

MODERNISED VERSION WITH MEMBER PROPOSALS
DOCUMENT C



Constitution

of

**The Greek Community of Melbourne
and Victoria**

ACN 004 258 360

**The following document is the proposed “Modernised Version” of the
Constitution of the Greek Community of Melbourne with highlighted
proposed amendments**

CORPORATIONS ACT 2001 (CTH)

1. Former Memorandum of Association

1.1 The name of the company is "THE GREEK COMMUNITY OF MELBOURNE AND VICTORIA".

1.2 The objects for which the Community is established are:

- (a) To provide religious services and pastoral care including the conduct of regular worship services, sacraments and religious education for adults and children.
- (b) To emphasise the celebration of major Greek holidays including Easter and Christmas and organise religious festivals and events that help preserve its cultural and religious heritage, including events that bring the community together in order to strengthen cultural identity.
- (c) To preserve Greek Culture by maintaining and promoting Greek language, traditions, customs, and heritage within the community and passing them on to future generations.
- (d) To organise cultural events and festivals, including cultural events, festivals and celebrations to bring the Greek community together and to share Greek culture with the wider Melbourne, Victorian and Australian communities.
- (e) To offer educational programs, seminars and workshops to promote Greek language, history and culture.
- (f) To support charitable causes and initiatives within the Greek Community of Melbourne and Victoria and the broader Victorian and Australian communities.
- (g) To provide assistance services for Greek immigrants, including assistance with settlement, language classes, employment opportunities and social integration.
- (h) To represent the interests of the Greek community of Melbourne and Victoria through advocacy and lobbying efforts.
- (i) To provide opportunities for networking, socialising, and building connections within the Greek community of Melbourne and Victoria with other cultural and professional groups.
- (j) To function as a communal institution that addresses the Hellenic/Greek social, cultural, educational, identity and community needs of Victoria.
- (k) To foster, preserve, protect, promote, and develop the distinctive cultural identity of Hellenic/Greek Victorians in its broader Australian multicultural context.
- (l) To explore, appreciate and share Hellenic/Greek culture with current and future generations in Victoria and beyond.
- (m) To contribute to Australia's modern multicultural identity, as informed by its three core cultural foundations:
 - (1) its Indigenous heritage;

- (2) its postcolonial institutions; and
 - (3) the contribution of its Non-English-Speaking Background ethnic communities.
- (n) To contribute to harmony, reconciliation, peace and community wellbeing by collaborating with other groups, communities, and societies, through culture, education, science, sport, public policy, and are in order to further universal respect for justice, for the rule of law, for the human and civil rights and fundamental freedoms which are affirmed for the peoples of the world, without distinction of race, gender, language, religion, ideology or socio-economic predicament.
 - (o) To preserve, study and disseminate the memories, narratives, and experiences of the unique story of the Hellenes' presence in Victoria and Australia.
 - (p) To evaluate the practicality, adequacy, and application of social and cultural service providers and to promote the sustainable development of Hellenic/Greek heritage in Victoria, Australia and overseas.
 - (q) To be multipurpose, community-based, educationally minded, globally driven and network-oriented, by serving the following interrelated functions:
 - (1) Community engagement;
 - (2) Cultural maintenance;
 - (3) Public policy development and advocacy that addresses community needs and the challenges and opportunities presented in maintaining, cultivating and advancing Hellenic identity;
 - (4) Provide advice to governmental bodies, international agencies and non-governmental, community and religious organisations.
 - (r) To liaise and collaborate with parties and bodies with similar visions and goals with a view to building collaboration in transformative programs, education and training, policy innovation, community engagement, advocacy, and activism.
 - (s) To foster interaction, cooperation, and dialogue amongst a diversity of constituencies, including government, industry, international organisations, religious and community organisations, professional associations, and non-governmental organisations more generally, who share the same concerns and interest in Hellenism in Australia and overseas.
 - (t) To support the teaching and development of the modern Greek language and where possible to pursue a policy of bi-linguality (Greek-English and vice versa).
 - (u) While engaging with governments and other organisations to take care to ensure that The Community remains totally independent.
 - (v) To provide for such objects premises equipment and other amenities for the Members.
 - (w) To promote safeguard and protect the education and vocational training of children of a Member and of Members themselves.

