the Committee. Such services can be terminated by the Committee in consultation with the Archbishop.
- 66.2. The Committee shall at all times refer serious and important ecclesiastical matters of the Greek Orthodox Christian Faith to the Archbishop and must at all times act in the said matters in accordance with his directions.
- 66.3. The Priest shall be responsible to the Archdiocese and Committee for the due performance and discharge by himself and his assistants all his and their ecclesiastical duties.
- 66.4. The administrative responsibilities of the Priest shall include the registration of baptisms, weddings, funerals and the issue of the necessary certificates.
- 66.5. The welfare duties of the Priest and his assistants shall be determined from time to time by the Committee and shall unless otherwise determined be to take an active part in Association welfare activities and to visit people who are sick, in prison or in necessitous circumstances and to offer such help, comfort and advice to them as he is able.
- 66.6. Any proposed alteration to or disposal of the assets, articles, paraphernalia, furnishing or structures of the Cathedral of St Constantine and Helene, inclusive of purchases and donations, shall be referred in writing to the Committee for approval before the alteration or disposal commences. The

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alteration or disposal shall then be catalogued and recorded in a register of Church assets and articles.

BUSINESS MATTERS

67. INSPECTION OF RECORDS AND DOCUMENTS

- 67.1. Sub-rule 67.2 applies to a Member who wants to inspect —
- 67.1.1. the Register of Members under section 54(1) of the Act; or
 - 67.1.2. the record of the names and addresses of Committee Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - 67.1.3. any other record or document of the Association subject to the Committee's right to refuse inspection where it deems that the document is of a confidential nature.
- 67.2. The Member must contact the Secretary to make the necessary arrangements for the inspection.
- 67.2.1. The Member must in writing provide the Secretary with the purpose of their request regarding any record or document requested under sub-rule 67.1.3.
- 67.3. The inspection must be free of charge.
- 67.4. If the Member wants to inspect a document that records the minutes of a Committee Meeting, the right to inspect that document is subject to any decision the Committee has made about minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, being available for inspection by Members.
- 67.5. The Member may make a copy of or take an extract from a record or document referred to in sub-rule 67.1.3 but does not have a right to remove the record or document for that purpose.
- 67.6. The Member must not use or disclose information in a record or document referred to in sub-rule 67.1.3. except for a purpose:
- 67.6.1. that is directly connected with the affairs of the Association; or
 - 67.6.2. that is related to complying with a requirement of the Act.

**68. PUBLICATION BY COMMITTEE MEMBERS OF STATEMENTS ABOUT ASSOCIATED
BUSINESS PROHIBITED**

- 68.1. A Committee Member must not publish, divulge or cause to be published or divulged, any statement about the business conducted by the Association at a General Meeting or Committee Meeting or from the records of, or transactions of, or deliberations of any business of the Association unless:
- 68.1.1. the Committee Member has been authorised to do so at a Committee Meeting; and

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- 68.1.2. the authority given to the Committee Member has been recorded in the minutes of the Committee Meeting at which it was given.

WINDING UP

**69. DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR
WINDING UP**

69.1. In this rule:

69.1.1. **surplus property**, in relation to the Association, means property remaining after satisfaction of:

69.1.1.1. the debts and liabilities of the Association; and

69.1.1.2. the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

69.2. The Association shall be deemed to exist as long as there are seven (7) financial Members thereof.

69.3. On the cancellation of the incorporation or the winding up of the Association, its surplus property and assets shall vest in the Greek Orthodox Archdiocese of Australia Property Trust to use such assets for such charitable and/or benevolent purposes having public benefit in the State of Western Australia as the said body shall think fit.

RULES

70. ALTERATION OF RULES

70.1. If the Association wants to alter or rescind any of these Rules, or to make additional rules, the Association may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.

70.2. Save for rule 65, any of these Rules may from time to time be amended or altered, retracted or added to by a resolution passed by not less than a seventy-five percent (75%) majority of the Members at a General Meeting, provided notice of such amendments, alterations, retractions or additions are presented as motions in writing to the Secretary at least thirty-five (35) days prior to such meetings. All motions for amendments, alterations, retractions or additions must be circulated to all financial Members with a notice of the General Meeting.

DONORS AND BENEFACTORS

71. DONOR AND BENEFACTORS

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- 71.1. The Association shall honour its benefactors and donors by declaring them to be either:
- 71.1.1. **Donors** where the donation of the sum is equal to or exceeding ONE THOUSAND DOLLARS (\$1,000.00) but less than TEN THOUSAND DOLLARS (\$10,000.00);
 - 71.1.2. **Great Donors** where the sum donated is equal to or exceeding TEN THOUSAND DOLLARS (\$10,000.00) but less than ONE HUNDRED THOUSAND DOLLARS (\$100,000.00);
 - 71.1.3. **Benefactors** where the sum donated is equal to or exceeding ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) but less than TWO HUNDRED and FIFTY THOUSAND DOLLARS (\$250,000.00); or
 - 71.1.4. **Great Benefactors** where the sum donated is equal to or exceeding TWO HUNDRED and FIFTY THOUSAND DOLLARS (\$250,000.00).
- 71.2. Donors, Great Donors and Benefactors to the Association shall be issued with an appropriate Certificate acknowledging their donations. Great Benefactors to the Association shall be acknowledged by having their name engraved on the Board provided for that purpose in the Greek Orthodox Cathedral of St Constantine and Helene.

INDEMNITY AND INSURANCE

72. INDEMNITY AND INSURANCE

- 72.1. The Association shall indemnify every Office Holder and Trustee of the Association against all liability, loss, costs and expenses which they incur or suffer by reason of any act or thing done by them as an Office Holder or Trustee of the Association, as the case may be, or in any way in the discharge of their duties, including (but without limiting the generality of the foregoing) travelling expenses or expenses incurred in defending any proceedings whether civil or criminal in which judgement is given in their favour or in which they are acquitted.
- 72.2. An Office Holder, Trustee, or officer is not liable for any other loss, damage or misfortune whatever which happens in the execution of their duties or in relation thereto unless it happens through their own dishonesty, wilful negligence, default, breach of duty or breach of trust.
- 72.3. The Association shall procure and maintain such insurance as is necessary to protect Office Holders, Committee Members and Trustees from any action brought against them consequent to the conduct of their responsibilities under this Constitution, the Act and other legislation applicable to the Association and the Affiliates.