

**CONSTITUTION OF
THE HELLENIC COMMUNITY
BENEVOLENT ASSOCIATION
INCORPORATED**

ABN 14 509 059 060

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"THE HELLENIC COMMUNITY BENEVOLENT ASSOCIATION"**

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**CONSTITUTION OF
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1. NAME

- 1.1. The name of this Association shall be **“The Hellenic Community Benevolent Association 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;

Affiliation means the affiliation described under rule 5;

Aged Care Facility means the Hellenic Community Aged Care located at 2B Hellenic Drive, Dianella, Western Australia 6059;

Annual Balance Sheet means the annual balance sheet required to be provided to the Annual General Meeting under rule 31;

Annual General Meeting means the annual general meeting held by the Association under rule 31;

Association means The Hellenic Community Benevolent Association 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 45;

Chairperson means the person nominated to chair a Committee Meeting;

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

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Committee means the management committee of the Association comprising the members of the Governing Body Committee from time to time;

Committee Meeting means a meeting of the Committee;

Committee Member means a member of the Committee under rule 11;

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;

Governing Body and **Community** means the Hellenic Community of Western Australia Incorporated;

Governing Body Committee means the committee of the Governing Body;

Governing Body Member means a member of the committee of the Governing Body;

Members means the members of the Association under rule 7;

Register of Members means the register referred to in rule 9 and in accordance with section 53 of the Act;

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

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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 29;

Subcommittee means a subcommittee appointed by the Committee under rule 29;

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.

3. OBJECTS

- 3.1. The objects for which this Association is established are for the relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness of aged and frail persons, including but not limited to, every person of Greek Orthodox Faith and/or of Greek origin or descent and to the spouse and children of such persons.
- 3.2. Without limiting the generality of the foregoing, the objects shall include the building and management of facilities for the care of aged persons.

4. FINANCIAL YEAR

The financial year of the Association is 1 July to 30 June.

5. AFFILIATION

The Association shall be affiliated with The Hellenic Community of Western Australia Incorporated.

6. NOT-FOR-PROFIT BODY

- 6.1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association 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.
- 6.2. A payment may be made to a Member out of the funds of the Association only if it is authorised under sub-rule 6.3.
- 6.3. A payment to a Member out of the funds of the Association is authorised if it is —

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- 6.3.1. 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
- 6.3.2. 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
- 6.3.3. the payment of reasonable rent to the Member for premises leased by the Member to the Association; or
- 6.3.4. the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

MEMBERSHIP

7. MEMBERS

- 7.1. The Members of the Association shall be the members of the Committee for the time being.
- 7.2. 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.
- 7.3. The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and By-laws (if any).

8. RIGHTS NOT TRANSFERABLE

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

9. REGISTER OF MEMBERS

- 9.1. 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.
- 9.2. 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.
- 9.3. The Register of Members must be kept at a place determined by the Committee.

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- 9.4. A Member who wishes to inspect the Register of Members must contact the Secretary to make the necessary arrangements.
- 9.5. 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;
 - 9.5.1. 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.

COMMITTEE, OFFICE HOLDERS AND DUTIES

10. COMMITTEE

- 10.1. The management of the Association shall be vested in the Committee of twelve (12) Committee Members consisting of President, Vice President, Treasurer, Secretary and eight (8) Members whose term of office shall be in accordance with sub-rule 10.2.
- 10.2. The composition of the Committee will change in accordance with any change in membership of the Governing Body Committee.
- 10.3. 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.
- 10.4. The Committee must take all reasonable steps to ensure that the Association complies with the Act, these Rules and the By-Laws (if any).
- 10.5. Committee Members and office holder’s duties are to be interpreted consistently with Divisions 2 and 3 of Part 4 of the Act.
- 10.6. The Committee shall ensure that due diligence and sound risk management are adhered to in the general conduct of the business of the Association;
- 10.7. 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 and their businesses.

11. COMMITTEE MEMBERS

- 11.1. The Committee Members consist of —

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- 11.1.1. the Office Holders of the Association; and
- 11.1.2. Committee Members.
- 11.2. There will be a maximum of twelve (12) Committee Members including four (4) Office Holders of the Association.
- 11.3. The Office Holders of the Association will be –
 - 11.3.1. the President;
 - 11.3.2. the Vice President;
 - 11.3.3. the Secretary; and
 - 11.3.4. the Treasurer.(together the “**Office Holders**”)
- 11.4. A person may only be a Committee Member if the person is a member of the Governing Body Committee.
- 11.5. A person must not hold two (2) or more of the offices mentioned in sub-rule 11.2 at the same time.

