



# **RULES**

## **FOR THE INCORPORATED ASSOCIATION AHEPA VICTORIA INC.**

**Adopted 24th November 2013**

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ORG Reg. No.: A0023603L—Registered 13th August 1991

Associations Incorporation Reform Act 2012

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## **RULES OF AHEPA VICTORIA INC.**

ORG Reg. No.: A0023603L

Own rules for an Incorporated Association

### **Note**

The persons who from time to time are members of the Association are an incorporated association by the name given in rule 1 of these rules.

Under section 46 of the Associations Incorporation Reform Act 2012, these rules are taken to constitute the terms of a contract between the Association and its members.

### **PART 1—PRELIMINARY**

#### **1. Name**

The name of the incorporated Association is "**AHEPA VICTORIA INC.**".

### **Note**

The full name of the Association is the "Australian Hellenic Educational Progressive Association Victoria Incorporated". It shall be known as "AHEPA VICTORIA INC." or AHEPA VICTORIA and is hereinafter referred to in these rules as "the Association".

#### **2. Mission Statement**

The mission of the Association is to promote the Australian Hellenic ideals of education, philanthropy, civic responsibility, family and individual excellence by preserving the fraternal AHEPA organisation of male and female members existing in the State of Victoria and forming new Units of the Association to:

- (a) promote the principles and objects of the Association within the State of Victoria;
- (b) promote the principles and objects of the Association within Australia and overseas by working with other bodies associated with AHEPA; and

#### **3. Objects**

The objects, principles, and ideals of AHEPA VICTORIA INC are:

- a) To support social and public welfare by aiding, either financial or otherwise, directly, or indirectly (via other charities) to the disadvantaged or people in need within Australia and abroad.
- b) To assist to reconcile, strengthen and improve Australian- Greek (Hellenic) relations by advancing the Hellenic culture within our multicultural society in Australia and promoting mutual respect and tolerance between individuals and groups.
- c) To advance education and in particular the teaching of the Greek language and culture.
- d) To raise funds to provide financial support to medical research, cultural studies, and education.

#### 4. Financial year

The financial year of the Association is each period of 12 months ending on 30 June.

#### 5. Definitions

In these rules—

***absolute majority***, of the Committee, means a majority of the committee members currently holding office and entitled to vote at the time (as distinct from a majority of committee members present at a committee meeting);

***AHEPA*** means the Australian Hellenic Educational Progressive Association (Αυστραλό-Ελληνική Επιμορφωτική Προοδευτική Οργάνωση);

***AHEPA Australia*** means the Australian National AHEPA Association

***AHEPAN*** means a member of the Association;

***associate member*** means a member referred to in rule 15(1);

***By-laws*** means such policies, procedures or rules as described by the State Convention under rule 88;

***Chairperson***, of a general meeting or committee meeting, means the person chairing the meeting as required under rule 49;

***Combined Unit*** means a Unit containing male and female members;

***Committee*** means the Committee having management of the business of the Association;

***committee meeting*** means a meeting of the Committee held in accordance with these rules;

***committee member*** means a member of the Committee elected or appointed under Division 3 of Part 5;

***disciplinary appeal meeting*** means a meeting of the members of the Association convened under rule 26(3);

***disciplinary meeting*** means a meeting of the Committee convened for the purposes of rule 25;

***disciplinary subcommittee*** means the subcommittee appointed under rule 20;

***DOP*** means female Units of the Association known as Daughters of Penelope;

***financial year*** means the 12 month period specified in rule 4;

***general meeting*** means a general meeting of the members of the Association convened in accordance with Part 4 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

***member entitled to vote*** means a member who under rule 14(2) is entitled to vote at a general meeting;

***member*** means a member of the Association;

***rules*** means these rules containing the constitution of the Association as

amended from time to time in accordance with the procedures set out in these rules and in the Act;

**Schedule(s)** means the separated document containing forms, history, regalia and other details;

**special resolution** means a resolution that requires not less than three-quarters of the members voting at a general meeting, to vote in favour of the resolution;

**State Convention** means the general meeting of the members, being the highest constituted body of the Association held annually on a date determined by the State Council and subject to these rules;

**State Council** means the highest executive body of the Association constituted in accordance with rule 72 and comprised of the Committee and all those members who are current or past presidents of the Units of the Association;

**State Officers** means the Committee Officers of the Association and the State Council;

**State President** means the President of the Association and the State Council;

**the Act** means the **Associations Incorporation Reform Act 2012** and includes any regulations made under that Act;

**the Registrar** means the Registrar of Incorporated Associations.

**Unit** means a unit of the Association comprised of a group of members which is constituted in accordance with rules 70 and 71;

**Unit President** means the person appointed or elected as the president of a Unit in accordance with the procedures and by-laws determined by the State Council;

**Youth** means the younger members of the Association in the age specified in rule 70(4)(d)

**Youth Unit** mean the combined male and female Units comprising members between 16 and 30 years of age.

## **PART 2—POWERS OF ASSOCIATION, NOT FOR PROFIT**

### **6. Powers of Association**

- (1) Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- (2) Without limiting sub-rule (1), the Association may—
  - (a) acquire, hold and dispose of real or personal property;
  - (b) open and operate accounts with financial institutions;
  - (c) invest its money in any security in which trust monies may lawfully be invested;
  - (d) raise and borrow money on any terms and in any manner as it thinks fit;
  - (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
  - (f) appoint agents to transact business on its behalf;

- (g) enter into any other contract it considers necessary or desirable.
- (3) The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

## **7. Not for profit organisation**

- (1) The Association must not distribute any surplus, income or assets directly or indirectly to its members.
- (2) Sub-rule (1) does not prevent the Association from paying a member—
  - (a) reimbursement for expenses properly incurred by the member; or
  - (b) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

### **Note**

Section 33 of the Act provides that an incorporated association must not secure pecuniary profit for its members. Section 4 of the Act sets out in more detail the circumstances under which an incorporated association is not taken to secure pecuniary profit for its members.

