

# CONSTITUTION

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## Macedonian Community of W.A. (Inc.)

[Final, October 2018]

All rule changes to the Constitution of the Macedonian Community of W.A. (Inc.) have been approved by formally constituted Annual General Meetings and accepted (as lodged) with the relevant Department of the Government of Western Australia.

## **PREAMBLE**

The Macedonian Community of W.A. (Inc.) had its origins linked to the periods of emigration following World Wars I and II. War, oppression and economic dislocation resulted in many Macedonians leaving their homeland. They sought refuge in Australia and tens of thousands have since made Western Australia their new home.

Macedonians have both appreciated and recognised the opportunities offered by their new homeland. They applied their positive work ethic and industrious nature to secure a better life for their families and ensure a successful transition to an Australian way of life. Macedonians have made significant contributions to the economic, social and cultural fabric of Australia, and Western Australia in particular.

The first formal Macedonian organisation of *Edinstvo* was formed in 1941. Edinstvo served as a precursor to the Macedonian-Australian Community of Perth, Western Australia which was formally registered in October 1964 (now referred to as the Macedonian Community of W.A. Inc.). The aim of establishing a Macedonian Community Centre in Western Australia is to promote our Macedonian identity, recognition, self-reliance, cultural exchange, religious beliefs and harmonious relations with fellow Australians.

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# **CONSTITUTION OF THE “MACEDONIAN COMMUNITY OF W.A. (INC.)”**

## **NAME**

1. The name of the association is the Macedonian Community of W.A. (Inc.) hereinafter referred to as the Community. The Community embodies within its structure the:
  - (a) Macedonian Orthodox Church of St. Nikola.
  - (b) WA Macedonian Club (Inc).
  - (c) Stirling Lions Soccer Club.
  - (d) Macedonian United Sporting Complex.

## **ADDRESS**

2. The registered office of the Community is 51 Albert Street North Perth WA 6006.

## **OBJECTS**

3. The Objects for which the Community is established are as follows:
  - (a) To foster goodwill, social, cultural and sporting interaction between Australians of Macedonian origin and protect their right to self-identification as proud Macedonians with their distinct language, culture and history.
  - (b) To promote the Macedonian Orthodox faith among all former, present and future Members of the Macedonian Community.
  - (c) To promote goodwill between the Macedonian Community and all other citizens of Western Australia.
  - (d) To establish and maintain a community centre which provides a range of social, welfare, religious, cultural, educational and sporting activities for its Members and their guests within the premises owned and occupied by the Community.
  - (e) To arrange and foster within the Community activities of all kinds, dances, concerts, picnics, to establish dance groups, musical bands or orchestras, to form dramatic and choral bodies or organizations, and to establish a library and to encourage the study of literature in all fields.
  - (f) In all other ways to encourage friendly and cordial relationship between all Members of the community of Western Australia and for this purpose to do all things permitted by the Laws relating to registered communities.
  - (g) Maintain regular cultural connections with the Republic of Macedonia and with other Macedonian community groups and organisations in Australia and overseas.
  - (h) For the purpose of the aforesaid to take on lease, purchase or otherwise acquire lands to build, erect, equip and maintain out of general funds of the Community, suitable halls and buildings and to furnish such premises with all the furniture, chattels and effects from time to time necessary for the purpose and betterment of the Community.
  - (i) To sell the lands (whether freehold or leasehold) acquired under the powers contained in these rules and/or all halls and buildings erected thereon and belonging to the Community and to purchase in their place other lands and erect other halls or buildings and to furnish such premises as aforesaid.
  - (j) To borrow or raise or secure the payment of money for the purposes of the Community in such manner as the Members think fit and in particular by the issue of debenture charge

upon all or any of the Community property (both present and future) and to redeem or pay off any such securities.

- (k) For the purpose of the aforesaid to draw, make, accept, endorse and issue negotiable securities or instruments of whatsoever kind or nature.
- (l) For the like purpose to sell or dispose of the whole or any part of the assets of the Community.
- (m) None of the above objects shall be deemed to entitle the Community to engage in the pursuit of gain or profits for distribution among Members.
- (n) Do all legal things that an incorporated association is permitted to do pursuant to the Associations Incorporations Act 2015 provided that, and despite anything to the contrary contained in this Constitution, the property and income of the Association shall be applied solely towards the promotion of the objects of the Association and **no part** of that property or income may be acquired, paid or otherwise distributed directly or indirectly to members except in good faith in the promotion of these objects.

