

**CONSTITUTION
OF
The Kytherian Association of
Australia**

(est. 1922)

Australian Company Number (ACN) 000 263 954
Australian Business Number (ABN) 36 000 263 954

A company limited by guarantee

Our mission

To acknowledge and respect our Greek origins interpreted through our identity as Kytherians and the island of Kythera, its land, culture, heritage, people and our ancestors, for now and generations to come.

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Preliminary

1. Name of the company

The name of the **company** is

The Kytherian Association of Australia (the company or the “**KAA**”)
Australian Company Number (ACN) 000 263 954.

2. Type of company

The **company** is a not-for-profit **company** limited by guarantee which is established to be, and to continue as, a charity under the *Australian Charities and Not-for-Profits Commission Act 2012* (Cth).

This Constitution replaces the Memorandum and Articles of the Kytherian Association of Australia dated 9 April 1959.

3. Limited liability of members

The liability of members is limited to the amount of the guarantee in clause 4.

4. The guarantee

Each member must contribute an amount not more than \$10 (the guarantee) to the property of the **company** if the **company** is wound up while the member is a member, or within 12 months after they stop being a member, and this contribution is required to pay for the:

- (a) debts and liabilities of the **company** incurred before the member stopped being a member, or
- (b) costs of winding up.

5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 72 and 74.

Charitable purposes and powers

6. Objects

Principal objects

The **company**'s objects are to pursue the following charitable purpose(s):

- 6.1 To foster and encourage social well-being and good fellowship amongst Kytherians and Australian community.
- 6.2 To promote conduct and carry out any entertainments, cultural activities, sports tournaments, or amusements and to cooperate with any other body of persons, corporate or incorporate in promoting conducting or carrying out the same and to provide trophies and prizes in connection therewith that encourages Kytherian tradition, good social behaviour and example.
- 6.3 To preserve and record the heritage, values, history and experiences of Kytherian immigrants to Australia, Kytherian people and their families.
- 6.4 To advance and preserve Greek and Kytherian history and culture for the diaspora of Australian and worldwide Kytherians and their descendants.
- 6.5 To promote education and to form and maintain a library of historical, geographical, artistic, sporting, cultural and other literature for the use and benefit of its members.

- 6.6 To encourage and promote Greek and Kytherian theatre, music, singing, dancing, art, annual functions, any significant Kytherian cultural event, and any other kind of activity that encourages Kytherian tradition, good social behaviour and example.

Supplementary objects

To do such things as are incidental or conducive to the attainment of the objects in clauses 6.1 to 6.6 including the following:

- 6.7 To affiliate and cooperate with and to acquire or take over, subject to approval at a **general meeting**, the assets and liabilities of any other association or body incorporated, promoted or set up in Australia and having similar objects.
- 6.8 Subject to clause 43.4, to purchase, hire, lease or otherwise acquire and hold any real property, and in particular any lands, buildings, accommodation and real property licenses and so far as the law may from time to time allow to partition, sell, hire, lease, demise, let, mortgage, charge, exchange or otherwise dispose of same real property of **the company** or any part or parts thereof.
- 6.9 Subject to clause 43.4, to acquire, construct, alter, maintain, manage and conduct offices, club rooms and other buildings and facilities necessary or convenient for the entertainment accommodation, education use or benefit of members and their families, friends, guests and invitees and otherwise for the purposes of the **company**.
- 6.10 To purchase, hire, lease or otherwise acquire and hold any personal property including furniture, club and household effects, utensils, books, newspapers, periodicals, musical instruments, fittings, apparatus, appliances and conveniences and as so far as the law may from time to time allow to sell, hire, lease, demise, charge, exchange or otherwise dispose of same or any other personal property of the **company** or any part or parts thereof.
- 6.11 To take such steps by personal or written appeals that requests public or other meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions or payments to the funds of **the company** by way of donation subscription fee levy or otherwise.
- 6.12 To publish any internet sites, newspapers, periodicals, books, circulars, leaflets or other content that may be desirable or necessary to support the promotion of **the company** objects.
- 6.13 To subscribe to charities and to grant donations for any charitable or benevolent purpose which would be consistent with the **company's** objects. The maximum amount given in any one year shall be set annually at the annual **general meeting** as set out in clause 43.5.
- 6.14 To support philanthropic purposes aligned with these objects.
- 6.15 To do and carry out all such acts matters and things and to enter into and perform all such agreements as are or may be or be deemed to be incidental or conducive to the attainment of the above objects or any of them.

7. Powers

Subject to clause 8, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

- (a) the powers of an individual, and
- (b) all the powers of a **company** limited by guarantee under the **Corporations Act**.

8. Not-for-profit

- 8.1 Except as provided under clauses 8.2 and 73:
- (a) the **company** must not distribute any income or assets directly or indirectly to its members;
 - (b) subject to clause 43.4 the income and property of the **company** will only be applied towards the promotion of the objects of the **company** set out in clause 6; and
 - (c) the **company** will not be carried on for the profit or gain of the members, neither while it is operating nor on a winding up.
- 8.2 Clause 8.1 does not stop the **company** from doing the following things, provided they are done in good faith and are subject to **Board** approval:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company** but otherwise on commercial terms and at arms-length, or
 - (b) making a payment to a member for the purpose of carrying out any of the **company's** charitable purposes.

9. Amending the constitution

- 9.1 Subject to clause 9.2, no addition, alteration or amendment shall be made to this Constitution unless by **special resolution**, which shall have been previously submitted to a **general meeting** and approved by three-quarters (75%) of the votes cast at that meeting. Twenty-one (21) days' notice of such meeting to be given to all members. The quorum, of persons who must be present, to be no less than forty (40) eligible voting members or 5% of eligible voting members as at the date notice of the **general meeting** is given, whichever is the greater.
- 9.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.
- 9.3 Unless otherwise specified in such resolution, any amendments to the Constitution shall come into full force and effect at the conclusion of the **general meeting** at which they were adopted.

Members

10. Membership and register of members

- 10.1 The members of the **company** are:
- (a) **existing members**, and
 - (b) any other person that the directors admit as a member, in accordance with this constitution.
- 10.2 The **company** must establish and maintain a register of members. The register must contain for each current member:
- (a) name
 - (b) address
 - (c) any alternative address nominated by the member for the service of notices,
 - (d) date the member was entered on to the register.
- 10.3 At 6pm on the date on which notice of a **general meeting** is sent to members:

- (a) the enrolment of new members shall cease and shall not be recommenced until after such meeting is concluded
 - (b) a member must be a financial member at the date of notice of **general meeting** to be eligible to vote at such meeting.
- 10.4 The **company** must in accordance with section 173 and subject to the Corporations Act give current members access to the register of members. The **Board** must ensure that only those particulars required by the Corporations Act relating to a member are recorded in the register.
- 10.5 Information that is accessed from the register of members must only be used in a manner relevant to the interest or rights of members.
- 10.6 Members must provide the **company** in writing any change of their member details within twenty-one (21) days.
- 10.7 **Membership Dues**
- (a) Any **membership dues** shall be determined by the directors.
 - (b) **Membership dues** shall be due and payable in advance on the first day of January in each year (or as prescribed by the **Board** from time to time) and every membership application shall be accompanied by the full amount of the **membership due** for the year current at the date of such application.
 - (c) By way of majority vote of the directors, the directors may also designate member categories, member benefits, fees and annual subscriptions applying to each type of membership.