## **PART 3—MEMBERS, STRUCTURE OF THE ASSOCIATION, DISCIPLINARY PROCEDURES AND GRIEVANCES**

### **Division 1—Membership**

## **8. Minimum number of members**

The Association must have at least fifteen (15) members.

## **9. Who is eligible to be a member**

Any person at least 16 years of age, who is of Hellenic heritage or a philhellene, of good moral character, a believer in the existence of God and in the divinity of Jesus Christ and the Holy Trinity (the Father the Son and the Holy Spirit), believes in and supports the purposes of the Association and is willing to subscribe to these rules and obey the authority of the Association, and who is a resident of or a citizen of Australia or has declared their intention of becoming a citizen of Australia is eligible for membership.

## **10. Application for membership**

- (1) To apply to become a member of the Association, a person must submit a written application to a committee member stating that the person—
  - (a) wishes to become a member of the Association and specifying the Unit which the person wishes to join; and
  - (b) supports the purposes of the Association; and
  - (c) agrees to comply with these rules.
- (2) The application—
  - (a) must be signed by the applicant; and
  - (b) proposed by two members of the Association in good standing; and
  - (c) may be accompanied by the joining fee.

### **Note**

The joining fee is the fee (if any) determined by the Association under rule 13(3).

### **11. Consideration of application**

- (1) As soon as practicable after an application for membership is received, the Committee must decide by resolution whether to accept or reject the application.
- (2) The Committee must notify the applicant in writing of its decision as soon as practicable after the decision is made.
- (3) If the Committee rejects the application, it must return any money accompanying the application to the applicant.
- (4) No reason need be given for the rejection of an application.

### **12. New membership**

- (1) If an application for membership is approved by the Committee—
  - (a) the resolution to accept the membership must be recorded in the minutes of the committee meeting;
  - (b) the Committee must assign the applicant as a member of a particular Unit of the Association; and
  - (c) the Secretary must, as soon as practicable:
    - (i) enter the name and address of the new member, the Unit to which the new member belongs and the date of becoming a member, in the register of members; and
    - (ii) notify the applicant of any additional requirements to be fulfilled (as determined by the State Council) in order for the applicant to be duly inducted as a member of the relevant Unit.
- (2) A person becomes a member of the Association and, subject to rule 14(2), is entitled to exercise his or her rights of membership from the date, whichever is the later, on which—
  - (a) the Committee approves the person's membership;
  - (b) the person has satisfied the additional requirements for induction as a member of the relevant Unit (if any) notified under sub-rule (1)(c); or
  - (c) the person pays the joining fee and the annual subscription.

### **13. Annual subscription and fee on joining**

- (1) At each annual general meeting, the Association must determine—
  - (a) the amount of the annual subscription (if any) for the following financial year; and
  - (b) the date for payment of the annual subscription.
- (2) The Association may determine that a lower annual subscription is payable by associate members.
- (3) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
  - (a) the full annual subscription; or

- (b) a pro rata annual subscription based on the remaining part of the financial year; or
  - (c) a fixed amount determined from time to time by the Association.
- (4) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid.

#### **14. General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under rule 80; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) The member is a member other than an associate member; and
  - (b) is a member of the State Council under rule 72; and
  - (c) is a delegate appointed to represent his/hers Unit in a State Convention/AGM
  - (d) is a financial member of his/her Unit at 30<sup>th</sup> June of the same year; and
  - (e) more than 3 months have passed since he or she became a member of the Association; and
  - (f) the member's membership rights are not suspended for any reason.

#### **15. Associate members**

- (1) Associate members of the Association include—
- (a) any members under the age of 18 years;
  - (b) a person who is recommended by a Unit member to be an associate member, notwithstanding that under rule 9 the person is not eligible to be a member of the Association, and who is approved by the State Council as an associate member of the Association;
  - (c) any other category of member as determined by special resolution at a general meeting.
- (2) An associate member must not vote but may have other rights as determined by the State Council or by resolution at a general meeting.
- (3) An associate member approved by the State Council under sub-rule (1)(b) may, subject to any determination of the State Council, not be required to fulfill additional requirements (if any) in order to become

an associate member of the relevant Unit and may not be required to pay the joining fee or the annual subscription

#### **16. Rights not transferable**

The rights of a member are not transferable and end when membership ceases.

#### **17. Ceasing membership**

- (1) The membership of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.

#### **18. Resigning as a member**

- (1) A member may resign by notice in writing given to the Association.