## **INCOME, PROPERTY AND INVESTMENTS**

- 4. (a) Notwithstanding any other clauses, sections or annexure to this Constitution, members of the Macedonian Community of W.A. (Inc.) shall reserve the right to exercise full control, manage, operate or deal with any or all of its assets in a manner consistent with both the Objects of this constitution and the will of the majority of Life and Ordinary Members. Included, but not limited by this Section, are the following Community assets: the WA Macedonian Club (Inc) and the Macedonian Community Centre of W.A. situated at 51 Albert St, North Perth 6006, the Macedonian Orthodox Church of St. Nikola situated at 8 Macedonia Place North Perth, Macedonia Park and the Macedonian United Sporting Complex (Stirling Lions Soccer Club, Inc) situated at 273 Albert Street Balcatta and any other assets or chattels currently owned or acquired by the Community in the future.
- (b) Where the Macedonian Community of W.A. (Inc.) or any of its subsidiary sections or Sub-Committees have any affiliation or association with any other non-MCWA (Inc.) organizations, and their respective constitutions, regulations and policies are found to be inconsistent with the constitution of the MCWA (Inc.), then the constitution, regulations and policies of the MCWA (Inc.) shall prevail with respect to its Member groups.
- (c) The income and property of the Community wheresoever derived, shall be applied solely toward the promotion of the Objects of the Community hereinbefore set forth and **no portion** thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise, howsoever by way of profit to the Members of the Community. Provided that nothing herein shall prevent the payment in good faith or remuneration to any officers of the Community or other persons in return for any services actually rendered to the Community or as reimbursement of reasonable expenses properly incurred by members on behalf of the Association.

- (d) Should the Community have surplus funds it may invest these funds in accordance with Section 4 (c) and the following procedures:
- (i) The Management Committee may appoint an Investment Board or Committee of advisors to determine the most effective and prudent measures for administering and investing such funds.
  - (ii) The Investment Board or Committee shall submit and provide a report of its findings for review and endorsement, firstly to the Management Committee, then for further review and approval by Members at a General Meeting.
  - (iii) All funds derived from any such investments, are to be held in the Community's interest bearing account and be distributed only to the treasury of the Macedonian Community of W.A. (Inc.).
  - (iv) All investment decisions will require approval from at least 75% of members in attendance at a General Meeting (in accordance with the rules guiding incorporated bodies).

## CHURCH

5. The Community has its own Church, which is called the Macedonian Orthodox Church of St. Nikola, situated at 8 Macedonia Place North Perth and is run according to the By-laws of the Church (refer to documentation attached as **Annexure B** to this constitution titled "*Statute of the Macedonian Church "St. Nikola" in Perth, Western Australia"*).
6. The Macedonian Orthodox Church of St. Nikola is a religious and holy institution safe guarding and protecting its Orthodox name and national traditions. It expands and upholds the morals of its spiritual teachings. The Church has been included on the Town of Vincent Municipal Heritage Inventory as of June 2006.
7. The Reverends of The Macedonian Orthodox Church of St. Nikola shall be responsible for the religious life and needs of the Orthodox faith. The administration, finance, property and all other lay matters will be carried out by a sub committee elected from and by the Management Committee of the Community. The Macedonian Orthodox Church of St. Nikola is available to all people who require its religious services.

## **MEMBERSHIP**

8. Membership of the Community shall be open to any person who supports the objects or purposes of the Association.
9. The Community shall consist of the following classes of members:
  - (a) Ordinary.
  - (b) Life.
  - (c) Honorary.
  - (d) Social.
  - (e) Junior.
  - (f) Any other class of members which the Community shall provide for by amendment to these rules.
10. The rights and privileges of every Member shall be personal to that individual and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law, and by any member ceasing by death to be a Member all his/her interest and share shall survive, accrue and belong to the other Members for the time being.
11. Ordinary Members of the Community together with Life Members are the only Members that have voting rights at any Annual, Extraordinary or Special General Meetings.
12. Honorary and Life Members of the Community are not required to contribute to annual membership fees but may pay at their discretion.