11. Who can be a member

- 11.1 Full Members – The following persons who have attained the age of eighteen years are eligible to apply to be Full Members of the **company**:
- (a) born or descended from persons born on the Greek island of Kythera, or
 - (b) married to, widowed from, adopted by, or in a defacto relationship with any person born or descended from persons born on the Greek island of Kythera, and
 - (c) once a person is accepted as a Full Member, they will always be eligible to be a Full Member subject to clauses 17.4.
- Full Members have the right to vote at any **general meeting**.
- 11.2 Associate Members – All persons who support the objects of the **company** are eligible to apply to be members of the **company**.
- (a) Associate Members will not have the right to vote at any **general meeting**.
- 11.3 Life Members – Full Members who have demonstrated exceptional and distinguished service to the Kytherian community. The directors may nominate up to three (3) Life Members per year at an annual **general meeting** and each nominee shall become a Life Member endorsed by the members at the meeting. Life members shall not be liable for any **membership dues** to the **company** from the date of their appointment and shall have the like privileges in all respects as Full Members.
- 11.4 Benefactors – Persons who have made a significant donation to the **company** as determined by the directors and shall not be subject to **membership dues**. Benefactors will not have the right to vote at any **general meeting** unless they satisfy conditions in clause 11.1.
- 11.5 Honorary Members – An Honorary Membership may be granted to individuals or incorporated body deemed worthy of such distinction as resolved by the **Board**. Honorary Members shall not be subject to **membership dues**. This membership

may be conferred for a specified period or, in cases of distinguished service over many years, for Life in which case it shall be described as 'Honorary Life Membership.'

Honorary Members are not entitled to vote at any general or annual meeting.

12. How to apply to become a member

- 12.1 A person may apply in writing to become a member of the **company** and must use an application form determined by the **Board**, stating that they:
- (a) want to become a member (as defined in clause 11.1 and 11.2)
 - (b) support the objects of the **company**, and
 - (c) agree to comply with the **company's** constitution, including paying the guarantee under clause 4 if required.
- 12.2 A person's membership application must include a nomination from at least two (2) current Full Members who have been Full Members for the preceding twenty-four (24) months and are not subject to any disciplinary action.
- 12.3 The application must be delivered to the secretary who will submit it to the next meeting of the **Board** after receipt of the application.

13. Directors decide whether to approve membership

- 13.1 The directors must consider an application for membership within a reasonable time after the secretary has submitted the application to the **Board**.
- 13.2 If the directors approve an application, the secretary must within seven (7) days:
- (a) enter the new member on the register of members, and
 - (b) notify the applicant in writing that their application was approved, and the date that their membership started.
- 13.3 For the avoidance of doubt, the directors may approve an application even if the application does not state the matters listed in clause 12.1(a), 12.1(b) or 12.1(c). In that case, by applying to be a member, the applicant agrees to those three matters.
- 13.4 If the directors reject an application for membership the secretary must write to the applicant as soon as possible to advise them that their application has been rejected, but is not required to give reasons.

14. When a person becomes a member

Other than **existing members**, an applicant will become a member when they are entered on the register of members.

15. When a person stops being a member

A person immediately stops being a member if they:

- (a) die
- (b) have not paid any **membership dues** for a period of three months after they are due
- (c) resign, by writing to the secretary
- (d) are expelled under clause 17, or
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

Dispute resolution and disciplinary procedures

16. Dispute resolution

- 16.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
- (a) one or more members
 - (b) one or more directors, or
 - (c) the **company**.
- 16.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 17 until the disciplinary procedure is completed.
- 16.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 16.4 If those involved in the dispute do not resolve it under clause 16.3, they must within 10 days:
- (a) tell the directors about the dispute in writing
 - (b) agree or request that a mediator be appointed, and
 - (c) attempt in good faith to settle the dispute by mediation.
- 16.5 The mediator must:
- (a) be chosen by agreement of those involved, or
 - (b) where those involved do not agree:
 - i. for disputes between members, a person chosen by the directors, or
 - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which the **company** has its registered office.
- 16.6 A mediator chosen by the directors under clause 16.5(b)(i):
- (a) may be a member or former member of the **company**
 - (b) must not have a personal interest in the dispute, and
 - (c) must not be biased towards or against anyone involved in the dispute.
- 16.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
 - (b) allow those involved a reasonable chance to review any written statements
 - (c) ensure that those involved are given natural justice, and
 - (d) not make a decision on the dispute.

17. Disciplining members

- 17.1 In accordance with this clause, the directors may resolve to warn, impose restrictions, suspend or expel a member from the **company** if the directors consider that:
- (a) the member has breached this constitution, or
 - (b) the member's behaviour is causing, has caused, or is likely to cause harm to the **company**, or
 - (c) a member has engaged in conduct unbecoming of a member or prejudicial to the interests of the **company**.
- 17.2 At least 14 days before the directors' meeting at which a resolution under clause 17.1 will be considered, the secretary must notify the member in writing:

- (a) that the directors are considering a resolution to warn, impose restrictions, suspend or expel the member
 - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
 - (c) the charge against the member as referred to in clause 17.1 and the facts, matters and circumstances in support of that charge
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the member may provide any defence or an explanation to the directors, and details of how to do so.
- 17.3 Before the directors pass any resolution under clause 17.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written defence or explanation before that directors' meeting, and/or
 - (b) speaking at the meeting.
- 17.4 After considering any defence or explanation under clause 17.3, the directors will decide whether or not the charge against the member has been established and will advise the member of the decision. If the directors have advised the member that the charge is established, the directors will give the member the opportunity to make representations as to the course that directors should take. The directors will then decide on the course to take and may:
- (a) take no further action
 - (b) warn the member
 - (c) apply any other restrictions as they reasonably see fit
 - (d) suspend the member's rights as a member for a specified period as determined by the **Board**
 - (e) expel the member
 - (f) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
 - (g) require the matter be determined at a **general meeting**.
- 17.5 The directors cannot fine a member.
- 17.6 Any member causing damage to or loss of property of the **company** must pay reasonable compensation to the **company** as required by the **Board**.
- 17.7 The secretary must give written notice to the member of the decision under clause 17.4 as soon as reasonably practical.
- 17.8 Disciplinary procedures must be completed as soon as reasonably practical.
- 17.9 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

General meetings of members

18. General meetings called by directors

- 18.1 The directors may call a **general meeting**.
- 18.2 If members with at least 5% of the votes that may be cast at a **general meeting** make a written request to the **company** for a **general meeting** to be held and provided the meeting is to be held for a proper purpose, the directors must:
- (a) within 21 days of the members' request, give all members notice of a **general meeting**, and

- (b) hold the **general meeting** within two (2) months of the members' request.
- 18.3 The percentage of votes that members have (in clause 18.2) is to be worked out as at midnight before the members request the meeting.
- 18.4 The members who make the request for a **general meeting** must:
 - (a) state in the request any resolution to be proposed at the meeting
 - (b) sign the request, and
 - (c) give the request to the **company**.
- 18.5 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.
- 18.6 Directors may invite any persons, even if they are not members, to attend and speak at any **general meeting**.