**Note**

Rule 79(3) sets out how notice may be given to the association. It includes by post or by handing the notice to the Secretary or to a member of the committee.

- (2) A member is taken to have resigned if—
  - (a) the member's annual subscription is more than 24 months in arrears; or
  - (b) where no annual subscription is payable—
    - (i) the Secretary has made a written request to the member to confirm that he or she wishes to remain a member; and
    - (ii) the member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a member.
- (3) A member who has resigned and wishes to reinstate his or her membership of the Association must make a new application for membership of the Association.

#### **19. Register of members**

- (1) The Secretary must keep and maintain a register of members that includes—
  - (a) for each current member—
    - (i) the member's name;
    - (ii) the member's date of birth
    - (iii) the address for notice last given by the member;
    - (iv) the date of becoming a member;
    - (v) if the member is an associate member, a note to that effect;
    - (vi) any other information determined by the Committee; and
  - (b) for each former member, the date of ceasing to be a member.
- (2) Any member may, at a reasonable time and free of charge, inspect the register of members.

**Note**

Under section 59 of the Act, access to the personal information of a person recorded in

the register of members may be restricted in certain circumstances. Section 58 of the Act provides that it is an offence to make improper use of information about a person obtained from the Register of Members.

### **Division 2—Structure of the Association**

#### **20. Hierarchy of the Association**

The authority of the Association is exercised in accordance with the following hierarchy:

- (a) the Units, being the primary groups by which the members of the Association are organized;
- (b) the State Council, being comprised of the Committee and all past and present Unit Presidents;
- (c) the Committee; and
- (d) the State Convention, being the annual general meeting of members.

#### **21. Structure flowchart**

The hierarchy of the Association is depicted as follows:

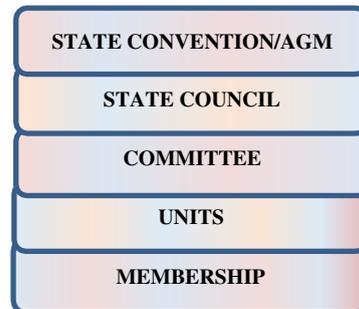
State Convention/AGM

State Council

Committee

Units

Each member of the Association is assigned to a Unit;



### **Division 3—Disciplinary action**

#### **22. Grounds for taking disciplinary action**

The Association may take disciplinary action against a member in accordance with this Division if it is determined that the member—

- (a) has failed to comply with these rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association; or
- (d) has knowingly made a false statement in an application for membership of the Association.

#### **23. Disciplinary subcommittee**

- (1) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Committee members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member concerned.

**24. Notice to member**

- (1) Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
  - (a) stating that the Association proposes to take disciplinary action against the member; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the *disciplinary meeting*); and
  - (d) advising the member that he or she may do one or both of the following —
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
    - (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member's appeal rights under rule 26.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

**25. Decision of subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member an opportunity to be heard; and
  - (b) consider any written statement submitted by the member.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member; or
  - (b) subject to sub-rule (3)—
    - (i) reprimand the member; or
    - (ii) suspend the membership rights of the member for a specified period; or
    - (iii) expel the member from the Association.
- (3) The disciplinary subcommittee may not fine the member.
- (4) The suspension of membership rights or the expulsion of a member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

**26. Appeal rights**

- (1) A person whose membership rights have been suspended or who has been expelled from the Association under rule 25 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-rule (2), a disciplinary appeal

meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.

- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—
    - (i) the name of the person against whom the disciplinary action has been taken; and
    - (ii) the grounds for taking that action; and
    - (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **27. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Committee must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

### **Division 4—Grievance procedure**

## **28. Application**

- (1) The grievance procedures set out in this State Council procedures and by-laws apply to disputes under these rules between—
  - (a) a member and another member;
  - (b) a member and the Committee;
  - (c) a member and the Association.
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

## **29. Parties must attempt to resolve the dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party or in accordance with such other time period stipulated in the State Council procedures and by-laws.

## **30. Appointment of mediator**

- (1) Subject to the State Council procedures and by-laws, if the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 29, the parties must within 10 days—
  - (a) notify the Committee of the dispute; and
  - (b) agree to or request the appointment of a mediator; and
  - (c) attempt in good faith to settle the dispute by mediation.
- (2) The mediator must be—
  - (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement—
    - (i) if the dispute is between a member and another member—a person appointed by the Committee; or
    - (ii) if the dispute is between a member and the Committee or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (3) A mediator appointed by the Committee may be a member or former member of the Association but in any case must not be a person who—
  - (a) has a personal interest in the dispute; or
  - (b) is biased in favour of or against any party.

### **31. Mediation process**

- (1) The mediator to the dispute, in conducting the mediation, must—
  - (a) give each party every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties throughout the mediation process.
- (2) The mediator must not determine the dispute.

### **32. Failure to resolve dispute by mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **PART 4—STATE CONVENTION/GENERAL MEETINGS OF THE ASSOCIATION**

### **33. Annual convention/general meetings**

- (1) The Committee must convene an annual convention/general meeting, the highest constituted body of the Association to be held:
  - (a) within the State of Victoria;
  - (b) during the months of July, August or September; or
  - (c) at any other time provided it is held within 5 months after the end of the financial year.
- (2) Despite sub-rule (1), the Association may hold its first convention/annual general meeting at any time within 18 months after its

incorporation.

