



## NOTICE OF SPECIAL GENERAL MEETING

Notice is hereby given that a Special General Meeting (**SGM**) of The Greek Orthodox Community of Melbourne and Victoria ACN 004 258 360 (the **Community**) will be held at **5pm** on **Sunday 21 July 2024** at **Alphington Grammar, Old Heidelberg Rd, Alphington**.

### ITEMS OF BUSINESS – PROPOSED AMENDMENTS TO THE CONSTITUTION

**1 Preliminary amendment**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:  
*THAT Article 60 in the current Constitution of the Community is modified with immediate effect by deleting the words '(save and except Clauses 3 and 4 which shall be unalterable)'.*

**2 Adoption of replacement Constitution**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:  
*THAT the current Constitution of the Community is hereby repealed and replaced with immediate effect with the Constitution tabled by the Chairman of the SGM, and initialled by the Chairman at the SGM for the purposes of identification.*

**3 Approval of certain amendments proposed by Members in 2023**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:  
*THAT the current Constitution of the Community is amended in the manner indicated by the mark-ups in the version of the Constitution tabled by the Chairman of the SGM, and initialled by the Chairman at the SGM for the purposes of identification.*

Please note the following important information in relation to the SGM:

- **Further information** – detailed information on each of the proposed special resolutions is included in the Explanatory Memorandum accompanying this Notice of SGM.
- **Interrelationship between the proposals** – if:
  - (i) the special resolution in item 1 is not passed – the special resolutions in items 2 and 3 will be withdrawn; and
  - (ii) the special resolution in item 2 is not passed – the special resolution in item 3 will be withdrawn.
- **Approval threshold** – to be passed, a special resolution must receive the approval of at least 75% of the votes cast on that resolution.
- **No changes to the proposals** – it not permissible to make changes to the proposed special resolutions or to the text of any of the proposed amendments.
- **No proxies** – proxies are not permitted in relation to the SGM.

**BY ORDER OF THE BOARD**



**Nikos Koukouvitakis**

Hon Secretary  
The Greek Orthodox Community of Melbourne and Victoria

24 June 2024

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## ΕΙΔΟΠΟΙΗΣΗ ΕΙΔΙΚΗΣ ΓΕΝΙΚΗΣ ΣΥΝΕΛΕΥΣΗΣ

Ειδοποιείτε ότι θα διεξαχθεί Ειδική Γενική Συνέλευση (ΕΓΣ) της Ελληνικής Ορθόδοξης Κοινότητας Μελβούρνης και Βικτώριας ACN 004 258 360 (η **Κοινότητα**) στις **5μμ** την **Κυριακή 21 Ιουλίου 2024** στο **Alphington Grammar, Old Heidelberg Rd Alphington**.

### ΘΕΜΑΤΑ – ΠΡΟΤΕΙΝΟΜΕΝΕΣ ΤΡΟΠΟΠΟΙΗΣΕΙΣ ΣΤΟ ΚΑΤΑΣΤΑΤΙΚΟ

#### 4 Προκαταρκτική τροποποίηση

Να εξεταστεί και, αν κριθεί σκόπιμο, να υπερψηφιστεί το ακόλουθο ψήφισμα ως **ειδικό ψήφισμα**:  
**ΟΤΙ** το άρθρο 60 του ισχύοντος καταστατικού της Κοινότητας τροποποιείται με άμεση ισχύ με διαγραφή των λέξεων '(εκτός των Εδαφίων 3 και 4, τα οποία θα μείνουν αναλλοίωτα)'.

#### 5 Έγκριση Καταστατικού σε αντικατάσταση του προηγούμενου

Να εξεταστεί και, αν κριθεί σκόπιμο, να ψηφιστεί το ακόλουθο ψήφισμα ως **ειδικό ψήφισμα**:  
**ΟΤΙ** το ισχύον Καταστατικό της Κοινότητας καταργείται και αντικαθίσταται, με άμεση ισχύ, με το Καταστατικό που κατατέθηκε από τον Πρόεδρο της ΕΓΣ και μονογραφήθηκε από αυτόν για σκοπούς ταυτοποίησης.

#### 6 Έγκριση συγκεκριμένων τροπολογιών τις οποίες πρότειναν Μέλη το 2023

Να εξεταστεί και, αν κριθεί σκόπιμο, να ψηφιστεί το ακόλουθο ψήφισμα ως **ειδικό ψήφισμα**:  
**ΟΤΙ** το ισχύον Καταστατικό της Κοινότητας τροποποιείται με τον τρόπο που υποδεικνύεται από τις σημειώσεις στην έκδοση του Καταστατικού που κατατέθηκε από τον Πρόεδρο της ΕΓΣ και μονογραφήθηκε από αυτόν για σκοπούς ταυτοποίησης.