- (x) To purchase, hire, lease or otherwise acquire for the objects of the Community all real or personal property and from time to time sell, demise, let, sub-let, mortgage, encumber, or dispose of the same.
- (y) To erect, maintain, improve, alter, or demolish any buildings for the objects of the Community.
- (z) To borrow or raise money on overdraft or in any other manner that the Community may determine and in particular by the issue of or upon debentures bonds, bills of exchange, promissory notes, or other obligations or securities of the Community or by mortgage or charge of all or any part of the property of the Community.
- (aa) To co-operate with any other corporation or community having objects similar to those of the Community in any co-operative action having as its objects the welfare of Members.
- (bb) To collect and receive money or articles by voluntary contributions, subscriptions, donations, legacies, and payments by persons, companies, public bodies, for the objects of the Community.
- (cc) To organize, conduct, control and manage or assist in the organisation conduct, control and management of any entertainment, concert, display or other means of raising or producing money or articles by voluntary contributions, collections, donations or payments and to expend, apply and distribute such money or articles upon the objects of the Community.
- (dd) To invest and deal with the moneys of the Community not immediately required upon fixed deposit in any savings bank or trading bank or in any other securities and in such manner as the directors may from time to time determine.
- (ee) To provide financial assistance to poor Members and support financially and morally any young people for scientific or technical education provided they fulfil the requirements of the Directors and are approved by the Members.
- (ff) To do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- (gg) None of the foregoing sub-clauses nor the objects therein specified shall be deemed subsidiary or auxiliary merely to any other object but each part shall be construed so as to expand and not limit the objects of the Community.

1.3 The liability of the Members is limited.

1.4 The income and property of the Community whencesoever derived shall be applied solely towards the promotion of the objects of the Community and subject to Clause 1.5(a) below, no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to a Member.

1.5 The Community may, in good faith, pay:

- (a) any amount to a Member in pursuing the Community's charitable objects;
- (b) remuneration of any Priest, officer, servant or Member or other person in return for any service actually rendered to the Community;

- (c) interest at a rate not exceeding interest at the rate for the time being charged by the Community's bankers, for money lent to the Community by any Member;
- (d) a sum permitted to be paid under Chapter 2E of the Corporations Act; and
- (e) a sum permitted to be paid under Article 5.3,

provided that any payment made to a Member in that capacity, or any person claiming through that Member, has been approved by the Directors.

- 1.6 Every Member undertakes to contribute to the assets of the Community in the event of the Community being wound up during the time that the Member is a Member or within one year afterwards for payment of the debts and liabilities of the Community contracted before the time at which the Member ceases to be a Member and of the cost, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding one dollar.
- 1.7 If upon the winding up or dissolution of the Community there remains after the satisfaction of all debts and liabilities any property whatsoever the same shall not be paid to or distributed amongst the Members but must be paid to an institution or institutions having objects similar to the objects of the Community or other charitable objects and purposes and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Community under Clause 1.4 above. Such institution or institutions shall be determined by the Members at or before the time of dissolution or in default thereof by such Judge of the Supreme Court of Victoria as may have or acquire jurisdiction in the matter.
- 1.8 True accounts shall be kept by the Treasurer of the sums of money received and expended by the Community and the matter in respect of which such receipt or expenditure take place and of the property credits and liabilities of the Community and subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with any applicable By-law shall be open to the inspection of Members. Once at least in every year the accounts of the Community shall be examined by one or more properly qualified auditor or auditors.

2. Definitions and interpretation

- 2.1 In this Constitution:
- (a) **ACNC Legislation** means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) and the *Australian Charities and Not-for-profits Commission Regulation 2022* (Cth) to the extent they apply to the Community at the relevant time.
 - (b) **AGM** means an annual general meeting of the Community.
 - (c) **Assistant Secretary** means the assistant secretary of the Community under Articles 8.1(d) and 8.4.
 - (d) **By-law** means a by-law made under Article 11.1.
 - (e) **Chair** means the chair of the relevant meeting under Article 8.2.

- (f) **Community** means the company named The Greek Community of Melbourne and Victoria (having ACN 004 258 360).
- (g) **Constitution** means this constitution of the Community.
- (h) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (i) **Date of Nomination** means the 7th day preceding the date of the relevant AGM.
- (j) **Director** means a director of the Community.
- (k) **Election Committee** means an election committee appointed under Article 6.6.
- (l) **Financial Year** means each 12 month period ending on 30 June.
- (m) **General Meeting** means a general meeting of Members and includes an AGM and an SGM.
- (n) **Handover Time** means either:
 - (1) where Article 6.5 applies – the time when the next AGM ends; or
 - (2) otherwise – the date the incumbent Directors cease to hold office under Article 6.14.
- (o) **Holy Synod** means the Holy Synod of Athens.
- (p) **Member** means a member of the Community.
- (q) **Register of Members** means the register of Members within the meaning of section 169 of the Corporations Act, maintained under Article 8.3.
- (r) **Registered Office** means the registered office of the Community maintained under the Corporations Act.
- (s) **Secretary** means the secretary of the Community under Articles 8.1(c) and 8.3.
- (t) **SGM** means a General Meeting of the Community convened under Article 9.4.
- (u) **Spiritual Head** means during any period of time in which the Holy Synod does not wish to be spiritual head of the Community, the Patriarchate of Constantinople, otherwise the Holy Synod.
- (v) **Subcommittee** means a subcommittee of Directors established under Article 8.6.
- (a) **Treasurer** means the secretary of the Community under Articles 8.1(e) and 8.5.
- (b) **Vice President** means the vice president of the Community under Article 8.1(b).