- (3) The Committee may determine the date, time and place of the convention/annual general meeting.
- (4) Members eligible to attend the State convention are:
  - (a) members of the State Council; and
  - (b) three (3) delegates elected by each Unit.
- (5) The ordinary business of the convention/annual general meeting is as follows—
  - (a) to confirm the minutes of the previous convention/annual general meeting and of any special general meeting held since then;
  - (b) to receive and consider—
    - (i) the annual reports presented by the officers of each Unit;
    - (ii) the annual report of the Committee on the activities of the Association during the preceding financial year; and
    - (iii) the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
  - (c) to elect the members of the Committee;
  - (d) to confirm or vary the amounts (if any) of the annual subscription and joining fee.
  - (e) to make rules and by-laws for the welfare of the Association if such rules and by-laws do not conflict with any laws, the Act, these rules, and any by-laws of the Association or prior resolutions of a convention/general meeting;
  - (f) to authorise the expenditure of monies from the treasury of the State Council to cover the costs of the State Convention and to designate a project and the objects and manner for and in which the same shall be expended and to name the member or members who shall be responsible for the proper application thereof.
- (6) The convention/annual general meeting shall consider and discuss all matters affecting the affairs of the Association and may also conduct any other business of which notice has been given in accordance with these rules.
- (7) A member's entitlement to vote and the procedures for voting at the State convention/general meeting must be in accordance with the State Council's procedures and by-laws as per Rule 14 (2) of these rules.

#### **34. Special general meetings**

- (1) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (2) The Committee may convene a special general meeting whenever it thinks fit.
- (3) No business other than that set out in the notice under rule 36 may be conducted at the meeting.
- (4) Voting by members at a Special general meeting must be in accordance

with Rule 14 (2) of these Rules.

**Note**

General business may be considered at the meeting if it is included as an item for consideration in the notice under rule 36 and the majority of members at the meeting agree.

**35. Special general meeting held at request of members**

- (1) The Committee must convene a special general meeting if a request to do so is made in accordance with sub-rule (2) by at least 10% of the total number of members.
- (2) A request for a special general meeting must —
  - (a) be in writing; and
  - (b) state the business to be considered at the meeting and any resolutions to be proposed; and
  - (c) include the names and signatures of the members requesting the meeting; and
  - (d) be given to the Secretary.
- (3) If the Committee does not convene a special general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the special general meeting.
- (4) A special general meeting convened by members under sub-rule (3)—
  - (a) must be held within 3 months after the date on which the original request was made; and
  - (b) may only consider the business stated in that request.
- (5) The Association must reimburse all reasonable expenses incurred by the members convening a special general meeting under sub-rule(3).

**36. Notice of general meetings**

- (1) The Secretary (or, in the case of a special general meeting convened under rule 35(3), the members convening the meeting) must give to each member of the Association—
  - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
  - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must—
  - (a) specify the date, time and place of the meeting; and
  - (b) indicate the general nature of each item of business to be considered at the meeting; and
  - (c) if a special resolution is to be proposed—
    - (i) state in full the proposed resolution; and
    - (ii) state the intention to propose the resolution as a special resolution; and
  - (d) comply with rule 37
- (3) This rule does not apply to a disciplinary appeal meeting.

**Note**

Rule 26(4) sets out the requirements for notice of a disciplinary appeal meeting.

**37. Proxies**

Voting by proxy is not permitted

**38. Use of technology**

- (1) A member not physically present at a general meeting may be permitted to participate in the meeting using technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a member participating in a general meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**39. Quorum at general meetings**

- (1) No business may be conducted at a general meeting unless a quorum of members is present.
- (2) The quorum for a general meeting is the presence (physically, or as allowed under rule 38) of 10% of the members entitled to vote.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting—
  - (a) in the case of a meeting convened by, or at the request of, members under rule 35— the meeting must be dissolved;

**Note**

If a meeting convened by, or at the request of, members is dissolved under this sub-rule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under rule 35.

- (b) in any other case—
  - (i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
  - (ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.
- (4) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under sub-rule (3)(b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

**40. Adjournment of general meeting**

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting sub-rule (1), a meeting may be adjourned—
  - (a) if there is insufficient time to deal with the business at hand; or

(b) to give the members more time to consider an item of business.

**Example**

The members may wish to have more time to examine the financial statements submitted by the Committee at an annual general meeting.

- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 36.

**41. Voting at general meeting**

- (1) On any question arising at a general meeting—
  - (a) subject to sub-rule (3), each member who is entitled to vote has one vote; and
  - (b) members may vote personally; and
  - (c) except in the case of a special resolution, the question must be decided on a majority of votes.
- (2) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (3) If the question is whether or not to confirm the minutes of a previous meeting, only members who were present at that meeting may vote.
- (4) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 27.

**42. Special resolutions**

A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

**Note**

In addition to certain matters specified in the Act, a special resolution is required—

- (a) to remove a committee member from office;
- (b) to alter these rules, including changing the name or any of the purposes of the Association.