12. PRESIDENT

- 12.1. 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.
- 12.2. 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.
- 12.3. 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.

13. VICE PRESIDENT

- 13.1. 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.
- 13.2. 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.

14. SECRETARY

The Secretary has the following duties:

- 14.1. Dealing with the Association’s correspondence;
- 14.2. Consulting with the President regarding the business to be conducted at each Committee meeting and General Meeting;
- 14.3. Preparing the notices required for meetings and for the business to be conducted at meetings;

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- 14.4. 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;
- 14.5. Maintaining on behalf of the Association an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- 14.6. 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;
- 14.7. Maintaining an accurate register of all classes of Membership;
- 14.8. 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;
- 14.9. Maintaining full and accurate minutes of Committee Meetings and General Meetings;
- 14.10. Delivering to their successor in proper order all documents and other items in their charge and received in the course of their duties; and
- 14.11. Carrying out any other duty given to the Secretary under these Rules or by the Committee.

15. TREASURER

The Treasurer has the following duties:

- 15.1. Ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association’s name;
- 15.2. Ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Committee;
- 15.3. 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;
- 15.4. Ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- 15.5. Ensuring the safe custody of the Association’s Financial Records, Financial Statements and Financial Reports, as applicable to the Association;
- 15.6. Coordinating the preparation of the Association’s Financial Report before its submission to the Association’s Annual General Meeting;
- 15.7. 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;
- 15.8. 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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- 15.9. 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;
- 15.10. Delivering to their successor in proper order everything relating to the financial affairs of the Association; and
- 15.11. Carrying out any other duty given to the Treasurer under these Rules or by the Committee.

16. HOW MEMBERS BECOME COMMITTEE MEMBERS

- 16.1. A Member becomes a Committee Member if the Member:
 - 16.1.1. Is elected to the Committee at the elections carried out by the Community; or
 - 16.1.2. Is appointed to the Committee by the Committee to fill a casual vacancy under rule 20.

COMMITTEES AND COMMITTEE MEMBERS

17. TERM OF OFFICE FOR COMMITTEE MEMBERS

- 17.1. The term of office of a Committee Member begins when the Member:
 - 17.1.1. is elected under rule 16; or
 - 17.1.2. is appointed to fill a casual vacancy under rule 20.
- 17.2. Subject to sub-rule 19.1, a Committee Member holds office until the election of their successors.
- 17.3. A Committee Member may be re-elected.

18. RESIGNATION AND REMOVAL FROM OFFICE

- 18.1. 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.
- 18.2. The resignation takes effect:
 - 18.2.1. when the notice is received by the Secretary or President; or
 - 18.2.2. if a later time is stated in the notice, at the later time.
- 18.3. At a General Meeting, the Association may by Special Resolution:
 - 18.3.1. remove a Committee Member from office; and
 - 18.3.2. elect a Member to Committee who is eligible under sub-rule 11.4 to fill the vacant position.
- 18.4. A Committee Member who is the subject of a proposed resolution under sub-rule 18.1 may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the Members.

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18.5. 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.

19. WHEN MEMBERSHIP OF COMMITTEE CEASES

19.1. A person ceases to be a Committee Member if the person:

- 19.1.1. dies or otherwise ceases to be a Member; or
- 19.1.2. resigns from the Committee or is removed from office under rule 18; or
- 19.1.3. becomes ineligible to accept an appointment or act as a Committee Member under section 39 of the Act; or
- 19.1.4. becomes permanently unable to act as a Committee Member because of a mental or physical disability; or
- 19.1.5. 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.

20. FILLING CASUAL VACANCIES

20.1. The Committee may appoint a Governing Body Member who is eligible under sub-rule 11.4 to fill a position on the Committee that:

- 20.1.1. has become vacant under rule 17; or
- 20.1.2. was not filled by election at the most recent election or under sub-rule 18.3.2 provided 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.

20.2. If the position of Secretary becomes vacant, the Committee must appoint a Committee Member who is eligible under sub-rule 11.4 to fill the position within fourteen (14) days after the vacancy arises.

20.3. Subject to the requirement for a quorum under rule 26, the Committee may continue to act despite any vacancy in its Membership.

20.4. If there are fewer Committee Members than required for a quorum under rule 26, the Committee may act only for the purpose of:

- 20.4.1. appointing Committee Members under this rule; or
- 20.4.2. convening a General Meeting.