3. Preliminary

- 3.1 This Constitution is subject to the Corporations Act and the ACNC Legislation. The replaceable rules for a company under the Corporations Act do not apply to the Community.
- 3.2 In this Constitution:

- (a) words importing the singular include the plural and vice versa;
- (b) words importing a gender include every other gender;
- (c) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
- (d) a reference to a person includes that person's successors and legal personal representatives;
- (e) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
- (f) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

3.3 In this Constitution headings and bold type are for convenience only and do not affect its interpretation.

3.4 Specifying anything in this Constitution after the words **including**, **includes** or **for example** or similar expressions does not limit what else is included unless there is express wording to the contrary.

4. Membership

4.1 To be eligible to become and remain a Member, a person must:

- (a) be a natural person;
- (b) be over 18 years of age;
- (c) be, in the opinion of the Directors at any relevant time, a fit and proper person; and
- (d) have, and demonstrate to the satisfaction of the Directors, a genuine interest in Hellenic culture.

4.2 Any person eligible to become a Member may forward to the Secretary an application for membership in writing in such form and containing such particulars as the Directors may determine, and such application must be accompanied by the applicable annual subscription. The Secretary shall place each such application before the Directors at their first meeting held after the receipt of such application. The Directors shall determine whether such person shall be admitted as a Member, and upon the Directors determining that such person is to be admitted, the Secretary shall enter that person in the Register of Members and advise that person in writing enrol the person him accordingly. The Directors may refuse to admit any applicant without giving any reason for such refusal.

4.3 Every Member shall pay an annual subscription of \$20 or \$10 for pensioners on or before 1 January in each year. Members who pay the amount equivalent of 2 subscriptions at the same time or within the same calendar year, will have their membership valid for the next 4 calendar years (including the year in which the 2 payments are made).

4.4 Any Member in arrears with the Member's regular annual subscription as at 1 February in the relevant year and who has been sent a notice in writing by the Community that the Member is so in arrears,

automatically ceases to be a Member unless the arrears are received by the Community on or before 1 March in the relevant year, and the Secretary must then make an appropriate entry in the Register of Members.

- 4.5 Any Member who ceases to be a Member under Article 4.4 may make a fresh application for membership under, and to be dealt with in accordance with, Article 4.2.
- 4.6 A Member ceases to be a Member if the Member:
- (a) dies;
 - (b) resigns membership by giving notice in writing to the Community;
 - (c) ceases to be eligible to become a Member under Article 4.1;
 - (d) ceases to be a Member by virtue of Article 4.4;
 - (e) is expelled under Article 4.8;
 - (f) is convicted of any serious indictable offence (or equivalent in any jurisdiction) or is found to have committed any fraud by any Court of competent jurisdiction; or
 - (g) becomes, in the opinion of the Directors, uncontactable.
- 4.7 No Member is entitled to vote at meetings, nominate candidates for election as Directors, be nominated as a candidate for election as a Director, nominate candidates for election to an Election Committee, be nominated as a candidate for election to an Election Committee, lodge a complaint under Article 6.18, or vote in elections or otherwise take part in the activities of the Community:
- (a) unless the Member has been a Member for a period of not less than six months; and
 - (b) whilst the Member's regular annual subscription is in arrears.
- 4.8 The Directors may propose to expel a Member, or suspend a Member for such period as the Directors determine, any Member:
- (a) who disobeys any provision in this Constitution or in any By-law; or
 - (b) whose conduct is, in the opinion of the Directors, injurious to the welfare, reputation or interests of the Community.
- 4.9 Any Member who is the subject of a proposed expulsion or suspension must be promptly notified of that fact in writing by the Directors, and that Member may give notice in writing to the Community within fifteen days after being sent the notice by the Directors of the Member's intention to appeal the proposed expulsion or suspension to the next General Meeting. If at the next General Meeting the Members:
- (a) resolve to confirm the proposed expulsion or suspension – the expulsion or suspension becomes effective immediately ; or
 - (b) do not resolve to confirm the proposed expulsion or suspension – the expulsion or suspension does not take effect and no further disciplinary action may be taken against the Member on the basis of the conduct giving rise to the proposed expulsion or suspension.