**43. Determining whether resolution carried**

- (1) Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a show of hands, declare that a resolution has been—
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or
  - (d) lost—and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.
- (2) If a poll (where votes are cast in writing) is demanded by three or more members on any question—
  - (a) the poll must be taken at the meeting in the manner determined by the Chairperson of the meeting; and

- (b) the Chairperson must declare the result of the resolution on the basis of the poll.
- (3) A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
- (4) A poll demanded on any other question must be taken before the close of the meeting at a time determined by the Chairperson.

#### **44. Minutes of general meeting**

- (1) The Committee must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) the financial statements submitted to the members in accordance with rule 33(5)(b)(iii); and
  - (c) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (d) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

### **PART 5—COMMITTEE, UNITS, STATE COUNCIL**

#### **Division 1—Powers of Committee**

#### **45. Role and powers**

- (1) The business of the Association must be managed by or under the direction of a Committee.
- (2) The Committee may exercise all the powers of the Association except those powers that these rules or the Act require to be exercised by general meetings of the members of the Association or by the State Convention or by the State Council.
- (3) The Committee—
  - (a) may appoint and remove staff;
  - (b) may establish subcommittees consisting of members with terms of reference it considers appropriate;
  - (c) recognises that a State Council duly constituted shall exercise the powers and functions set out in rule 72 and such other powers and functions delegated to the State Council in writing pursuant to rule 72 or as determined by a general meeting of the members of the Association.

#### **46. Delegation**

- (1) The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than—
  - (a) this power of delegation; or
  - (b) a duty imposed on the Committee by the Act or any other law.

- (2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (3) The Committee may, in writing, revoke a delegation wholly or in part.

### **Division 2—Composition of Committee and duties of members**

#### **47. Composition of Committee**

- (1) The Committee being the State Committee of the Association and the State Council consists of—
  - (a) a President; and
  - (b) a Vice-President; and
  - (c) a Secretary; and
  - (d) a Treasurer; and
  - (e) a warden;
  - (f) a prayer reader;
  - (g) a director of ceremonies; and
  - (h) five governors, one of which must be the immediate past president of the Association.
- (2) The President, Vice President, Secretary and Treasurer shall consist the Executive committee.
- (3) The Committee Officers of the Association referred to in sub-rule (1) maybe known collectively as “State Officers” and individually as “State President” and so on.

#### **48. General Duties**

- (1) As soon as practicable after being elected or appointed to the Committee, each committee member must become familiar with these rules and the Act.
- (2) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual members of the Committee comply with these rules.
- (3) Committee members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Committee members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Association; and
  - (b) for a proper purpose.
- (5) Committee members and former committee members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

#### **Note**

See also Division 3 of Part 6 of the Act which sets out the general duties of the office

holders of an incorporated association.

- (6) In addition to any duties imposed by these rules, a committee member must perform any other duties imposed from time to time by resolution at a general meeting.

#### **49. President and Vice-President**

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any committee meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be—
  - (a) in the case of a general meeting—a member elected by the other members present; or
  - (b) in the case of a committee meeting—a committee member elected by the other committee members present.

#### **50. Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

##### **Example**

Under the Act, the secretary of an incorporated association is responsible for lodging documents of the association with the Registrar.

- (2) The Secretary must—
  - (a) maintain the register of members in accordance with rule 19; and
  - (b) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 75(3), all books, documents and securities of the Association in accordance with rules 77 and 80; and
  - (c) subject to the Act and these rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) perform any other duty or function imposed on the Secretary by these rules.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **51. Treasurer**

- (1) The Treasurer must—
  - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
  - (b) ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
  - (c) make any payments authorised by the Committee, or by the State Council, or by a general meeting of the Association from the Association's funds; and
  - (d) ensure cheques are signed by at least 2 committee members.
- (2) The Treasurer must—

- (a) ensure that the financial records of the Association are kept in accordance with the Act; and
  - (b) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (3) The Treasurer must ensure that at least one other committee member has access to the accounts and financial records of the Association.

### **Division 3—Election of Committee members and tenure of office**

#### **52. Who is eligible to be a Committee member**

A member other than an associate member is eligible to be elected or appointed as a committee member if the member—

- (a) is 18 years or over; and
- (b) is entitled to vote at a general meeting; and
- (c) is a past Unit President if the member is not currently serving as a Unit President when elections are held.

#### **53. Positions to be declared vacant**

- (1) This rule applies to—
  - (a) the first annual general meeting of the Association after its incorporation; or
  - (b) any subsequent annual general meeting of the Association, after the annual report and financial statements of the Association have been received.
- (2) The Chairperson of the meeting must declare all positions on the Committee vacant and hold elections for those positions in accordance with rules 54 to 56.

#### **54. Nominations**

- (1) Prior to the election of each position, the Chairperson of the meeting must call the names of the members nominated to fill that position.
- (2) An eligible member of the Association may—
  - (a) nominate himself or herself; or
  - (b) with the member's consent, be nominated by another member.
- (3) A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

#### **55. Election of President etc.**

- (1) At the annual general meeting, separate elections must be held for each of the following positions of the Committee—
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer;

- (e) Warden;
  - (f) Prayer reader;
  - (g) Director of ceremonies; and
  - (h) five Governors, one of which must be the immediate past president of the Association.
- (2) In the event that the immediate past president of the Association is unable for any reason to accept the appointment then any Past President of that level shall be elected.
  - (3) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
  - (4) If more than one member is nominated, a ballot must be held in accordance with rule 56.
  - (5) On his or her election, the new President may take over as Chairperson of the meeting.