## **ELECTION OF MEMBERS**

13. Any person who desires to become an Ordinary Member of the Community shall sign, complete and deliver to the Secretary an application on the pro-forma provided and such form shall bear the signatures of two Ordinary and/or Life Members of the Community as proposer and seconder. The name and address of each applicant for membership Ordinary, Social, Life, Honorary and Junior together with the proposer and seconder shall be displayed in a conspicuous place on the Community club premises, 51 Albert St. North Perth WA for a period of at least twenty eight (28) days prior to his/her election and an interval of not less than sixty (60) days shall elapse between the nomination and election of an Ordinary Member.

14. The application shall be considered at the first available Management Committee meeting. Upon election and payment of the appropriate fees, the applicant becomes a financial Member subject to membership Sections 8 - 12 of this constitution.
15. On the election of each Member, the Secretary shall notify the same to the Member and shall furnish the Member with a printed copy of the Constitution and the Member shall on payment of the appropriate fees and subscriptions be enrolled as a Member of the Community and become entitled to the privileges and be bound by its Constitution and by all consequences resulting from breach or non performance thereof and shall thereby absolve every person concerned in carrying out and enforcing such Rules from all personal responsibility and legal liability on such account.
16. Membership shall be annually and is to cover the period 1<sup>st</sup> January to 31<sup>st</sup> December.
17. From election as an Ordinary Member the person must serve a period of two (2) years before being eligible to nominate for a position as an office bearer and/or hold a position on any elected committee. Notwithstanding, new members whose parents have been Ordinary Members for more than 5 (five) years may be exempt from the two (2) year eligibility period.
18. No candidate who has been refused admission to the Community as a member shall be again proposed before the expiration of two years at least from the date of the meeting at which they were so refused.
19. It shall be the duty of the Secretary of the Community to excise the name of any defaulting Member from the Community's register of members also to keep a list of names of any Members expelled from the Community together with the names of applicants refused admission to membership.

## **COMMUNITY REGISTER**

20. The register of Members of the Community is managed by the Treasurer who may appoint a Membership Officer to record and store the class and details of each Member consistent with Section 53 of the Associations Incorporation Act 2015. The minimum details shall include the full names, addresses, class of membership (Life, Ordinary, Honorary, Social or Youth), names of proposers, dates of election, period of membership and payment of required fees (in accordance with Section 21).



## SUBSCRIPTION AND NOMINATION FEES

21. a) A nomination fee will be payable by each new Ordinary Member on their election. In addition, an annual subscription charge will be payable by all Ordinary members seeking to renew their membership.  
b) Nomination fees are NOT payable if the applicant is a spouse, child or grandchild of a current financial Ordinary, Life or former Member that has rejoined the Community on the condition they have served a minimum of **5** (five) years Ordinary membership. Once elected, they shall only pay the annual subscription payment as applicable.  
c) Membership fees must be paid to the Treasurer at the commencement of each calendar year (from 1 January to 31 December). If a Member has not paid the annual membership fee by 1 April of each year, they cease to be a Member and shall not be permitted to resume their membership or exercise the privileges of a member until they pay the required membership fees.  
d) All fees and subscriptions shall be determined by the Management Committee which has the discretion to provide concessions to Members.

## CLASSES OF MEMBERSHIP

22. Ordinary and Life Members of the Community may nominate persons for Life or Honorary membership by completing the appropriate '**nomination form**'. Nomination forms must be forwarded to the Management Committee before **1<sup>st</sup> August** of each calendar year. Life and Honorary Members will be approved by the Annual General Meeting. Subscription payments are optional for both Life and Honorary Members.