- 4.10 Any suspension imposed on a Member under Article 4.9 has the effect during the period of the suspension of preventing the Member from exercising any rights or discretions of membership whilst the suspension remains in effect, but all of the Member's duties and obligations of membership remain binding upon the Member. A suspension imposed on a Member's membership under Article 4.9 may be lifted early by the Directors (in their absolute discretion)

5. Directors

- 5.1 The Directors are ultimately responsible for managing the business of the Community and may exercise to the exclusion of the Community in General Meeting all the powers of the Community which are not required, by the Corporations Act, or the ACNC Legislation or by this Constitution, to be exercised by the Community in General Meeting.
- 5.2 There shall be **15** Directors including the President who shall, at the meeting referred to in Article 7.1, elect from among their number, one of the Directors to be the Vice President, Secretary, Assistant Secretary and Treasurer (and the incumbent officer in any of those positions is eligible for re-election to that office, or election to any other of those offices).
- 5.3 As part of the processes of seeking nominations of candidates for election as a Director, electing Directors, and the Directors filling casual vacancies under Article 5.5, Members and Directors should aim to have at least 50% of the Directors being females.
- 5.4 The office of a Director becomes vacant where the Director:
- (a) resigns by notice in writing given to the Community;
 - (b) is absent from 4 consecutive meetings of the Directors without prior leave of the Directors;
 - (c) ceases to be a Member;
 - (d) becomes a person who would be ineligible to nominated for election, or be elected, as a Director;
 - (e) has held office for an aggregate of 20 years or more (whether or not consecutive); or
 - (f) is removed from office under this Constitution or any other valid process.
- 5.5 A casual vacancy in the office of a Director may be filled by the Directors appointing an eligible person to that office, and a person appointed to fill a casual vacancy holds office for the balance of the term of the person that appointee replaces.
- 5.6 No Director is entitled to remuneration in that capacity. Subject to any relevant By-laws, a Director is entitled to be paid or reimbursed all reasonable travelling and other expenses which are reasonably incurred by the Director in connection with the affairs of the Community.
- 5.7 Each Director must ensure that he or she is aware of, and complies with, his or her duties as a Director under relevant legislation and the common law, including in particular, the duties set out in governance standard 5 of the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth). Each Director must use all reasonable endeavours to assist the Community to comply with the ACNC Legislation

6. Election of Directors

- 6.1 The Directors shall be elected every third year from and including the year 1990 and the elections shall take place not later than the end of the year in which the elections are to be held.
- 6.2 A person is eligible to be nominated for election as a Director:
- (a) if the person is a Member and has been a Member for not less than 12 months;
 - (b) provided the person has not ever ceased to hold office as a Director by virtue of Article 5.4(e);
 - (c) unless Article 4.7 disqualifies the person; or
 - (d) unless Article 6.3 renders the person ineligible.
- 6.3 A person is ineligible to be nominated for election as or to become a Director, and if already a Director, the person automatically ceases to be a Director, where the person:
- (a) is or becomes a tenant or sub-tenant of the Community or the spouse of any such tenant or sub-tenant;
 - (b) is or becomes an employee (other than an honorary employee) of the Community or the spouse of any such employee; or
 - (c) or the spouse of the person has or obtains any interest direct or indirect in any contract with the Community the subject matter whereof exceeds \$2,000 (or such other value determined by the Directors from time to time) in value, and the interest does not cease to exist within 3 months after the Directors becoming aware of the existence of the interest and advising the person in writing of their awareness. Any such ineligibility continues for a period of 6 months after the termination of the relationship giving rise to the ineligibility.
- 6.4 In the year in which elections are to be held, a nomination of a Member as a candidate for election as a Director must be made in writing signed by two nominators (who at the time of nomination are entitled to nominate under Article 4.7). A candidate must be eligible under Article 6.2. No nomination may be accepted unless accompanied by a signed declaration by the candidate concerned accepting the nomination. To be valid, a nomination must be received at the Registered Office not later than 5 o'clock in the afternoon on the Date of Nomination. A retiring Director who is otherwise eligible may be nominated.
- 6.5 If the number of valid nominations received by the Date of Nomination does not exceed 15 then those Members validly nominated shall be declared duly elected and shall take office from the Handover Time. Any vacancies that remain may be filled by the Directors under Article 5.5.
- 6.6 Where the number of valid nominations exceeds the number of Directors to be elected, an Election Committee shall be appointed under Article 6.7 to conduct the election. In this instance, the incumbent Directors continue in office until the new Directors take office under Article 6.14.
- 6.7 An Election Committee shall consist of 7 members. A candidate for election to the Election Committee must be a person who is eligible for election as a Director in relation to the particular election but has not been nominated as a candidate for election as a Director in relation to that particular election. . Each candidate for election to the Election Committee must be proposed by two Members (who at the time

of nomination are entitled to nominate under Article 4.7) and have accept their nomination in writing. To be valid, a nomination must be received at the Registered Office not later than 5 o'clock in the afternoon on the Date of Nomination.