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21. 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.

22. PAYMENTS TO COMMITTEE MEMBERS

22.1. In this rule —

22.1.1. **Committee Member** includes a Subcommittee Member;

22.1.2. **Committee Meeting** includes a meeting of a Subcommittee.

22.2. 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 —

22.2.1. in attending a Committee Meeting or

22.2.2. in attending a General Meeting; or

22.2.3. otherwise in connection with the Association’s business.

23. COMMITTEE MEETINGS

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

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

24. NOTICE OF COMMITTEE MEETINGS

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

24.2. 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.

24.3. Subject to sub-rule 24.4, the only business that may be conducted at the meeting is the business described in the notice.

24.4. 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.

25. PROCEDURE AND ORDER OF BUSINESS

25.1. The President or, in the President’s absence, the Vice President must preside as Chairperson of each Committee Meeting.

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- 25.2. 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.
- 25.3. The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
- 25.4. The order of business at a Committee Meeting may be determined by the Committee Members at the meeting.
- 25.5. A Member or other person who is not a Committee Member may attend a Committee Meeting if invited to do so by the Committee.
- 25.6. A person invited under sub-rule 25.5 to attend a Committee Meeting:
 - 25.6.1. has no right to any agenda, minutes or other document circulated at the meeting;
 - 25.6.2. must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
 - 25.6.3. cannot vote on any matter that is to be decided at the meeting.

CONDUCT OF COMMITTEE MEETINGS

26. QUORUM FOR COMMITTEE MEETINGS

- 26.1. Subject to sub-rule 20.4, no business is to be conducted at a Committee Meeting unless a quorum of seven (7) Committee Members is present.
- 26.2. If a quorum is not present within thirty (30) minutes after the notified commencement time of a Committee Meeting:
 - 26.2.1. in the case of a special meeting, the meeting lapses; or
 - 26.2.2. otherwise, the meeting is adjourned to the same time, day and place in the following week.
- 26.3. If:
 - 26.3.1. a quorum is not present within thirty (30) minutes after the commencement time of a Committee meeting held under sub-rule 26.2.2; and
 - 26.3.2. at least 3 Committee Members are present at the meetingthose Members present are taken to constitute a quorum.

27. VOTING AT COMMITTEE MEETINGS

- 27.1. Each Committee Member present at a Committee Meeting has one vote on any question arising at the meeting.

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- 27.2. A motion is carried if a majority of the Committee Members present at the Committee Meeting vote in favour of the motion.
- 27.3. If the votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 27.4. 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.
- 27.5. If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

28. MINUTES OF COMMITTEE MEETINGS

- 28.1. The Committee must ensure that minutes are taken and kept of each Committee Meeting.
- 28.2. The minutes must record the following:
 - 28.2.1. the names of the Committee Members present at the meeting;
 - 28.2.2. the name of any person attending the meeting under sub-rule 25.5;
 - 28.2.3. the business considered at the meeting; and
 - 28.2.4. any motion on which a vote is taken at the meeting and the result of the vote.
- 28.3. The minutes of a Committee Meeting must be entered in the Association’s minute book within thirty (30) days after the meeting is held.
- 28.4. The Chairperson must ensure that the minutes of a Committee Meeting are reviewed and signed as correct by:
 - 28.4.1. the Chairperson of the meeting; or
 - 28.4.2. the Chairperson of the next Committee meeting.
- 28.5. When the minutes of a Committee Meeting have been signed as correct, they are until the contrary is proved, evidence that:
 - 28.5.1. the meeting to which the minutes relate was duly convened and held;
 - 28.5.2. the matters recorded as having taken place at the meeting took place as recorded; and
 - 28.5.3. any appointment purportedly made at the meeting was validly made.

29. SUBCOMMITTEES AND SUBSIDIARY OFFICES

- 29.1. To help the Committee in the conduct of the Association’s business, the Committee may, in writing, do either or both of the following —
 - 29.1.1. appoint one or more Subcommittees;
 - 29.1.2. create one or more Subsidiary Offices and appoint people to those offices.

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- 29.2. A Subcommittee may consist of the number of people, whether or not Members, that the Committee considers appropriate (“**Subcommittee Members**”).
- 29.3. A person may be appointed to a Subsidiary Office whether or not the person is a Member (“**Subsidiary Office Holders**”).
- 29.4. Subject to any directions given by the Committee:
- 29.4.1. a Subcommittee may meet and conduct business as it considers appropriate; and
 - 29.4.2. a Subsidiary Office Holder may carry out the functions given to the holder as the holder considers appropriate.
- 29.5. 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.