19. General meetings called by members

- 19.1 If the directors do not call the meeting within 21 days of being requested under clause 18.2 and the requested meeting is for a proper purpose, 50% or more of the members who made the request may call and arrange to hold a **general meeting**.
- 19.2 To call and hold a meeting under clause 19.1 the members must:
 - (a) as far as possible, follow the procedures for **general meetings** set out in this constitution
 - (b) call the meeting using the list of members on the **company's** member register, which the **company** must provide to the members making the request at no cost, and
 - (c) hold the **general meeting** within ninety (90) days after the request was given to the **company**.
- 19.3 The **company** must pay the members who request the **general meeting** any reasonable expenses they incur in holding such meeting because the directors did not call and hold the meeting. Reasonable expenses are deemed to be those based on the average hosting costs of previously held **general meetings** conducted by the directors.

20. Annual general meeting

- 20.1 The directors will call a **general meeting**, called the annual **general meeting (AGM)**, to be held:
 - (a) within five months of the end of each financial year under clause 66, and
 - (b) at least once in every calendar year.
- 20.2 The following business shall form part of the agenda:
 - (a) To receive a report by the President on the **company's** activities, including **sub-committees**, during the preceding year and proposed future plans
 - (b) To receive a report by the Secretary on the proceedings of the **company** during the preceding year which shall include a statement of the number of paid up members at the end of the financial year, with a comparison of the previous year
 - (c) To receive the Audited Accounts for the past financial year
 - (d) Accept previous AGM minutes and to receive a Report by the Treasurer on the financial state of the **company** during the said year
 - (e) To receive any auditor's reports
 - (f) To appoint auditors if there is a vacancy in the position of auditor

- (g) To consider and vote on any motion properly submitted for consideration at the meeting either by the **Board** or by the members in accordance with clause 29
 - (h) To allow the members as a whole a reasonable opportunity to ask general questions and make comments to the **Board**
 - (i) To conduct the election of the Board of Directors in an election year in accordance with clause 39.
 - (j) Whether to review and endorse the **company's** maximum annual total donation limit in accordance with clause 43.5.
- 20.3 Before or at the annual **general meeting**, the directors must give information to the members on the **company's** activities and finances during the period since the last annual **general meeting**.
- 20.4 The Chairperson of the annual **general meeting** must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of the **company**.

21. Notice of general meetings

- 21.1 Notice of a **general meeting** must be given to:
- (a) each member entitled to vote at the meeting
 - (b) each director, and
 - (c) the auditor.
- 21.2 Notice of a **general meeting** must be provided in writing and given to the persons referred to in clause 21.1 so that it is likely to be received by them at least 21 days before the meeting.
- 21.3 Subject to clause 21.4, notice of a meeting may be provided less than 21 days before the meeting if:
- (a) for any annual **general meeting**, all the members entitled to attend at the annual **general meeting** agree beforehand, or
 - (b) for any other **general meeting**, members with at least 95% of the votes that may be cast at the meeting agree beforehand.
- 21.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
 - (b) appoint a director in order to replace a director who was removed
 - (c) remove an auditor, or
 - (d) change the constitution.
- 21.5 Notice of a **general meeting** must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
 - (b) the general nature of the meeting's business
 - (c) if applicable, any resolutions to be proposed and the words of the proposed resolution
 - (d) a statement that Full Members have the right to appoint a proxy and that, if a member appoints a proxy:
 - i. the proxy needs to be a Full Member of the **company**
 - ii. the proxy form must be delivered to the **company** at its registered address or the address (including an electronic address) specified in the notice of the meeting, and

- iii. the proxy form must be delivered to the **company** at least 48 hours before the meeting.
 - (e) a statement that Full Members have the right to vote by postal or electronic means, only for the purpose of electing directors.
- 21.6 If a **general meeting** is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

22. Quorum at general meetings

- 22.1 For a **general meeting** to be held, at least 40 Full Members (a quorum) must be present for the whole meeting. When determining whether a quorum is present, a person may only be counted once (even if that person is a proxy of more than one member).
- 22.2 No business may be conducted at a **general meeting** if a quorum is not present.
- 22.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of **general meeting**, the **general meeting** is adjourned to the date, time and place that the Chairperson specifies. If the Chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
 - (b) if the time is not specified – the same time, and
 - (c) if the place is not specified – the same place.
- 22.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

23. Auditor's right to attend meetings

- 23.1 The auditor is entitled to attend any **general meeting** and to be heard by the members on any part of the business of the meeting that concerns the **auditor** in the capacity of auditor.
- 23.2 The **company** must give the auditor any communications relating to the **general meeting** that a member of the **company** is entitled to receive.

24. Third Parties to attend meetings

The directors may invite any person to attend, speak or present at the **general meeting** even if they are not members.

25. Using technology to hold meetings

- 25.1 The **company** may hold a **general meeting** at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting, and is verified by the attending director or person nominated by the directors to verify attendance at each venue.

26. Chairperson for general meetings

- 26.1 The **elected chairperson** is entitled to chair **general meetings**.
- 26.2 The members present and entitled to vote at a **general meeting** may choose a director or member to be the Chairperson for that meeting if:
- (a) there is no **elected chairperson**, or
 - (b) the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or
 - (c) the **elected chairperson** is present but says they do not wish to act as Chairperson of the meeting.

27. Role of the chairperson

- 27.1 The Chairperson is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the **auditor** (if any)).
- 27.2 The Chairperson does not have a casting vote.

28. Adjournment of meetings

- 28.1 If a quorum is present, a **general meeting** must be adjourned if a majority of **members present** direct the Chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.
- 28.3 Any adjournment may change the time or the venue for the **general meeting**. If a meeting is to be adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as if it was an original meeting.
- 28.4 A notice of meeting is not required to be given for an adjourned meeting where the adjournment is for less than thirty (30) days.

Members' resolutions and statements

29. Members' resolutions and statements

- 29.1 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a **general meeting** (members' resolution), and/or
 - (b) a written request to the **company** that the **company** give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a **general meeting** (members' statement).
- 29.2 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.3 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.
- 29.4 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.5 The percentage of votes that members have (as described in clause 29.1) is to be worked out as at midnight before the request or notice is given to the **company**.
- 29.6 If the **company** has been given notice of a members' resolution under clause 29.1(a), the resolution must be considered at the next **general meeting** held no more than two months after the notice is given.
- 29.7 This clause does not limit any other right that a member has to propose a resolution at a **general meeting**.

30. Company must give notice of proposed resolution or distribute statement

- 30.1 If the **company** has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the **company's** cost, or
 - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the

expenses reasonably incurred by the **company** in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a **general meeting**, the members may pass a resolution that the **company** will pay these expenses.

- 30.2 The **company** does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1000 words long
 - (b) the directors consider it may be defamatory
 - (c) clause 30.1(b) applies, and the members who proposed the resolution or made the request have not paid the **company** enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
 - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a **general meeting** or is otherwise not a valid resolution able to be put to the members.