- 6.8 If the number of valid nominations received by the Date of Nomination does not exceed 7 then those persons validly nominated shall be declared duly elected and form the Election Committee. If less than 7 persons are validly nominated, the Directors may appoint additional members to make the number up to 7.
- 6.9 Where the number of valid nominations exceeds the number of members to be elected, a nominee of the Directors will coordinate an election process to be conducted at the AGM under which the Members present determine the Election Committee members, and the 7 candidates securing the largest number of votes shall constitute the Election Committee.
- 6.10 The Election Committee shall elect one of its members to be Chair of the Election Committee. Questions arising at any meeting of the Election Committee shall be decided by a majority of votes and in case of an equality of votes the Chair of the Election Committee shall have a second or casting vote.
- 6.11 The Election Committee shall make all necessary preparations for the election of the Directors. The election shall be conducted between the hours of 10 a.m. and 6 p.m on such date and such place as fixed by the Election Committee and notified to Members in writing at least 14 days prior to the day fixed for the election. .
- 6.12 The Election Committee shall cause ballot papers to be printed containing in alphabetical order all the names of the validly nominated candidates and a square shall be printed opposite each name. Each voter shall place a mark in each of the squares opposite the names of the candidates for whom the voter wishes to vote and may vote for 15 candidates and no more.
- 6.13 Upon the date appointed for the election, the Election Committee shall supervise the conduct of the election and issue the ballot papers to Members qualified to vote. At the close of the poll the Election Committee shall open the ballot boxes and count the votes rejecting such ballot papers as the Election Committee may declare to be informal. The 15 candidates who receive the largest number of votes shall be declared provisionally elected by the Election Committee. In the event of two or more candidates receiving the same number of votes for the 15th position, the first 14 candidates shall be declared provisionally elected, and the Election Committee shall conduct within 14 days a further ballot of Members, in the presence of these candidates, to decide which of these candidates receives the most votes and therefore shall be declared provisionally elected to that position. A proper record of the results showing the names of the candidates and the total number of votes polled by each of them and the number of informal votes shall be posted within 7 days of the election at the offices of the Community and published in a widely-distributed newspaper circulating in Melbourne that the Election Committee considers appropriate.
- 6.14 Each candidate who is declared provisionally elected as a Director (other than a candidate adversely affected by an appeal under Article 6.18) and each candidate beneficially affected by an appeal under Article 6.18) takes office, and the incumbent Directors cease to hold office, on the later to occur of:
- (a) where no appeal in relation to the election is lodged in time under Article 6.18 – the 6th day after the later of the date of the election and the date of any further ballot for the 15th candidate; and
- (b) otherwise – the date when each such appeal has been finally resolved.

- 6.15 A proper record of the results showing the names of the candidates and the total number of votes polled by each of them and the number of informal votes shall be posted within seven days of the date the incumbent Directors cease to hold office under Article 6.14 at the Registered Office and/or such other place/ or places as the Chair of the Election Committee may direct and left posted there for a period of not less than fourteen days.
- 6.16 In addition the Chair of the Election Committee shall cause such record to be published electronically, or in any widely-distributed newspaper circulating in Melbourne, as the Election Committee considers appropriate, as soon as possible after the date the incumbent Directors cease to hold office under Article 6.14.
- 6.17 Each candidate or the candidate's agent duly authorised in writing shall be entitled to be present at the counting of votes by the Election Committee.
- 6.18 Any Member desiring to lodge a complaint alleging any irregularity in the conduct of an election or the counting of votes shall do so by delivering to the Chair of the Election Committee a signed statement in writing setting forth such allegations together with a statutory declaration verifying the same, within 5 days after the date of the Election. Where a complaint is validly lodged, the Upon receipt of such documents within time, the Chair of the Election Committee shall as soon as practicable deliver the same to the President who shall forthwith convene a joint meeting of the incumbent Directors and the Election Committee to consider such allegations. The joint meeting shall by a simple majority decision (with the President having a deliberative and a casting vote) decide either to:
- (a) reject the complaint – in which case the complaint is to be regarded as finally resolved for the purposes of Article 6.14(b); or
 - (b) accept the complaint – in which case the joint meeting must prescribe processes to be followed to address the irregularity, and once those processes have been followed, the outcome, which may include a new election between all or some of the candidates, is to be regarded as finally resolving the appeal for the purposes of Article 6.14(b).