30. DELEGATION TO SUBCOMMITTEES AND SUBSIDIARY OFFICES

- 30.1. In this rule
- 30.1.1. **non-delegable duty** means a duty imposed on the Committee by the Act or another written law.
- 30.2. 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:
- 30.2.1. the power to delegate; and
 - 30.2.2. a non-delegable duty.
- 30.3. A power or duty, the exercise or performance of which has been delegated to a Subcommittee or 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.
- 30.4. All delegations to Subcommittees or Subsidiary Office Holders, unless terminated earlier, shall terminate thirty (30) days after the elections.
- 30.5. The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.
- 30.6. 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.
- 30.7. The Committee may, in writing, amend or revoke the delegation.
- 30.8. Subject to sub-rule 30.4, 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.

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CONDUCT OF MEMBERS MEETINGS

31. ANNUAL GENERAL MEETING

- 31.1. 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:
- 31.1.1. 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.
 - 31.1.2. 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.
 - 31.1.3. The election of the auditors.
 - 31.1.4. Any special business of which notice has been given or which is brought forward by the Committee.
 - 31.1.5. General Business.
- 31.2. Any notices of motion must be submitted to the Secretary by no later than twenty-one (21) days before the meeting date.
- 31.3. 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).

32. SPECIAL GENERAL MEETINGS

- 32.1. The Committee may convene a Special General Meeting.
- 32.2. The Committee may by notice in writing signed by two thirds (2/3) of its 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.
- 32.3. The Committee must convene a Special General Meeting if at least seven (7) of the Members require a Special General Meeting to be convened.
- 32.4. The Members requiring a Special General Meeting to be convened must:
- 32.4.1. make the requirement by written notice given to the Secretary;
 - 32.4.2. state in the notice the business to be considered at the meeting; and
 - 32.4.3. each sign the notice.
- 32.5. The Special General Meeting must be convened within twenty-one (21) days after notice is given under sub-rule 32.4.1.

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- 32.6. 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.
- 32.7. A Special General Meeting convened by Members under sub-rule 32.6:
- 32.7.1. must be held within three (3) months after the date the original requirement was made; and
 - 32.7.2. may only consider the business stated in the notice by which the requirement was made.
- 32.8. The Association must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under sub-rule 32.6.
- 32.9. 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.

33. NOTICE OF GENERAL MEETINGS

- 33.1. The Secretary or, in the case of a Special General Meeting convened under sub-rule 32.6, the Members convening the meeting, must give to each Member forty-two (42) days' notice of a General Meeting.
- 33.2. The notice must:
- 33.2.1. specify the date, time and place of the meeting;
 - 33.2.2. indicate the general nature of each item of business to be considered at the meeting; and
 - 33.2.3. if a Special Resolution is proposed:
 - 33.2.3.1. set out the wording of the proposed resolution as required by section 51(4) of the Act; and
 - 33.2.3.2. state that the resolution is intended to be proposed as a Special Resolution.

34. PRESIDING MEMBER AND QUORUM FOR GENERAL MEETINGS

- 34.1. The President or, in the President's absence, the Vice President must preside as Chairperson of each General Meeting.
- 34.2. 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.
- 34.3. No business is to be conducted at a General Meeting unless a quorum of seven (7) Members entitled to vote at the date the notice of meeting was sent to Members is present.

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34.4. If a quorum is not present within thirty (30) minutes after the notified commencement time of a General Meeting:

34.4.1. in the case of a Special General Meeting, the meeting lapses; or

34.4.2. in the case of the Annual General Meeting, the meeting is adjourned to:

34.4.2.1. the same time and day in the following week; and

34.4.2.2. 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.

34.5. If:

34.5.1. a quorum is not present within thirty (30) minutes after the commencement time of an Annual General Meeting held under sub-rule 34.4.2; and

34.5.2. at least seven (7) Members are present at the meeting, those Members present are taken to constitute a quorum.

35. ADJOURNMENT OF GENERAL MEETING

35.1. 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.

35.2. Without limiting sub-rule 35.1, a meeting may be adjourned:

35.2.1. if there is insufficient time to deal with the business at hand; or

35.2.2. to give the Members more time to consider an item of business.

35.3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

35.4. 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 33.

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

36. VOTING AT GENERAL MEETING

36.1. On any question arising at a General Meeting subject to sub-rule 36.5, each Member present and entitled to vote has one vote.