Σημειώστε τις παρακάτω σημαντικές πληροφορίες σχετικά με την ΕΓΣ:

- **Περισσότερες πληροφορίες** – λεπτομερείς πληροφορίες για καθένα από τα προτεινόμενα ειδικά ψηφίσματα περιλαμβάνονται στο Επεξηγηματικό Μνημόνιο που συνοδεύει την παρούσα Ειδοποίηση ΕΓΣ.
- **Αλληλεξάρτηση των προτάσεων** – αν:
  - (i) το ειδικό ψήφισμα στην παράγραφο 1 του παρόντος δεν εγκριθεί – τα ειδικά ψηφίσματα στις παραγράφους 2 και 3 του παρόντος θα αποσυρθούν, και
  - (ii) το ειδικό ψήφισμα στην παράγραφο 2 του παρόντος δεν εγκριθεί – το ειδικό ψήφισμα στην παράγραφο 3 του παρόντος θα αποσυρθεί.
- **Όριο έγκρισης** – για να εγκριθεί, ένα ειδικό ψήφισμα πρέπει να λάβει την έγκριση τουλάχιστον του 75% των ψήφων.
- **Καμία αλλαγή στις προτάσεις** – δεν επιτρέπεται να γίνουν αλλαγές στα προτεινόμενα ειδικά ψηφίσματα ή στο κείμενο οποιασδήποτε από τις προτεινόμενες τροπολογίες.
- **Χωρίς πληρεξουσίου** – δεν επιτρέπονται πληρεξούσιοι σε σχέση με την ΕΓΣ.

### ΜΕ ΕΜΤΟΛΗ ΤΟΥ ΔΙΟΙΚΗΤΙΚΟΥ ΣΥΜΒΟΥΛΙΟΥ

**Νίκος Κουκουβιτάκης**

Γεν. Γραμματέας

Η Ελληνική Ορθόδοξη Κοινότητα Μελβούρνης και Βικτώριας

24 Ιουνίου 2024



## EXPLANATORY MEMORANDUM

### Background

The Community was initially established in 1902. The current Constitution of the Community was initially developed around 1948 and has subsequently been modified in a piecemeal fashion from time to time. There has never been a wholesale review of the Constitution.

The consequence of this history is that the current Constitution is a very dated document which does not accord with a number of current legal concepts, and it does not reflect either modern corporate practice or contemporary concepts of good corporate governance. There are also numerous anachronisms, conflicts, inconsistencies and unclear provisions.

As Members will recall – in 2023 the Directors initiated a Constitution review process which has involved the following steps:

- (a) submissions to identify desirable changes to the Constitution were sought from all Members, and a number were received;
- (b) a law firm (Piper Alderman) with extensive experience in not-for-profit/charity law, corporate governance, constitution drafting, as well as providing advice to organisations operating in the Greek community, was engaged to assist in the review process;
- (c) a proposed ‘modernised’ replacement Constitution has been prepared (the **Modernised Constitution**) – this is the document that will be considered under item 2. A document indicating all of the differences between the current Constitution and the Modernised Constitution has also been prepared (the **Marked-up Constitution**) so that all of the proposed amendments can be clearly identified by Members;
- (d) the amendments proposed by Members were each considered, and of these, the amendments that have been endorsed have been included in mark-ups in a separate document (the **Optional Constitution**);
- (e) the SGM has been convened to formally consider the proposed amendments; and
- (f) a Member information session has been scheduled for Sunday 23 June for Members’ queries on all the proposed amendments to be aired and responded to.

### The 3 resolutions

Members may wonder why there are 3 proposed special resolutions.

The special resolution in item 1 is required because currently Article 60 prevents any changes to Clauses 3 and 4 – and as part of the Modernised Constitution, it is desirable to make minor changes to these Clauses. Therefore Article 60 must first be amended to allow those minor changes to be

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made. This is why if the special resolution in item 1 is not passed – the further resolutions will be withdrawn.

The special resolution in item 2 relates to the adoption of the Modernised Constitution. As noted above – the Modernised Constitution has been developed as a sophisticated and cutting-edge constituent document without any of the problems and uncertainties that exist in the current Constitution. As noted above – a document indicating all of the differences between the current Constitution and the Modernised Constitution has also been prepared (being the Marked-up Constitution) so that all of the proposed amendments can be clearly identified by Members. A copy of the Marked-up Constitution is available from the Company Secretary, Jorge Menidis, by calling 9662 2722 or emailing [jorge@greekcentre.com.au](mailto:jorge@greekcentre.com.au).