7. Proceedings of Directors

- 7.1 As soon as practicable after the Handover Time the President shall convene a meeting of the Directors at such time and place as the President deems fit and cause written notice to be sent to the Directors not less than seven days before the time fixed.
- 7.2 The Directors must meet at least 6 times per year.
- 7.3 A Director is not entitled to appoint an alternate Director.
- 7.4 A meeting of the Directors may be convened by the President and shall be convened upon a requisition in writing from not less than 4 Directors. The Secretary shall at least 7 days before any meeting of the Directors give to each Director notice in writing of the time and place of such meeting.
- 7.5 A quorum of Directors is 6 Directors present in person.
- 7.6 Provided all reasonable steps have been taken to give each Director notice of the proposed meeting of the Directors in compliance with Article 7.1, the contemporaneous linking together by telephone or other electronic means (allowing reasonable interaction between them) of a number of the Directors sufficient to constitute an absolute majority of the Directors, constitutes a meeting of the Directors and all the

provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means.

- 7.7 If a Director has any direct or indirect material pecuniary interest in any contract or proposed contract with the Community or in any other matter in which the Community is concerned, and is present at a meeting of the Directors or any Subcommittee at which the contract, proposed contract or other matter is being considered, that Director is not eligible to take part in any proceedings of such meeting and the Director must at the meeting as soon as practicable after its commencement, disclose the Director's interest, and must not remain in the room in which the meeting is being held during any consideration or discussion of, or the taking of any vote on any question with respect to, the contract, proposed contract or other matter.
- 7.8 For the purposes of Article 7.7, a Director shall be treated as having an indirect pecuniary interest in a contract, proposed contract or other matter, if the Director:
- (a) is a member or director (or equivalent of either) of a company or other body with which the contract is made or is proposed to be made or which has a direct or indirect pecuniary interest in any other matter under consideration; or
 - (b) is a partner, or is in the employment, of a person with whom the contract is made or is proposed to be made or who has a direct or indirect pecuniary interest in any other matter under consideration.
- 7.9 In the case of married persons living together or persons living together in a defacto relationship the interest of one spouse or defacto spouse shall, if known to the other or reasonably ought to be known by the other, be deemed for the purposes of this Article to be also an interest of that other spouse or defacto spouse.

7.10 The Directors may appoint and discharge employees of the Community and may fix the wages and salaries to be paid to employees of the Community

8. Office-bearers, agents and Subcommittees

- 8.1 The Directors at the meeting referred to in Article 7.1 elect from among themselves:
- (a) a President;
 - (b) a Vice President;
 - (c) a Secretary;
 - (d) an Assistant Secretary; and
 - (e) a Treasurer,

who shall respectively hold such office whilst they remain a Director, unless removed from such office by a resolution carried by an absolute majority of all Directors at the time (excluding the Director in question). The Directors may also elect a replacement who will hold office, subject to this Article 8, for the balance of the term of the person they replace. A Director who has held the office of President for an aggregate of 10 years or more (whether or not consecutive) may not be elected as President.