Voting at general meetings

31. How many votes a member has

Each Full Member that has no outstanding **membership dues** as at 6pm on the date on which the notice of the **general meeting** is sent to members, has one vote.

32. Challenge to member's right to vote

- 32.1 A member or the Chairperson may only challenge a person's right to vote at a **general meeting** at that meeting.
- 32.2 If a challenge is made under clause 32.1, the Chairperson must decide in good faith whether or not the person may vote. The Chairperson's decision is final.

33. How voting is carried out

- 33.1 Voting must be conducted and decided by:
- (a) a show of hands
 - (b) a vote in writing, or
 - (c) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- 33.2 Before a vote is taken, the Chairperson must state whether any proxy votes have been received.
- 33.3 On a show of hands, the Chairperson's decision is conclusive evidence of the result of the vote.
- 33.4 The Chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 33.5 In the case of an equality of votes whether on a show of hands or in writing the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall not be entitled to a second or casting vote.

34. When and how a vote in writing must be held

- 34.1 A vote in writing may be demanded at the meeting on any resolution instead of or after a vote by a show of hands by:
- (a) at least five **members present**, or
 - (b) the Chairperson.

- 34.2 A vote in writing must be taken when and how the Chairperson directs, unless clause 34.3 applies.
- 34.3 A vote in writing must be held immediately if it is demanded under clause 34.1:
(a) for the election of a Chairperson under clause 26.2, or
(b) to decide whether to adjourn the meeting.
- 34.4 A demand for a vote in writing may be withdrawn.

35. Appointment of proxy

- 35.1 A Full Member may appoint a proxy to attend and vote at a **general meeting** on their behalf. The proxy must be a Full Member.
- 35.2 A Full Member may be appointed as a proxy by no more than five (5) Full Members, and the member so appointed has in addition to their vote the five (5) proxy votes.
- 35.3 In the case of the chairperson, the limit of proxy votes that can be exercised by the chairperson is five (5) for **undirected proxies** and unlimited in the case of **directed proxies**.
- 35.4 Subject to clause 35.9, a proxy must be a Full Member with no outstanding **membership dues** as at 6pm of the date the notice of the **general meeting** is sent to members.
- 35.5 A proxy appointed to attend and vote for a member has the same rights as the member to:
(a) speak at the meeting
(b) vote in a vote in writing (but only to the extent allowed by the appointment), and
(c) join in to demand a vote in writing under clause 34.1.
- 35.6 An appointment of proxy (proxy form) must be signed by the member appointing the proxy and must contain:
(a) the member's name, address and membership number
(b) the proxy's name, address and membership number or the name of the office held by the proxy, and
(c) the meeting at which the appointment may be used.
- 35.7 A proxy appointment will only be valid for a specific **general meeting**.
- 35.8 A proxy appointment will be valid if the appointment form is received by the **company** in accordance with clause 35.9.
- 35.9 A proxy appointment form must be received by the **company** at the **company's** registered address at least 48 hours before the meeting.
- 35.10 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 35.11 A proxy appointment shall become invalidated upon the happening of any of the following events to the member exercising the appointment, namely the member:
(a) dies
(b) is mentally incapacitated
(c) revokes the proxy's appointment, or
(d) revokes the authority of a representative or agent who appointed the proxy.
- 35.12 A proxy appointment may specify the way the proxy must vote on a particular resolution.

36. Voting by proxy, post or electronic means

- 36.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting in their own right as a member on a show of hands).
- 36.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
 - (b) must vote as specified on the proxy form, and
 - (c) if the proxy is also a member they may cast their vote and the proxy vote held in different ways provided that the proxy must not exercise more than their number of appointed proxy votes as provided in clause 35.2.
- 36.3 At the discretion of the **company**, postal or electronic voting may be permitted for the election of directors and a member must use the specified voting form provided by the **company**.

Directors

37. Number of directors

- 37.1 The **company Board** must have at least seven (7) and no more than twelve (12) directors.
- 37.2 By ordinary resolution, the members may from time to time increase or decrease the requisite number of directors at a **general meeting**.

38. Eligibility to be a director

- 38.1 A person is eligible for election as a director of the **company** if they:
- (a) are a Full Member of the **company** for at least twenty four (24) consecutive months preceding the date of nomination and have no outstanding **membership dues** as at the day they are nominated under 38.1(b) and 38.1(c), and
 - (b) are nominated in writing by at least two Full Members of the **company**, addressed to the secretary received at the **company's** registered office no later than 6:00pm thirty (30) days prior to the date of the **general meeting** at which the election will be held or as notified in accordance with clause 39.1(a), and
 - (c) give the **company** their signed consent to act as a director of the **company**, and
 - (d) are not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.
- 38.2 Directors are elected and appointed as individuals and are not elected or appointed as representatives of any specific interests and must act for the benefit of the **company** as a whole. They must not act in the interests of other bodies or persons and not allow personal interests, or the interest of any associated persons, to conflict with their duties to the **company**.

39. Nominations, election and appointment of directors

- 39.1 The directors shall at the time of calling the **general meeting**:
- (a) Call for nominations for candidates for election as directors of the **company** by notice in writing addressed to all financial Full Members and also listed prominently on the **company's** web site or other electronic

- means, or displayed at the **company's** registered address. Such notices shall state the date on which nominations shall close, such date being not more than ninety (90) days nor less than thirty (30) days prior to the date of the **general meeting**, and
- (b) Appoint an independent **Returning Officer** who is not a director nor has declared they will be candidate for director. The **Returning Officer** need not be a member.
- 39.2 The secretary shall forward all nominations to the **Returning Officer** and immediately after the closing date for nominations prepare a ballot paper setting out the names of all candidates and the date of such election.
- (a) Prior to forwarding all nominations to the **Returning Officer**, the directors must verify that all nominations are eligible to be a director in accordance with clause 38. Any nomination that is not eligible to be a director in accordance with clause 38 must be discarded and the candidate informed in writing by the directors of their nomination not being accepted.
- (b) The directors may refuse a nomination if such declaration in accordance with clause 39.4(b) is deemed by the directors not to be in the best interest of the **company** or its members and that person is deemed by a resolution of the **Board** not fit and proper to hold office.
- 39.3 A minimum of twenty-one (21) days prior to the election Full Members will be advised of the names and details of the candidates (and of any declaration set out in clause 39.4) by email or post or displayed at the **company's** registered address or by any other form of communication the directors deem appropriate.
- 39.4 Persons who nominate to be a director must advise the **company** in writing at time of their nomination:
- (a) of any other directorship of a **company** or position they hold, that may be reasonably deemed to be in conflict of interest to the **company**.
- (b) of any act of misconduct or charge that may bring the **company** into disrepute
- (c) their skill and expertise they have that will be beneficial to the **company** and its members provided in the form of a brief resume which will be published to members.
- 39.5 **Election of directors**
- (a) The **Returning Officer** shall be Chairperson for the **general meeting** for the purpose of conducting the election.
- (b) The **Returning Officer** shall provide each attending Full Member entitled to vote a ballot paper and instruct such members to vote for the number of candidates required to be elected and to signify those for whom they desire to vote for by placing a cross opposite the names of such candidates.
- (c) Full Members must vote for a number of candidates not less than the minimum number of directors prescribed under clause 37.1 and not greater than the maximum number of directors as specified under clause 37.1 and any votes contained on any ballot paper marked otherwise than in conformity with this clause shall not be counted.
- (d) The **Returning Officer**, together with at least two (2) scrutineers nominated and approved by the members at the meeting, shall compile a

list of candidates and the number of votes recorded in their favour in order from the highest number of votes to the lowest.