36.2. 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.

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- 36.3. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- 36.4. 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.
- 36.5. For a person to be eligible to vote at a General Meeting as a Member, the Member must meet the requirements of rule 7.

37. WHEN SPECIAL RESOLUTIONS ARE REQUIRED

- 37.1. A Special Resolution is required if it is proposed at a General Meeting:
 - 37.1.1. to affiliate the Association with another body; or
 - 37.1.2. to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- 37.2. Sub-rule 37.1 does not limit the matters in relation to which a Special Resolution may be proposed.

38. DETERMINING WHETHER RESOLUTION CARRIED

- 38.1. In this rule subject to rule 40:
 - 38.1.1. “**poll**” means the process of voting in relation to a matter that is conducted by a show of hands or other means of counting’.
- 38.2. Subject to sub-rule 38.4, 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:
 - 38.2.1. carried; or
 - 38.2.2. carried unanimously; or
 - 38.2.3. carried by a particular majority; or
 - 38.2.4. lost.
- 38.3. If the resolution is a Special Resolution, the declaration under sub-rule 38.2 must identify the resolution as a Special Resolution.
- 38.4. 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
 - 38.4.1. the poll must be taken at the meeting in the manner determined by the Chairperson; and
 - 38.4.2. the Chairperson must declare the determination of the resolution on the basis of the poll.
- 38.5. If a poll is demanded on the election of the Chairperson or on a question of an adjournment, the poll must be taken immediately.
- 38.6. 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.

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38.7. A declaration under sub-rule 38.2 or 38.4 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.

39. MINUTES OF GENERAL MEETING

39.1. The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each General Meeting.

39.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

39.3. In addition, the minutes of each Annual General Meeting must record:

39.3.1. the names of the Members attending the meeting; and

39.3.2. the Financial Statements or Financial Reports presented at the meeting, as referred to in sub-rule 31.1.2; and

39.3.3. 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 31.1.2.

39.4. 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.

39.5. The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by:

39.5.1. the Chairperson of the meeting; or

39.5.2. the Chairperson of the next General Meeting.

39.6. 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:

39.6.1. the meeting to which the minutes relate was duly convened and held;

39.6.2. the matters recorded as having taken place at the meeting took place as recorded; and

39.6.3. any election or appointment purportedly made at the meeting was validly made.

TECHNOLOGY AND COMMUNICATION WITH MEMBERS

40. 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

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41. SOURCE OF FUNDS

The funds of the Association may be derived from residents of the facilities owned and operated by the Association, State and Commonwealth government funding, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

42. CONTROL OF FUNDS

- 42.1. 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.
- 42.2. Subject to any restrictions imposed at a General Meeting, the Committee may approve expenditure on behalf of the Association.
- 42.3. 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.
- 42.4. All EFTPOS transactions, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by any two (2) of the following:
 - 42.4.1. President, Vice President, Secretary, or Treasurer or persons approved by a motion of the Committee.
- 42.5. All funds of the Association must be deposited into the Association’s account within five (5) working days after their receipt.

43. FINANCIAL STATEMENTS AND FINANCIAL REPORTS

- 43.1. 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.
- 43.2. Without limiting sub-rule 43.1, those requirements include:
 - 43.2.1. the preparation of the Financial Report;
 - 43.2.2. the review or auditing of the Financial Statements or Financial Report, as applicable;
 - 43.2.3. the presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable; and
 - 43.2.4. the presentation to the Annual General Meeting of the review or auditor’s report, as applicable, of the Financial Statements or Financial Report.

44. AUDITORS

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- 44.1. The books of the Association and of each of its controlled entities shall be audited each year as at 31 December.
- 44.2. 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.

45. BY-LAWS

- 45.1. The Association may, by resolution at a General Meeting, make, amend or revoke By-Laws.
- 45.2. By-Laws may:
- 45.2.1. provide for the rights and obligations that apply to any classes of Membership approved under rule 7;
 - 45.2.2. impose restrictions on the Committee’s powers, including the power to dispose of the Association’s assets;
 - 45.2.3. impose requirements relating to the financial reporting and financial accountability of the Association and the auditing of the Association’s accounts; and
 - 45.2.4. provide for any other matter the Association considers necessary or convenient to be dealt with in the By-Laws.
- 45.3. A By-Law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.
- 45.4. Without limiting sub-rule 45.3, a By-Law made for the purposes of sub-rule 45.2.3 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.
- 45.5. At the request of a Member, the Association must make a copy of the By-Laws available for inspection by the Member.