### Life Member

23. To be eligible for Life Membership a person must have shown **distinctive merits** and been an active Member of the Community for a period of not less than **ten (10) successive years** or a total of **fifteen (15) years** if they have not been successive years.
24. A joint meeting of the Management Committee and current Life Members will be convened prior to notification of the next AGM to discuss the merits of each nominee for Life membership. Subsequent to that meeting, the Management Committee will re-convene within ten days to select up to **two (2)** successful candidates per annum. Life Members shall be entitled to all the rights and privileges of an Ordinary member.

### Honorary Member

25. Persons of both Macedonian and non-Macedonian origin are eligible to be selected as Honorary Members of the Macedonian Community on the **condition** they have **performed distinctive duties** for the welfare and betterment of the Community and have sufficient special merits. Honorary Memberships are valid for a period of one year and commence once nominees are presented to the Annual General Assembly of Ordinary and Life Members. The Management Committee will have the discretion to recommend up to two (2) persons for Honorary Membership to the Annual General Meeting. Honorary Members need not be financial Members of the Macedonian Community of W.A. (Inc.).

### **Social Member**

26. Social Members are elected on the same basis as Ordinary Members with an annual subscription fee to ensure maintenance of social membership status. No nomination fees are payable.
27. Social Member fees and subscriptions are determined by the Management Committee.
28. Social Members do not have the right to vote at General Meetings and may not be permitted to attend such meetings nor may they be elected to the Community's Management Committee.

### **Junior Member**

29. Any person who is under the age of 18 years may apply for membership as a Junior Member. If the person is a child or grandchild of a current financial Ordinary or Life member they shall be granted Junior membership upon receipt of the required application form. Junior Members are not required to pay nomination fees or subscription fees. Junior membership ceases once a person reaches the age of 18 years. Upon reaching the age of 18, a Junior Member has the right to proceed to the status of Ordinary Member subject to the required conditions of membership.

If the person is of Macedonian descent, but where their parents or grandparents are not Members, he/she may apply for Junior membership by completing the appropriate membership application form. Upon acceptance by the Management Committee he/she shall be granted Junior membership. No nomination fees are payable but an annual subscription fee of \$10.00 (subject to review by the Management Committee) is payable.

### **SUPPLY OF LIQUOR**

30. The supply and consumption of alcohol on the licensed premises of the Macedonian Community of W.A. (Inc.) shall conform to the Liquor Control Act, 1988 and its associated regulations and amendments.

## MEETINGS

31. The Annual General Meeting of the Community will be held in the month of October each year, upon a date and a time set by the Management Committee, but **no later** than the last day in October OR within four months after the end of the Association's financial year. The Annual General Meeting is the highest organ of the Community.
32. Any Member may on giving to the Secretary not less than twenty-one (21) days written notice together with a copy of the proposed Resolution, submit any Resolution to an Annual General Meeting. The Secretary shall immediately upon receipt of any such notice and Resolution post a copy of the same on the Notice Board.
33. The Secretary, shall whenever required by the Management Committee or by a requisition made in writing by not more than **20%** of Life or Ordinary Members of the Community, convene a Special General Meeting. Any requisition made by Members shall express the object of the meeting proposed to be called and on receipt thereof the Secretary shall forthwith convene a SGM. If the Secretary does not convene a SGM to be held in not less than twenty one days (21) nor more than twenty-eight (28) days from the time of the requisition being so sent the requisitionists or any of them may convene such meeting.
34. Every General Meeting shall be held on the Community's premises unless the Management Committee for some special reason decide otherwise.
35. At least twenty one (**21**) days notice of every Annual General and Special General Meeting must be provided, specifying the time and place of the meeting and nature of the business shall be given to each Member in writing.
36. At all General Meetings of the Community, **15%** of the Ordinary and Life Members shall form a quorum.
37. If within half an hour from the time appointed for a General Meeting a quorum of Members is not present, the meeting if convened upon the requisition of Members shall be dissolved but in any other case it shall stand adjourned to the same day in the following week at the same time and place and if at such adjourned meeting a quorum of Members be not present the Members present shall be a quorum and may transact the business for which the Meeting was called.
38. At any General Meeting unless a poll is demanded by at least ten (10) Members a declaration by the Chairman that a resolution has been carried or carried by a particular majority or lost and an entry to that effect in the Minute Book shall be sufficient evidence of the votes recorded in favour or against such Resolution.
39. The meeting may by a resolution of majority of these Members in attendance determine the method of voting.