### **56. Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint two (2) members to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.
- (5) The returning officer must give a blank piece of paper to each member present in person;
- (6) If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position—
  - (a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote;
  - (b) the voter must not write the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub-rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub-rule (10) because 2 or more candidates received the same number of votes, the returning officer must—
  - (a) conduct a further election for the position in accordance with sub-rules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) with the agreement of those candidates, decide by lot which of them

is to be elected.

**Examples**

The choice of candidate may be decided by the toss of a coin, drawing straws or drawing a name out of a hat.

**57. Term of office**

- (1) Subject to sub-rule (3) and rule 58, a committee member holds office until the positions of the Committee are declared vacant at the next annual general meeting.
- (2) A committee member may be re-elected.
- (3) A general meeting of the Association may—
  - (a) by special resolution remove a committee member from office; and
  - (b) elect an eligible member of the Association to fill the vacant position in accordance with this Division.
- (4) A member who is the subject of a proposed special resolution under sub-rule (3)(a) may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
- (5) The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

**58. Vacation of office**

- (1) A committee member may resign from the Committee by written notice addressed to the Committee.
- (2) A person ceases to be a committee member if he or she—
  - (a) ceases to be a member of the Association; or
  - (b) fails to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 69; or
  - (c) otherwise ceases to be a committee member by operation of section 78 of the Act.

**Note**

A Committee member may not hold the office of secretary if they do not reside in Australia.

**59. Filling casual vacancies**

- (1) The Committee may appoint an eligible member of the Association to fill a position on the Committee that—
  - (a) has become vacant under rule 58; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Committee must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 57 applies to any committee member appointed by the Committee under sub-rule (1) or (2).

- (4) The Committee may continue to act despite any vacancy in its membership.

#### **Division 4—Meetings of Committee**

##### **60. Meetings of Committee**

- (1) The Committee must meet at least 4 times in each year at the dates, times and places determined by the Committee or as specified in the by-laws.
- (2) The date, time and place of the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the Association at which the members of the Committee were elected.
- (3) Special committee meetings may be convened by the President or by any 4 members of the Committee.

##### **61. Notice of meetings**

- (1) Notice of each committee meeting must be given to each committee member no later than 7 days before the date of the meeting.
- (2) Notice may be given of more than one committee meeting at the same time.
- (3) The notice must state the date, time and place of the meeting.
- (4) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.
- (5) The only business that may be conducted at the meeting is the business for which the meeting is convened.

##### **62. Urgent meetings**

- (1) In cases of urgency, a meeting can be held without notice being given in accordance with rule 61 provided that as much notice as practicable is given to each committee member by the quickest means practicable.
- (2) Any resolution made at the meeting must be passed by an absolute majority of the Committee.
- (3) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

##### **63. Procedure and order of business**

- (1) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (2) The order of business may be determined by the members present at the meeting.

##### **64. Use of technology**

- (1) A committee member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that committee member and the committee members present at the meeting to clearly and simultaneously communicate with each other.
- (2) For the purposes of this Part, a committee member participating in a committee meeting as permitted under sub-rule (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have

voted in person.

## **65. Quorum**

- (1) No business may be conducted at a Committee meeting unless a quorum is present.
- (2) The quorum for a committee meeting is the presence (in person or as allowed under rule 64) of a majority of the committee members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 61.

## **66. Voting**

- (1) On any question arising at a committee meeting, each committee member present at the meeting has one vote.
- (2) A motion is carried if a majority of committee members present at the meeting vote in favour of the motion.
- (3) Sub-rule (2) does not apply to any motion or question which is required by these rules to be passed by an absolute majority of the Committee.
- (4) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (5) Voting by proxy is not permitted.

## **67. Conflict of interest**

- (1) A committee member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (2) The member—
  - (a) must not be present while the matter is being considered at the meeting; and
  - (b) must not vote on the matter.

### **Note**

Under section 81(3) of the Act, if there are insufficient committee members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule does not apply to a material personal interest—
  - (a) that exists only because the member belongs to a class of persons for whose benefit the Association is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Association.

## **68. Minutes of meeting**

- (1) The Committee must ensure that minutes are taken and kept of each committee meeting.

- (2) The minutes must record the following—
  - (a) the names of the members in attendance at the meeting;
  - (b) the business considered at the meeting;
  - (c) any resolution on which a vote is taken and the result of the vote;
  - (d) any material personal interest disclosed under rule 67.

#### **69. Leave of absence**

- (1) The Committee may grant a committee member leave of absence from committee meetings for a period not exceeding 3 months.
- (2) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the committee member to seek the leave in advance.