46. EXECUTING DOCUMENTS AND COMMON SEAL

- 46.1. The Association may execute a document, without using a common seal, if the document is signed by:
- 46.1.1. two (2) Committee Members; or
 - 46.1.2. one (1) Committee Member and a person authorised by the Committee.
- 46.2. If the Association has a common seal:
- 46.2.1. the name of the Association must appear in legible characters on the common seal; and

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46.2.2. a document may only be sealed with the common seal by the authority of the Committee and in the presence of:

46.2.2.1. two (2) Committee Members; or

46.2.2.2. 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.

46.3. The Secretary must make a written record of each use of the common seal.

46.4. The common seal must be kept in the custody of the Secretary or another Committee Member authorised by the Committee.

47. GIVING NOTICES TO MEMBERS

47.1. In this rule, “**recorded**” means recorded in the Register of Members.

47.2. 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:

47.2.1. sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the Member.

48. CUSTODY OF BOOKS AND SECURITIES

48.1. Subject to sub-rule 48.2, the books and any securities of the Association must be kept in the Secretary’s custody or under the Secretary’s control.

48.2. 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.

48.3. Sub-rules 48.1 and 48.2 have effect except as otherwise decided by the Committee.

48.4. The books of the Association must be retained for at least 7 years.

49. 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.

PROPERTY

50. PROPERTY

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Any proposal to sell, transfer, lease, or otherwise dispose of any land, buildings, or licences owned by the Association shall have no effect unless it has been approved by a seventy-five percent (75%) majority of the Members of the Governing Body present at a General Meeting of the Governing Body and entitled to vote.

BUSINESS MATTERS

51. EMPLOYEES

51.1 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.

51.2 No employee or contractor of the Association 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 Association

52. INSPECTION OF RECORDS AND DOCUMENTS

52.1. Sub-rule 52.2 applies to a Member who wants to inspect —

52.1.1. the Register of Members under section 54(1) of the Act; or

52.1.2. 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

52.1.3. 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.

52.2. The Member must contact the Secretary to make the necessary arrangements for the inspection.

52.2.1. The Member must in writing provide the Secretary with the purpose of their request regarding any record or document requested under sub-rule 52.1.3.

52.3. The inspection must be free of charge.

52.4. 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. When the Committee refuses to make available the minutes or any part of them, the Committee must advise the Member within fourteen (14) days of the request for inspection of the reasons for its refusal.

52.5. The Member may make a copy of or take an extract from a record or document referred to in sub-rule 52.1.3 but does not have a right to remove the record or document for that purpose.

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- 52.6. The Member must not use or disclose information in a record or document referred to in sub-rule 52.1.3. except for a purpose:
- 52.6.1. that is directly connected with the affairs of the Association; or
 - 52.6.2. that is related to complying with a requirement of the Act.

53. PUBLICATION BY COMMITTEE MEMBERS OF STATEMENTS ABOUT ASSOCIATED BUSINESS PROHIBITED

- 53.1. 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:
- 53.1.1. the Committee Member has been authorised to do so at a Committee Meeting; and
 - 53.1.2. the authority given to the Committee Member has been recorded in the minutes of the Committee Meeting at which it was given.

WINDING UP

54. DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP

- 54.1. In this rule:
- 54.1.1. **surplus property**, in relation to the Association, means property remaining after satisfaction of:
 - 54.1.1.1. the debts and liabilities of the Association; and
 - 54.1.1.2. 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.
- 54.2. The Association shall be deemed to exist as long as there are seven (7) financial Members thereof.
- 54.3. On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed either:
- 54.3.1. to the Hellenic Community of Western Australia; or
 - 54.3.2. as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

RULES

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55. ALTERATION OF RULES

- 55.1. 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.
- 55.2. Any of these Rules may from time to time be amended or altered, retracted or added to by 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.
- 55.3 A resolution passed pursuant to this clause shall have no effect unless notice has been given of the General Meeting specifying the intention to propose the resolution as a special resolution and until the resolution is passed by a simple majority of the members at a General Meeting of the Community.

INDEMNITY AND INSURANCE

56. INDEMNITY AND INSURANCE

- 56.1. The Association shall indemnify every Office Holder 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 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.
- 56.2. An Office Holder 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.
- 56.3. The Association shall procure and maintain such insurance as is necessary to protect Office Holders and Committee Members 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.