The special resolution in item 3 relates to the consideration of the amendments proposed by Members. Members’ suggestions that have been endorsed have been consolidated into the one proposal (indicated by the mark-ups in the Optional Constitution), which in some instances has inevitably involved favouring one Member’s proposal over another’s. These amendments will be considered as a package, rather than individually.

### Particular changes in the Modernised Constitution

The table below highlights a number of the more significant differences between the current Constitution and the Modernised Constitution – including the rationale for the change. Please note that not all of the proposed changes are set out in the table below – to obtain a full understanding of the impact of approving the Modernised Constitution, a Member will need to carefully read the Marked-up Constitution.

	SUBJECT MATTER	OLD PROVISION	NEW PROVISION	RATIONALE
1	Non-gender specific language.	Various	None	Gender specific language has been removed to reflect contemporary social expectations.
2	Consolidation of the Memorandum of Association and the Articles of Association.  A provision in the former MoA has been called a ‘Clause’ and a provision in the former AoA has been called and ‘Article’	MoA & AoA	Constitution	The MoA and AoA were superseded by the concept of a single Constitution in 1995.
3	Modernisation of objects.	Clause 2	Clauses 1.2(c) to (i)	The current activities of the Community should more accurately be reflected in its objects.
4	Modernisation of not-for-profit clause.	Clause 3	Clauses 1.4 & 1.5	It is appropriate to use a contemporary form of this important provision.
5	Definitions and interpretation.	N/A	Articles 2.1 & 2.2	It adds certainty to have appropriate terms defined and principles of interpretation included.
6	Eligibility for membership	Article 4	Article 4.1	Eligibility has been broadened to recognise and encourage

	SUBJECT MATTER	OLD PROVISION	NEW PROVISION	RATIONALE
				wider participation of people in the Community.
7	Annual subscription	Article 6	Articles 4.3 & 4.4	Annual subscriptions would be determined by the Directors.  A Member who does not pay the annual subscription by 1 March ceases to be a Member.
8	Directing the Directors	Article 11	N/A	Consistent with modern corporate governance, Members would no longer be able to direct the Directors in the particular exercise of their duties. Members retain their right to replace Directors, so their ultimate control remains.
9	Casual vacancies on the board	Article 22	Article 5.4	Consistent with modern corporate governance, casual vacancies would be filled by the Directors as they see fit.
10	Directors' interests	Article 27	Article 6.3	Directors would have a 3 month window to cure a conflict of interest.
11	Election Committee	Article 15	Article 6.7	The number of people on the Election Committee would be reduced from 9 to 7.
12	Notice of a General Meeting	Article 36	Article 9.3	The requirement to give at least 21 days' notice of a special resolution is clarified.
13	Member business at a General Meeting	Article 37	Article 9.2	The process for Members proposing business for a General Meeting would be clarified.
14	Priests	Articles 46 to 51	Article 10	A number of provisions relating to Priests would be removed.
15	By-laws	Article 65	Article 11	The power of the Directors to make By-laws has been clarified.

### Particular changes in the Optional Constitution

The table below highlights a number of the more significant proposed changes in the Optional Constitution. Please note that not all of the proposed changes are set out in the table below – to obtain a full understanding of the impact of approving the Modernised Constitution, a Member will need to carefully read the Marked-up Constitution.

	SUBJECT MATTER	OLD PROVISION	NEW PROVISION
1	Objects	Clause 2	Clause 1.2
2	Reducing the size of the Board from 19 to 15 (as from the 2024 election).	Various	Various
3	Female representation on the Board	N/A	5.3
4	Maximum term in office for Directors	N/A	Article 5.4(e)
5	Maximum term in office for the President	N/A	Article 8.1
6	Priests	Various	Various

A number of additional matters were considered in preparing the proposed amendments, but they were ultimately not pursued:

- **Alternative forms of voting for the election of Directors** – the current form of voting was considered preferable over any other form, including preferential voting, because of the difficulty and complexity in drafting such provisions (for example, it is likely that many additional pages, with potentially hundreds of new clauses, would need to be added to the Constitution if such alternative voting were to be mandated), as well as administering them in practice.
  - **Corporate membership** – allowing companies or other organisations to become Members had been suggested, but it was decided this would involve unnecessary and undesirable complexity, including because of the need for substantial breach drafting in the Constitution to provide for corporate eligibility, admission, cessation, disciplining, representation, membership fees, any special ‘access to the Board’ entitlements etc.
  - **Specified board composition** – a suggestion was made to provide that board positions be exclusively reserved for certain characteristics including gender, age, First Nations people and general ethnicity. Because of the difficulty this would present in the nomination and election process, and the risk that an optimal blend of skills and experience on the Board would thereby be undermined, this suggestion has not been adopted. Mandating such quotas is also extremely uncommon. Instead – a new provision expressing a target of at least 50% females on the Board has been included.
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