- 8.2 The President shall if present preside at all meetings of the Community and of the Directors and shall be an ex officio member of all Sub-s and entitled to preside at meetings thereof. In the absence of the President the Vice President shall preside at all meetings of the Community and of the Directors and in the absence of both President and Vice President the Directors must choose one of the Directors to preside. The person presiding at any meeting of the Community or of the Directors may vote on any matter brought before the meeting and when the meeting is equally divided that person shall have a casting vote.
- 8.3 The Secretary shall attend the meetings of the Community and of the Directors and take minutes of the proceedings thereat and enter the same in a minute book to be kept for that purpose. The Secretary shall also keep the Register of Members (whilst that function is delegated to the Secretary by the Directors), and attend to all correspondence and generally perform such other duties in relation to the Community as the Directors may from time to time direct.
- 8.4 The Assistant Secretary shall in the absence of the Secretary perform the duties of the Secretary and shall at all times assist the Secretary in the carrying out of the duties assigned to the Secretary pursuant to this Constitution.
- 8.5 The Treasurer shall receive the annual subscriptions of Members and all other moneys which from time to time form part of or be paid or contributed to the funds of the Community and shall sign receipts. All moneys so received by the Treasurer shall be paid into an account of the Community. Withdrawals from such an account shall only be made by authority of a resolution of the Directors or in accordance with any delegations and directions from the Directors from time to time. All cheques shall be signed by 2 Directors or a Director and the Secretary. The Treasurer shall keep all proper books of account and shall present to the Directors at least once a quarter a statement of the receipts and expenditure of the Community from time to time. The Treasurer shall also prepare the annual financial statements for each Financial Year for presentation to the AGM and perform such other duties as the Directors may from time to time direct.
- 8.6 The Directors may appoint any person to be an agent or attorney of the Community for such purposes with such powers, discretions and duties (including powers, discretions and duties vested in or exercisable by the Directors), for such period and upon such conditions as they think fit, and they may subject to any contract between the Community and the relevant agent or attorney and any applicable industrial law, remove or dismiss any agent or attorney of the Community at any time, with or without cause.
- 8.7 The Directors may from time to time for any purpose they think expedient establish such Subcommittees composed of Directors, Members and/or other persons as they think fit. The decisions of any Subcommittee shall at all times be subject to veto by the Directors.
- 8.8 The Directors may delegate any of their powers to any one Director, agent, attorney or a Subcommittee. A Director, agent, attorney or Subcommittee to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors given from time to time.

9. General Meetings

- 9.1 The AGM shall be held in or about the month of September in each year at such time and place as determined by the Directors, for the following purposes:
- (a) to receive and consider the annual financial statements of the Community for the previous Financial Year;

- (b) to appoint the Community's auditor for the ensuing year;
 - (c) to decide upon any proposal or matter and transact any other business which has been duly submitted to the meeting by the Directors , or by any Member in accordance with Article 9.2.
- 9.2 A Member wishing to propose business for a General Meeting may give notice of that proposal to the Secretary in writing. Where business for a General Meeting that can validly be considered by Members is received by the Secretary, that business must be considered at the next General Meeting unless the next General Meeting is scheduled to be held within 60 days of the notice being received by the Secretary, in which case the business must be considered at the first General Meeting after the next General Meeting.
- 9.3 Notice of an AGM and of any SGM and of the business to be transacted thereat shall be sent to each Member not later than 7 days (or 21 days if a special resolution is to be proposed) before the date of the meeting. The accidental omission to send any such notice to any member (there being no mala fides) shall not invalidate any resolutions passed at such meeting. The term **special resolution** has the meaning given by the Corporations Act, and includes (without limitation) a resolution to change this Constitution.
- 9.4 The Directors may at any time for any special purpose call an SGM and they must do so forthwith on the requisition in writing of any two hundred Members stating the purpose for which the SGM is required. The business to be transacted at such SGM shall be confined to the purposes named in the notice.
- 9.5 At an AGM or SGM 50 Members constitute a quorum. In the event of a quorum not being present at any such meeting within 30 minutes of the time fixed for the commencement the meeting shall be adjourned to such time (not being less than 14 days thereafter) and place as the Members present shall there and then determine. Notice of the time and place at which such adjourned meeting is to be held shall be sent by the Secretary to Members within 7 days and published in a widely-distributed newspaper circulating in Melbourne and any number of Members present at such adjourned meeting shall constitute a quorum.
- 9.6 At each AGM the Community's auditor must be appointed for the purpose of auditing the Community's annual financial statements. The auditor shall after the end of each Financial Year examine the annual financial statements prepared by the Treasurer and verify the same with the accounts and vouchers relating thereto and shall either sign the same as found by them to be correct duly vouched and in accordance with law or shall specially report to the next AGM in what respect they find them incorrect, unvoiced or not in accordance with law.
- 9.7 An annual report of the condition and general progress of the Community shall be prepared by or under the direction of the Directors and presented to the AGM together with the audited annual financial statements.
- 9.8 A resolution proposed at a General Meeting is passed if a majority of Members present and voting approve the resolution, unless a special majority is required under this Constitution or the Corporations Act, in which case that special majority approves the resolution.
- 9.9 The following rules shall be observed at all General Meetings.
- (a) Any Member desiring to propose a motion or amendment or to discuss any matter under consideration shall rise and address the Chair. The right to speak on any subject shall belong to the Member who in the opinion of the Chair first rises to address the Chair. No Member shall speak more than once upon any motion or amendment without the consent of the Meeting save for the purpose of replying pursuant to Article 9.9(d).