- (e) The first twelve (or such other number as may from time to time constitute the **Board**) of the candidates appearing on such list shall be declared elected provided that, should there be a tie for the last place or places, the names of those tying will be placed in an opaque container and the required names drawn from that container shall occupy the remaining place or places. The names will be drawn from the container by the **Returning Officer** in the presence of two (2) or more financial Full Members of the **company** present at the meeting.
- (f) All tied places will be drawn in order until all tied places are exhausted and then followed by any other unsuccessful nomination in descending order will be recorded as the order if required to fill director vacancies in the future.
- (g) Any candidate who receives one or less votes will be deemed ineligible to be a director and their nomination will be classed as invalid.
- (h) If there be only the requisite number or less than that number of candidates nominated for election the **Returning Officer** shall declare those nominated duly elected and in the event of there being less than the requisite number those duly elected may elect upon a majority vote other member(s) to the **Board**.

39.6 **Appointment of a director to fill a casual vacancy.** The directors will appoint a person as a director to fill a casual vacancy or as an additional director if:

- (a) that person is a Full Member of the **company** for at least twenty-four (24) consecutive months prior to the appointment and have no outstanding **membership dues**, and
- (b) that person satisfies the criteria in clauses 38.1(c), 38.1(d) and 38.2 at the time of the casual vacancy or at the time the directors agree to appoint another director.

39.7 Notwithstanding clause 39.6, if:

- (a) the casual vacancy occurs on or after the 1st of January and prior to the **general meeting** of an election year of the **Board**, the directors are not required to fill that vacancy. If such vacancy results in a failure to meet the minimum number of directors, then the directors must proceed to fill the vacancy.
- (b) a casual vacancy occurs within 14 days prior to the next scheduled **Board** meeting, the casual vacancy will be appointed at the next directors meeting after the fourteen (14) days or within ninety (90) days (whichever occurs first). The **Board** will appoint a member being an eligible candidate who failed in the ballot conducted at the last preceding election. The first eligible candidate will be the person with the highest number of votes (or in the event of a tie in the preceding election clause 39.5(f) will be applied as to the ranking preference). That person will be offered the position of director and if they fail to accept the next eligible candidate will be offered the position and so on until such position is filled.
- (c) in the event that no eligible candidate from the preceding **general meeting** accepts the position of director to fill the casual vacancy and the **Board** meets the requirements of clause 37.1, the **Board** may at its discretion:

- i. not fill such casual vacancy, or
 - ii. if there are insufficient candidates, appoint any other full member of the **company** to occupy such casual vacancy provided that no more than three directors are appointed in this manner in any twelve (12) month period.
- 39.8 If the number of directors is reduced to fewer than seven, the continuing directors may act for the purpose of increasing the number of directors to seven or calling a **general meeting**, but for no other purpose.
- 39.9 **Temporary Vacancy.** A director may apply to the **Board** of the **company** for a temporary vacancy if they are either:
 - (a) recovering from a serious medical condition
 - (b) receiving extended medical treatment
 - (c) required to be a carer
 - (d) are undertaking education or professional development, or
 - (e) required to be absent for other pressing personal reasons approved by the **Board**.
- 39.10 A temporary vacancy will not be unreasonably withheld provided that:
 - (a) where practical, is supported by a request in writing to the directors stating the circumstances
 - (b) is no greater than six (6) months
 - (c) is approved by the majority of the directors excluding the applicant.
- 39.11 The **Board** is not required to appoint another director in the case of a temporary vacancy.
- 39.12 The **Board** is not permitted to approve any more than two temporary vacancies at any one time or allow a temporary vacancy to result in **Board** numbers falling below a quorum.
- 39.13 In the event of an approved temporary vacancy the vacating director will not be permitted to vote at any meeting during their approved vacancy period.
- 39.14 A director ceases to be on temporary vacancy as at the date they declare their intended return by way of notice in writing to the secretary of the **company** or at the date which the **Board** approved such vacancy period, whichever comes first.

40. Election of office bearers

- 40.1 Within seven (7) days of the declaration of the election, the directors shall meet together under the Chairpersonship of the oldest of those present and elect the following office holders:
 - (a) President who will also be Chairperson of the Board of Directors
 - (b) Vice-President
 - (c) Treasurer
 - (d) Secretary
 - (e) Such officers that the directors deem necessary.
- 40.2 If two (2) or more members of the same **family** are elected directors only one may hold any of the executive offices currently President, Vice President, Treasurer or Secretary at the same time.
- 40.3 A director is permitted to only hold one of the executive positions at clauses 40.1(a), 40.1(b), 40.1(c), and 40.1(d) at the same time.

41. Term of office

- 41.1 Directors will serve for a two-year term subject to clause 42.
- 41.2 Directors appointed under clause 39.6 shall hold office for the unexpired term of the director they replaced.
- 41.3 Directors shall cease to hold office at the conclusion of the next **general meeting** fixed for the election of directors. However, any director ceasing to hold office may, subject to eligibility, nominate for re-election.
- 41.4 Directors holding office as at the date of the **special resolution** adopting this Constitution, shall be eligible to remain in office until the next **general meeting** at which directors are to be elected. This clause 41.4 shall apply notwithstanding clause 41.6.
- 41.5 A director may serve a maximum period of combined or consecutive years' in office, in any or all of the following office-bearer positions and must retire from such position(s) on the **Board** at the first election after the maximum period as stipulated:
- (a) President – ten (10) years
 - (b) Vice President – ten (10) years
 - (c) Treasurer – ten (10) years
 - (d) Secretary – ten (10) years
- 41.6 The maximum periods of ten (10) years referred to in clause 41.5 are all calculated from 1 January 2009 for all persons who have served in the office bearer positions referred to in clause 41.5 during that period.
- 41.7 By passing a **special resolution** at a **general meeting**, members may from time to time increase or decrease the number of years stipulated in clause 41.5.
- 41.8 The **Board** may in the ninety (90) days prior, and before the closing date for nominations to a general election, pass a **Board** resolution with a 75% majority vote by all other directors, to allow an extension to the maximum years for a sitting director holding such positions listed in clause 41.5 by a further period of two years to those stipulated.
- 41.9 Any person who reaches the maximum years in office in accordance with clause 41.5 and is not granted an extension under clause 41.8, will not be permitted to hold positions 40.1(a), 40.1(b) 40.1(c) or 40.1(d) for a minimum of forty-eight (48) months after retiring from such position of the **Board**.
- 41.10 In the event the minimum period stated in clause 41.9 is fulfilled, a person can re-apply for another two years in accordance with clause 41.8.