### **Division 5—Units**

#### **70. Composition and powers of Units**

- (1) The Unit is the basic primary and fundamental unit of the Association.
- (2) The powers and activities of a Unit will be governed by such procedures and by-laws established by the State Council and subject to these rules.
- (3) Each member of the Association must be a member of a Unit and may only be a member of one Unit at a time.
- (4) A Unit may be comprised of:
  - (a) all male members; or
  - (b) all female members; or
  - (c) a combination of male and female members; or
  - (d) a combination of male and female members between 16 and 30 years of age.
- (5) The female members of the Association comprising the female Units may be known as “Daughters of Penelope” or “DOP”.
- (6) The combined male and female Units comprising members between 16 and 30 years of age may be known as Youth Units.
- (7) The Unit members must hold meetings and elect or appoint officers of the Unit, including the Unit President, in accordance with State Council procedures and by-laws and subject to these rules.
- (8) Subject to State Council procedures and by-laws and these rules:
  - (a) a Unit may resolve by a two thirds majority of the Unit members to apply to the State Council for approval to:
    - (i) remove any requirements relating to gender or age in respect of the composition of that Unit;
    - (ii) merge with another Unit;
    - (iii) disband the Unit and wind up its activities;

- (b) a Unit member may apply to the State Council to transfer from one Unit to another.
- (9) Notwithstanding sub-rule 8, a Unit may not alter the requirements relating to its composition if the effect of the change is to cause any Unit member to be excluded from that Unit.
- (10) Each Unit shall have power and authority to act within its own jurisdiction and amongst its own members as follows:
  - (a) To enforce this Constitution and the By-laws of the Association and all measures and, resolutions of the State Council and the State Conventions/General Meetings.
  - (b) To determine in accordance with the provisions and procedure prescribed in the By-laws whether any act of a Unit Officer or other member of the Unit constitutes an act of insubordination and to prescribe a disciplinary action or to bring the same to the attention of the State Council.
  - (c) To adjudicate and settle in a just and proper manner any dispute referred to the Unit between its members or to bring the same to the attention of the State Council.
- (11) The powers and duties of Units shall be limited within the scope and spirit of this Constitution and the By-laws and at all times the officers and members of a Unit and as individuals shall so conduct themselves and exercise their power in such a way and with such a demeanor as is best calculated to promote the best interests of the Unit and the Association
- (12) The Chapter's officers and members shall not violate or encroach upon the power of the State Council and the Association. v

## **71. New Units**

- (1) Subject to State Council procedures and by-laws and these rules, a group of at least 15 persons who are not members of the Association may:
  - (a) apply to the Committee to become members of the Association; and
  - (b) apply to the State Council to collectively form a new Unit.
- (2) Subject to State Council procedures and by-laws, power is vested in the State Council to:
  - (a) approve or reject applications to form a new Units;
  - (b) request the National Council to issue charters to new Units;
  - (c) revoke and return a charter of a Unit to the National Council.
- (3) Upon approval of a new Unit, the State Council will formally establish the new Unit in accordance with State Council procedures and by-laws, including:
  - (a) to issue the charter to the new Unit; and
  - (b) to appoint the first new Unit President.

## **Division 6—State Council**

## **72. Composition and powers of the State Council**

- (1) The State Council is comprised of:

- (a) the Committee of the Association which shall be the Committee of the State Council; and
  - (b) all current Unit Presidents representing their respective Units; and
  - (c) all past Unit Presidents who are financial members of their respective Units.
- (2) The following powers of the Association are to be exercised by the State Council:
  - (a) to establish and enforce the procedures and by-laws of the Association, these rules and all measures and resolutions of the State Convention;
  - (b) to determine in accordance with the procedures and by-laws whether any act of a State Council officer or of a Unit officer or other member of the Association constitutes an act that requires disciplinary action in accordance with these rules;
  - (c) to adjudicate and settle in a just and proper manner any dispute between members of the Association, referred to it by a Unit;
  - (d) to recommend to the Committee that the Association enter into a contract concerning any project for the welfare of the Association;
  - (e) to undertake any project or carry out any duties or do any work delegated to the State Council by the State Convention or the members in general meeting or the Committee in accordance with these rules;
  - (f) to introduce procedures and by-laws for the conduct of rituals and ceremonies and the use of regalia to be approved by the State Convention/AGM and to ensure that those procedures and by-laws are complied with;
  - (g) to convene the State Convention once in every year as provided for in these rules or the State Council by-laws and to present an annual report of the Units to the State Convention;
- (3) to employ persons to perform duties for the State Council and to fix the salaries to be paid and to define the duties to be performed and the conditions of employment
- (4) The State Council must hold meetings in accordance with State Council procedures and by-laws and subject to these rules.
- (5) Subject to these rules, the procedures and by-laws determined by the State Convention/AGM, apply to all members, to each Unit and their respective officers and committees, to the State Council and to the State Convention.
- (6) The State Council may introduce amendments to its procedures and by-laws from time to time at a State Convention where they must be carried by two-thirds majority of the members of the State Convention present and voting.
- (7) The Committee of the Association shall be the State Council Officers as prescribed under rule 55.

## **PART 6—FINANCIAL MATTERS**

### **73. Source of funds**

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

### **74. Management of funds**

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by a general meeting or the State Council of the Association, the Committee may approve expenditure on behalf of the Association.
- (3) The Committee or the State Council may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 committee members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (6) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

### **75. Financial records**

- (1) The Association must keep financial records that—
  - (a) correctly record and explain its transactions, financial position and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control—
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorised by the Committee.