- (b) Any motion or amendment being not seconded will be dropped without discussion.
- (c) Not more than 2 Members shall speak in succession either for or against any question and if, at the conclusion of the second speaker's remarks no Member rises to speak on the other side, the motion or amendment shall be put to the meeting.
- (d) The mover of any motion or amendment shall have the right to reply, and after the mover has replied, no further discussion shall be allowed.
- (e) No Member when speaking shall be interrupted unless called to order, when the Member shall sit down, and the Member calling to order shall be heard in support of the point, and the Chair may either hear further discussion on the point or decided the same forthwith. Such point shall be decided before the debate is resumed.
- (f) Any amendment may be made which proposes the alteration of a motion by leaving out, substituting or adding words thereto. When all amendments have been put to the vote and lost, the original motion shall be put. When an amendment has been carried the amendment shall become the substantive motion. Amendments shall always be put before the substantive motion and only one amendment shall be entertained at one time.
- (g) So soon as a debate upon a motion or amendment shall be concluded the Chair shall put the question to the meeting in a distinct and audible manner. The question shall be voted for or against by a show of hands unless secret ballot is deemed necessary by the Chair.
- (h) When the Chair rises during a debate the Member then speaking shall sit down so that the Chair may be heard without interruption.
- (i) Any question previously dealt with may be reopened or any debate on any motion may be adjourned by a majority of at least two-thirds of the Members present.
- (j) No motion or amendment shall be considered unless the mover thereof is present when the motion or amendment is called on
- (k) Any Member whose right to vote is challenged shall not vote until that Member satisfies the Chair that the Member is entitled to vote.
- (l) Voting shall be done by a show of hands.
- (m) No Member may appoint a proxy in respect of a General Meeting.

10. Miscellaneous

10.1 No part of the real or leasehold property of the Community shall be sold save with the consent of a General Meeting and pursuant to a resolution passed by not less than two-thirds of the Members present and entitled to vote at such meeting.

10.2 The Community shall from time to time employ Priests for the needs of its churches, in consultation with the Greek Orthodox Archdiocese of Australia.

10.3 The Community shall from time to time employ Priests who shall subject to this Constitution perform all such religious rites, ceremonies and duties as are ordinarily performed by Priests of the Greek Orthodox Church and perform such other duties as the Directors may from time to time direct.

- 10.4 The Directors shall have the sole responsibility of employing Priests on behalf of the Community and who has not been ordained as a Priest by the Greek Orthodox Church.
- 10.5 The Priests for the time being and from time to time of the Community shall be paid such salary out of the funds of the Community as may be determined by the Directors.
- 10.6 Any complaint against a Priest must be submitted in writing to the Directors and must be signed by the person making such complaint.
- 10.7 The Directors are empowered to obtain a wreath upon the grave of any deceased Member and to provide financial assistance to poor Members and to support financially and morally any young people to enable them to undertake scientific or technical education provided they fill the requirements of the Directors and are approved by the Members in General Meeting. If the so supported person is not eligible to be a Member, that person's father, if alive, must be a Member.
- 10.8 Members who are financially unable to pay the fees prescribed for Religious, Funeral or Memorial Services will be exempt from such payments upon applying for an exemption and producing evidence that they are unable to do so. The Directors have the right of approving or dismissing the application.
- 10.9 The financial expenses of a poor Member may be paid by the Community.
- 10.10 Tray collections for the Community are allowed in the Church.
- 10.11 The provisions of this Constitution (save and except Clauses 1.3 and 1.4 which shall be unalterable) may be altered added to or repealed by special resolution at any General Meeting carried by a majority of not less than three-fourths of the Members present and voting.
- 10.12 Every Member shall from time to time communicate to the Secretary the Member's address which shall be entered in the Register of Members and all notices sent by post to the address so entered in the Register of Members shall be deemed to have been duly delivered on the day following the date of posting. The Community may send a Member a notice by electronic means to an address provided by the Member, and any such notice sent is deemed delivered 30 minutes after sending unless the technology used to send the notice indicates within that 30 minute period that it was not sent.
- 1.2 From the time this Constitution is adopted, despite Article 5.2, the Directors then in office continue in office (subject to Article 5.3) until the Handover Time applicable to the process for electing Directors which is commenced in 2024.

11. By-laws

- 11.1 The Directors may from time to time, in their absolute discretion, make, amend, add to, rescind or replace by-laws concerning any aspect of the membership, governance, management, operation or activities of the Community.
- 11.2 To the extent of any conflict between this Constitution and any By-law, this Constitution prevails.
- 11.3 Any By-law is as valid and enforceable as if it was repeated in this Constitution, and can be enforced by legal action.
- 11.4 A failure by a Director, other officer of the Community or Member to comply with a By-law is deemed to be a failure by that Director, other officer of the Community or Member to comply with this Constitution.