42. When a director stops being a director

- 42.1 A director stops being a director if they:
- (a) give written notice of resignation as a director to the **company**
 - (b) die
 - (c) are removed as a director by a resolution of the members at a **general meeting**
 - (d) cease to be a member of the **company**
 - (e) become legally or medically incapacitated where the incapacity is on a permanent or long term basis
 - (f) become a person whose person or estate is liable to be dealt with under any law relating to mental health
 - (g) exceed the temporary vacancy period of six (6) months

- (h) are absent for three (3) consecutive directors' meetings without prior approval from the directors
- (i) have a direct or indirect pecuniary interest in any contract or proposed contract to which the **company** is party and fails to declare the nature of their interest as required by the **Corporations Act**, or
- (j) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

Powers of directors

43. Powers of directors

- 43.1 The directors are responsible for managing and directing the activities of the **company** to achieve the purposes set out in clause 6.
- 43.2 The directors may use all the powers of the **company** except for powers that, under the **Corporations Act** or this constitution, may only be used by members.
- 43.3 The directors must decide on the responsible financial management of the **company** including:
 - (a) Any suitable written delegations of power under clause 44
 - (b) To invest and deal with any of the monies of the **company** not immediately required for the purposes thereof upon such securities and in such manner as may be deemed fit and from time to time to vary and realise such investments provided that any such moneys shall be invested only in such forms of investment as are permitted by law and does not include lending any monies to a third party (other than interest bearing deposits with a bank)
 - (c) To borrow money from time to time and for such purposes to give mortgages, charges or other security over the whole or any part of the property, real or personal, of the **company**. Interest not exceeding a commercially available interest rate for a similar investment without any restrictions as charged by Australian trading banks from time to time may be paid on money borrowed from any member.
- 43.4 The directors cannot exercise any powers conferred on them by clauses 6.8 and 6.9 without the prior approval of a resolution passed at a **general meeting** by the majority of not less than three-quarters of those members present and voting at that **general meeting** of which twenty-one (21) days' notice has been given to all members specifying the resolution.
 - (a) The **general meeting** at which such notice has been given may confer on the **Board** for the time being an authority to purchase, sell, otherwise acquire or dispose of any real property, provided that nothing herein shall prevent the directors for the time being expending an amount determined for that purpose which does not exceed the amount approved for that purpose by the **company** in the **general meeting**.
 - (b) The amount so expended shall only be applied to the purchase of real property for the **company** as contemplated in clauses 6.8 and 6.9.
- 43.5 The directors may approve the making of donations to any charity or for any charitable or benevolent purpose under clause 6.13 provided the total of all donations in any financial year does not exceed the lesser of:
 - (a) fifty thousand dollars (\$50,000), or

- (b) one-half (50%) of the **adjusted operating surplus** in the immediate preceding financial year of the **company**. In the event that the **adjusted operating surplus** in the immediate preceding year is less than \$25,000, by resolution of the **Board**, the directors may approve donations up to \$25,000.

The amount of donations must not result in the **company** not meeting its obligation under clause 47.2(a).

- 43.6 The directors cannot remove a director or **auditor**. Directors and **auditors** may only be removed by a members' resolution at a **general meeting**.
- 43.7 All acts done by a person appointed as director under this constitution shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was duly qualified.

44. Delegation of directors' powers

- 44.1 The directors may delegate any of their powers and functions to a director, member, **sub-committee**, an employee of the **company** or any other person, as they consider appropriate.
- 44.2 The delegation must be recorded in the **company's** minute book.
- 44.3 **Delegation to Sub-Committees.** The directors may:
 - (a) As and when required appoint, merge or dissolve one or more **Sub-Committees** to act for any purposes of the **company** and to:
 - i. delegate to any such **Sub-Committee** such powers as the **Board** may think appropriate
 - ii. ensure the **Sub-Committee** will have a minimum of three members, a majority will be Full Members of the **company**, and allow non-members with expertise especially required for the purpose of the **Sub-Committee**
 - iii. appoint such persons as the directors think fit to any **Sub-Committee** including members, non-members and employees of the **company**.
 - (b) Revoke or alter such powers delegated to a **Sub-Committee** if the **Sub-Committee** is not:
 - i. conforming to regulations imposed upon the **Sub-Committee** under this Constitution or by the **Board** as per clause 44.4
 - ii. performing activities that are in line with the initial purpose and intention of the **Sub-Committee's** formation, without prior approval by the directors.
 - (c) Each **Sub-Committee** must be accountable to the **Board** for their approval of income and expenditure received or incurred at all times, with all income and surplus funds belonging to the **company**.
 - (d) Allow a group of Full Members to seek approval from the **Board** to create a **Sub-Committee**.
 - (e) Establish advisory committees (with or without delegated powers) consisting of such person or persons as the **Board** deem appropriate.
 - (f) set quorums of such **Sub-Committees**.
- 44.4 **Sub-Committee powers.** Any **sub-committee** so formed or person or persons so appointed must, in the exercise of the powers so delegated, or functions

entrusted, conform to any regulations included in this Constitution and additional regulations imposed by the Directors.

- 44.5 **Sub-Committee meetings.** The meetings and proceedings of any **Sub-Committee** are governed by the provisions in this Constitution for regulating the meetings and proceedings of the directors so far as they are capable of application and not affected by any resolution or regulation made by the **sub-committee** members under clause 44.4.
- 44.6 **Sub-Committee members as officers.** Each person appointed to a **Sub-Committee** under clause 44.3(a) if not otherwise an officer of the **company** is, when exercising the powers so delegated or functions entrusted, an officer of the **company**, and subject to regulations as outlined in this Constitution .
- 44.7 No **Sub-Committee** is permitted to perform any act, commit to any agreement or contract without the prior approval of the **Board** that jeopardises the charitable status or financial stability of the **company**.

45. Payments to directors

- 45.1 The **company** may reimburse a director for expenses properly incurred by the director in connection with the affairs of the **company**.
- 45.2 The **company** must not pay fees to a director for acting as a director.
- 45.3 No director is entitled to any form of payment received for the provision of goods or services to the **company**.
- 45.4 Any payment made under clauses 45.1 must be approved by the directors.
- 45.5 No director is entitled to be employed by the **company** in any capacity or apply for any form of employment in the **company**. Any person wishing to nominate to be a director that is employed by the **company** must resign from their employment from the **company** upon their appointment as a director of the **company**.
- 45.6 For existing employees who are directors of the **company** at the time of adoption of this Constitution, the provisions of clause 45.5 shall not operate until the date of the next annual **general meeting** at which the election of directors is held.

46. Execution of documents

The **company** may execute a document, subject to clause 48.7 without using a common seal if the document is signed by:

- (a) two directors of the **company**, or
- (b) a director and the secretary.

Duties of directors

47. Duties of directors

47.1 General duties

The directors must comply with their duties as directors under the laws applying in the State of New South Wales, and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** namely:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the **company**
- (b) to act in good faith in the best interests of the **company** and to further the charitable purposes of the **company** set out in clause 6

- (c) not to misuse their position as a director
- (d) not to misuse information they gain in their role as a director
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48
- (f) to ensure that the financial affairs of the **company** are managed responsibly, and
- (g) not to allow the **company** to operate while it is insolvent.