### **76. Financial statements**

- (1) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (2) Without limiting sub-rule (1), those requirements include—
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Committee;

- (d) the submission of the financial statements to the annual general meeting of the Association;
- (e) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

## **PART 7—GENERAL MATTERS**

### **77. Common seal**

- (1) The Association may have a common seal.
- (2) If the Association has a common seal—
  - (a) the name of the Association must appear in legible characters on the common seal;
  - (b) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two committee members;
  - (c) the common seal must be kept in the custody of the Secretary.

### **78. Registered address**

The registered address of the Association is—

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address— the postal address of the Secretary.

### **79. Notice requirements**

- (1) Any notice required to be given to a member or a committee member under these rules may be given—
  - (a) by handing the notice to the member personally; or
  - (b) by sending it by post to the member at the address recorded for the member on the register of members; or
  - (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notice given under rule 62.
- (3) Any notice required to be given to the Association or the Committee may be given—
  - (a) by handing the notice to a member of the Committee; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Committee determines that it is appropriate in the circumstances—
    - (i) by email to the email address of the Association or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Association.

### **80. Custody and inspection of books and records**

- (1) Members may on request inspect free of charge—

- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to sub-rule (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Committee meetings.

**Note**

See note following rule 19 for details of access to the register of members.

- (2) The Committee may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.
- (3) The Committee must on request make copies of these rules available to members and applicants for membership free of charge.
- (4) Subject to sub-rule (2), a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.
- (5) For purposes of this rule—

*relevant documents* mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

- (a) its membership records;
- (b) its financial statements;
- (c) its financial records;
- (d) records and documents relating to transactions, dealings, business or property of the Association.

### **81. Membership register**

- (1) The use by any member of a membership list or mailing list of the Association for any purpose other than matters pertaining to the Association shall be strictly prohibited.
- (2) Any use of a membership list or mailing list should comply with relevant State and/or Federal privacy legislation.
- (3) A failure to comply with sub-rules (1) and (2) by any officer or member of the Association shall be sufficient cause for disciplinary action in accordance with these rules.

### **82. Winding up and cancellation**

- (1) The Association may be wound up voluntarily by special resolution.
- (2) The Association must wind up if the number of members is less than 16 members.
- (3) In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.
- (4) Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the

Association and which is not carried on for the profit or gain of its individual members.

- (5) The body to which the surplus assets are to be given must be decided by special resolution.

### **83. Alteration of rules**

These rules may only be altered by special resolution of a general meeting of the Association carried by a majority of three-quarters of the members present and voting.

#### **Note**

An alteration of these rules does not take effect unless or until it is approved by the Incorporations' Registrar.

### **84. Religious Denomination**

AHEPA acknowledges:

- (a) The Greek Orthodox religion as its official faith, and
- (b) It's spiritual head the Ecumenical Patriarch in Constantinople.

### **85. Languages**

The English and Greek languages are equally the accepted languages of the Association.

### **86. Emblem**

The official emblem of the Association shall consist of a cross with arms of equal length, over which shall fly an eagle under a crown symbolising the National AHEPA Association on a background of a rising sun and in the foreground an olive branch the stem of which shall be directed to the right of the cross and a sprig of wattle blossom the stem of which shall be directed to the left of the cross and two naked swords crossed with their points directed downward.

### **87. Jurisdiction**

- (1) The jurisdiction of the Association shall extend throughout the State of Victoria.
- (2) The Association shall be non-partisan in politics and non-sectarian in religion. All partisan, political and all sectarian religious discussions shall be strictly prohibited at any meeting or convention of the Association or of any constituent unit or committee thereof

### **88. By-laws**

- (1) The State Convention/AGM promulgate By-laws for the better administration of the Association.
- (2) Any of such By-laws may be amended from time to time at a State Convention/AGM of the Association by a majority of two-thirds of the Members present and voting.
- (3) The State Council in proposing By-laws for the Association shall endeavour, for consistency and uniformity amongst other AHEPA organizations in Australia, to avoid conflict where possible, with those By-laws promulgated by the National Convention of AHEPA Australia.

**89. National Association of AHEPA Australia**

The Association acknowledge the following:

- (1) the National Structure of AHEPA Australia;
- (2) the constitution and by-laws of AHEPA Australia as amended from time to time;
- (3) the National Convention being the highest constituted body of AHEPA Australia; and
- (4) the National Council being the highest executive body of AHEPA Australia.

**90. Limitation of liabilities of members**

- (5) Except as otherwise provided by this Act or the rules of an incorporated association, a member of the committee, the secretary or a member of the association is not, merely because of being such a member or the secretary, liable to contribute towards the payment of—
  - (a) the debts and liabilities of the association; or
  - (b) the costs, charges and expenses of the winding up of the association.
- (6) Unless expressly provided by this Act or the rules of an incorporated association, membership of the association must not be taken to confer on a person any right, title or interest (whether legal or equitable) in the property of the association.

**91. Honorary membership to non-members**

- (1) There shall be no Honorary Membership in the Association excepting on the recommendation of a Unit and approved by the State Council.
- (2) An honorary member shall not be initiated into the Association in the usual manner and shall not be required to pay any dues or initiation fees and shall not have the right to vote or hold office.

**92. Auditor**

The accounts and financial Statements of the Association shall be audited at least once in every financial year by one or more properly qualified auditor or auditors.