47.2 Specific financial management duties of directors

- (a) To maintain at all times **company** assets at a level so as to exceed liabilities at a ratio of not less than 4:1. For this purpose, a valuation of all real property of the **company** shall be carried out each three years and that valuation by an accredited valuer and recorded in the audited financial accounts. If this valuation reveals a shortfall in the above ratio, the **company** shall make every endeavour to preserve those assets and to use current and future cash surpluses to restore the ratio of assets to liabilities to the ratio threshold specified in this clause.
- (b) To insure and to keep insured any insurable property of the **company** against loss or damage by fire or otherwise at an appropriate market or replacement value.
- (c) To, at least once every year, provide the **company** accounts to be examined and the correctness of the balance sheet ascertained by one or more qualified members of a recognised body of **auditors** as approved by the members at an annual **general meeting**.

47.3 Specific duties of directors

Every year the directors must arrange, support and provide opportunity for members to:

- (a) celebrate, the memories of the Greek Orthodox Patron Saints of Kythera, St. Theodore and Our Lady Panagia Myrtidiotissa on the 12th May and the 24th September respectively (or on the first Sunday following such dates) by the holding of Church Liturgy and Bread Offering (known as “Artoplasia”) and
- (b) mark the memories of the Martyr of Kythera St. Elesia and all Kytherians who have died in Australia and elsewhere by the holding of a Greek Orthodox Church Liturgy and memorial service (known as “Mnemosynon”) celebrated on the 1st August or the first Sunday following such day.
- (c) Maintain and display the icons of the Greek Orthodox Saints referenced in clauses 47.3(a) and (b).

48. Conflicts of interest

48.1 A director must disclose the nature and extent of any actual or perceived or potential material conflict of interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution):

- (a) to the other directors, or
- (b) if all of the directors have the same conflict of interest, to the members at the next **general meeting**, or at an earlier time if reasonable to do so.

- 48.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting. Once a conflict is identified this should be entered into The Conflicts of Interest Register to be monitored and reviewed by the secretary.
- 48.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clause 48.4:
- (a) be present at the meeting while the matter is being discussed, or
 - (b) vote on the matter.
- 48.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of the **company**, and the other members have the same interest
 - (b) their interest relates to a payment by the **company** under clause 67 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**
 - (c) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of the **company** (see clause 68), or
 - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter.
- 48.5 In the event a director who fails to notify the **company** of an actual, perceived or potential material conflict of interest, the remaining directors may convene a **general meeting** requesting the members to remove the director from office.
- 48.6 Any person or persons, employees, members, **Sub-Committee** members, and related parties accepting the delegated powers from a Director as per clause 44.1, is automatically bound by the requirements of this clause 48 relating to the conflicts of interest.
- 48.7 No two or more directors who are **family** relatives may:
- (a) be signatories to the **company's** bank accounts, or
 - (b) execute any deed or document on behalf of the **company**.

Directors' meetings

49. When the directors meet

The directors may decide how often, where and when they meet provided that:

- (a) There are no less than eight (8) meetings in a Financial Year, and
- (b) No longer than three (3) months elapse between any two meetings.

50. Calling directors' meetings

- 50.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 50.2 A director may give notice in writing or by any other means of communication that has previously been agreed to by all of the directors.

51. Chairperson for directors' meetings

- 51.1 The **elected chairperson** is entitled to chair directors' meetings.
- 51.2 If the **elected chairperson** is not present within 30 minutes after the starting time set for the meeting, or is present but does not want to act as Chairperson of the meeting, the next senior officer in the order set out in clause 40.1 shall take the chair.

52. Quorum at directors' meetings

- 52.1 The quorum for a directors' meeting is seven (7) directors.
- 52.2 A quorum must be present for the whole directors' meeting.

53. Using technology to hold directors' meetings

- 53.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.
- 53.2 The directors' agreement may be a standing (ongoing) one.
- 53.3 A director may only withdraw their consent within a reasonable period before the meeting.

54. Passing directors' resolutions

A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution. Each director shall be entitled to one (1) vote and in the case of an equality of votes the Chairperson shall have a second or casting vote if a full complement of directors is present.

55. Meetings held in private

All meetings shall be in private unless the directors invite any person to attend, speak or present to the **Board**.

56. Attendance of General or Administrative Manager

The directors may appoint a General or Administrative Manager or the like who shall be responsible to the **Board** for the **company's** operations and its affairs. They may be invited to attend and speak at meetings however they will not constitute a member of the **Board** for the purposes of determining a quorum nor shall they have a vote. At the directors' discretion, they may be requested not to be present during the **Board's** discussion of matters relating to their employment contract.

57. Circular resolutions of directors

- 57.1 The directors may pass a circular resolution without a directors' meeting being held.
- 57.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 57.3 or clause 57.4.
- 57.3 Each director may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree, abstain or disagree to the resolution, or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 57.4 The Chairperson will determine whether a circular resolution is necessary and send the resolution by email to the directors and the directors may agree, abstain or disagree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply copied to all the directors.

Secretary

58. Appointment and role of secretary

- 58.1 The **company** must have at least one secretary, who may also be a director.
- 58.2 The role of the secretary includes:
 - (a) maintaining a register of the **company's** members, and

- (b) maintaining the minutes and other records of **general meetings** (including notices of meetings), directors' meetings and circular resolutions.

Minutes and records

59. Minutes

- 59.1 The **company** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of **general meetings**
 - (b) a copy of a notice of each **general meeting**, and
 - (c) a copy of a members' statement distributed to members under clause 30.
- 59.2 The **company** must, within one month, make and keep the following records:
 - (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
 - (b) minutes of circular resolutions of directors.
- 59.3 To allow members to inspect the **company's** records:
 - (a) the **company** must give a member access to the records set out in clause 59.1, and
 - (b) the directors may authorise a member to inspect other records of the **company**.
- 59.4 The directors must ensure that minutes of a **general meeting** or a directors' meeting are signed within a reasonable time after the meeting by:
 - (a) the Chairperson of the meeting, or
 - (b) the Chairperson of the next meeting.
- 59.5 The directors must ensure that minutes of the passing of a circular resolution are minuted at the subsequent directors meeting.

60. Financial and related records

- 60.1 The **company** must make and keep written financial records that:
 - (a) correctly record and explain its transactions and financial position and performance, and
 - (b) enable true and fair financial statements to be prepared and to be audited.
- 60.2 The **company** must also keep written records that correctly record its operations including:
 - (a) This Constitution with any additions, deletions or amendments
 - (b) Policy and Procedure manuals
 - (c) A list of the names, address and contact details of each of its current directors and appointed officers
 - (d) A Conflicts of Interest Register for all directors and **company** officers
 - (e) Annual reports, and
 - (f) Members Register
- 60.3 The directors must take reasonable steps to ensure that the **company's** records are kept safe at all times.
- 60.4 Such records as are required by and in accordance with the law shall be made available for inspection by directors, former directors and members during normal business hours at the **company's** registered address subject to a written request stating purpose and providing sufficient notice, subject to **Board** approval.

Policy and Procedures Manual

61. Policy and Procedures Manual

- 61.1 The Directors shall establish and maintain a Policy and Procedures Manual to give effect to this Constitution, detailing the policies and procedures to be followed wherever practicable in the running and administration of the **company** and its affairs and at all times in accordance with the law.
- 61.2 The policies and procedures set out in such Manual shall not be inconsistent with this Constitution and to the extent of any inconsistency between the policies and procedures and the Constitution, the Constitution shall prevail. In all matters pertaining to the administration of the **company**, this Constitution shall prevail. The directors may from time to time review the Policy and Procedures Manual and make changes they deem fit for the good order and governance of the **company**. Amendment to the Policy and Procedures Manual shall come into effect at the conclusion of the meeting of the **Board** at which they were approved.
- 61.3 The directors shall adopt such means as it deems sufficient to bring to the notice of members all such regulations and alterations as shall be in force and binding upon members.
- 61.4 Members and directors must comply with the Policy and Procedures Manual as if it was part of this Constitution.
- 61.5 For the avoidance of doubt, amendments to procedural and other matters in the Policy and Procedures Manual specifically shall not be imported into this Constitution by reference and shall not require adoption at a **general meeting** before coming into force.

Notice

62. What is notice

- 62.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 63 to 65 unless specified otherwise.
- 62.2 Clauses 63 to 65 do not apply to a notice of proxy under clause 35.9.

63. Notice to the company

Written notice or any communication under this constitution may be given to the **company**, the directors or the secretary by:

- (a) delivering it to the **company's** registered office
- (b) posting it to the **company's** registered office or to another address chosen by the **company** for notice to be provided, or
- (c) sending it to an email address or other electronic address notified by the **company** to the members as the **company's** email address or other electronic address.

64. Notice to members

- 64.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
 - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices

- (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any)
 - (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 64.2 If the **company** does not have an address for the member, the **company** is not required to give notice in person.
- 64.3 The accidental omission to give notice of a meeting to or the non-receipt of notice of a **general meeting** by any member shall not invalidate any resolutions passed or other proceedings at any such meeting.

65. When notice is taken to be given

A notice:

- (a) delivered in person, or left at the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 64.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

Financial year

66. Company's financial year

The **company's** financial year is from 1 January to 31 December, unless the directors pass a resolution to change the financial year.

Indemnity, insurance and access to legal representation

67. Indemnity

- 67.1 The **company** indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company** provided that the loss or liability does not arise out of conduct of the officer involving a wilful breach of duty in relation to the **company** or act of gross negligence.
- 67.2 In this clause, 'officer' means a director or secretary or other persons defined as officers in section 9 of the **Corporations Act** and includes former directors, secretaries and executive officers of **Sub-Committees** either current or after they have ceased to hold that office.
- 67.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
 - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

67.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the **company**.

68. Insurance

To the extent permitted by law (including the **Corporations Act**) the **company** must pay or agree to pay a premium for a sufficient contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

69. Access to Legal Representation

69.1 To the extent permitted by law (including the **Corporations Act**) the **company** may pay or agree to pay costs and expenses of a person who is or has been an officer of the **company** in defending proceedings (whether civil or criminal, and whatever their outcome) provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to the **company** or act of gross negligence.

69.2 Legal advice or engagement if required to be agreed by a Directors resolution as to whom should give advice or act on each matter.

Winding up

70. Surplus assets not to be distributed to members

If the **company** is wound up, any **surplus assets** must not be distributed to a member or a former member of the **company**.

71. Distribution of surplus assets

71.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **company** is wound up must be distributed to one or more charities:

- (a) with charitable purpose(s) similar to, or inclusive of, the purposes in clause 6, and
- (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.

71.2 The decision as to the charity or charities to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up. If the members do not make this decision, the **company** may apply to the Supreme Court to make this decision.

Definitions and interpretation

72. Definitions

In this constitution:

ACNC Act means the Australian Charities and Not-for-profits Commission Act 2012 (Cth)

Adjusted operating surplus means the amount calculated in accordance with the formula set out in Schedule A to the **KAA** Policy and Procedures Manual

Board means the board of directors of the **company**

company means the **company** referred to in clause 1

Corporations Act means the Corporations Act 2001 (Cth)

Directed proxies means a proxy in which the appointor specifies the method in which their vote is to be exercised

elected chairperson means a person elected by the directors to be the **company's** President and Chairperson under clause 40

existing member means a person who is registered as a member of the **company** at the date this constitution is formally approved by resolution at a **general meeting**.

family means person related to each other as siblings, spouses, children or parents.

general meeting means a meeting of members and includes the annual **general meeting**, under clause 19.3

KAA means Kytherian Association of Australia

Membership dues means any annual subscription, fees or dues to be paid by members to the **company**.

Kythera includes the island of Anti-Kythera

Kytherian includes descendants from the island of Anti-Kythera

registered charity means a charity that is registered under the **ACNC Act**

Returning Officer means a person appointed by the **company** for the purposes of conducting an election of directors

surplus assets means any assets of the **company** that remain after paying all debts and other liabilities of the **company**, including the costs of winding up

Special resolution is defined under section 9 of the **Corporations Act**

Sub-Committee(s) as defined under clause 44.3

Undirected proxies means a proxy in which the appointor leaves the method in which their vote is to be exercised to the discretion of the appointee.

73. Reading this constitution with relevant laws

73.1 The replaceable rules set out in the **Corporations Act** do not apply to the **company**.

73.2 While the **company** is a **registered charity**, the **ACNC Act** and the **Corporations Act** override any clauses in this constitution which are inconsistent with those Acts.

73.3 If the **company** is not a **registered charity** (even if it remains a charity), the **Corporations Act** overrides any clause in this constitution which is inconsistent with that Act.

73.4 A word or expression that is defined in the **Corporations Act**, or used in that Act and covering the same subject, has the same meaning as in this constitution.

73.5 In the event any provision of this Constitution or of the Policy and Procedure Manual is found invalid under the Laws of Australia, by a Court, or other competent Tribunal, the invalid provision or provisions shall be deemed to be altered in such manner as is necessary to conform to the prevailing law. Notwithstanding such alterations, as may be necessary, all other provisions of this Constitution shall remain in full force and effect as written.

74. Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations).

Signatories to the Constitution and Acknowledgements

This Constitution was researched and developed by the members of the Constitutional Review Committee (CRC) (whose names appear below) appointed by the KAA at the **general meeting** held on 18 December 2018 in consultation with the membership as a major review project assigned to them so as to complete the task commenced by the late Angelo Notaras OAM, and progressed by the **Board** members (whose names appear below) of modernising the KAA Constitution.

Signatories to this Constitution

NAME	SIGNED	POSITION
Emmanuel Alfieris		President
Kathy Samios		Vice President
George Poulos		Secretary
Peter Tzannes		Treasurer
Esther Calligeros		Director
Victor Kepreotis		Director
Andrew Malanos		Director
Theo Poulos		Director
George Preneas		Director
Barbara Zantiotis		Director
Kaliopi Zervos		Director
Matina Zervos		Director & CRC Chair
John Comino		CRC member
Irene Faros		CRC member
George Giaouris		CRC member
Michael Samios		CRC member
John Sophios		CRC member
Koula Tzannes		CRC member

Adopted at a duly convened General Meeting of the **company** held on 26 June 2019

By The Kytherian Association of Australia Board of Directors