40. Subject to Section 36, a majority of members in attendance and voting on a resolution shall pass the resolution except in the following instances where not less than **75%** of the Members in attendance and voting are required:
- a) Purchase or sale of land and buildings; or
  - b) Repeal of any existing rule or component of the constitution, adding a new rule or altering, amending or suspending a rule.
41. Every financial Ordinary Member and Life Member shall be entitled to one vote.
42. The following shall be the order-of business at all Annual General Meetings:
- (a) The President shall open the meeting and will ensure the appointment of:
    - (i) A Chairman to run the Meeting.
    - (ii) A Member to write the minutes in English. A Member may also be appointed to write the minutes in Macedonian as required.
    - (iii) At least two (2) Supervisors and two (2) Ballot Returning Officers if a poll is required at the AGM at the time of its requirement (candidates may not serve in these positions).
  - (b) After the President has fulfilled these duties, the Chairman will take over the following duties:
    - (i) Deem that the minutes of the previous AGM have been distributed and read.
    - (ii) Confirmation of minutes.
    - (iii) Business arising.
    - (iv) President's Report.
    - (v) Secretary's Report
    - (vi) Treasurer's Report.
    - (vii) Church Report.
    - (viii) Sub-Committee Reports.
    - (ix) Review of Membership Fees.
    - (x) Appointment of Auditor.
    - (xi) General Business.
    - (xii) Election of Office Bearers. To deal with matters of extreme urgency, the order of the meeting may be altered by vote.
  - (c) All reports shall be tabled, discussed and duly accepted, rejected or modified.
  - (d) All questions shall be decided by show of hands or by secret ballot (as agreed to by a simple majority of members present). No discussion shall be allowed on motion or amendment unless duly proposed and seconded. Any Member desiring to hold the floor must rise and address the Chair. With the Chairperson's approval, he/she may proceed.

(e) No Member shall speak more than once on a motion except the mover in reply to a question before the Chair, unless by way of personal explanation with consent from the Chair.

(f) All reports, motions, comments or responses shall be limited to three (3) minutes per speaker. Should a speaker require extra time, they may seek approval from the Chair.

43. Minutes of the proceedings at every Annual General Meeting shall be entered and kept in a Minute Book kept aside for the purpose and the said Book when signed shall be conclusive evidence that the proceedings minutes therein were regular and actually took place as minutes at a Meeting duly convened and held and shall be binding on all Members.

## MANAGEMENT COMMITTEE

44. The Management Committee shall in all cases abide by the will of the Members as expressed at Annual General Meetings.
45. (a) The Composition of the Management Committee is as follows:-
- (i) President
  - (ii) Vice President - Welfare and Ethnic Aged Homes
  - (iii) Secretary
  - (iv) Treasurer
  - (v) Delegate - Church
  - (vi) Delegate – Club and Licensee Services
  - (vii) Delegate – Cultural, Heritage and Language Services
  - (viii) Delegate – Ladies Section
  - (ix) Delegate – Property and Maintenance
  - (x) Delegate – Rules Committee
  - (xi) Delegate – Social and Communication Services
  - (xii) Delegate – Sporting Club
  - (xiii) Delegate – Youth Section
  - (xiv) Delegate – External Affairs
  - (xv) Ex-officio – Macedonian Orthodox Priest (8 Macedonia Place, North Perth)
  - (xvi-xxii) Seven (7) general delegate positions.
- (b) The title and expectations of the delegated positions (v – xxii) may vary in accordance with the operational needs of the Management Committee.
- (c) The incumbent priest of the Macedonian Orthodox Church of St. Nikola, at 8 Macedonia Place North Perth, shall hold Ex-officio status on the Management Committee of the Macedonian Community with full rights on all matters connected with the Macedonian Orthodox Church.
- (d) No person shall be nominated or shall be eligible to be a Member of the Management Committee unless they are a financial Ordinary Member or Life Member of the Community and have been an Ordinary Member for at least two (2) years or meet the conditions stated in Section 17. The general positions (not specific portfolios) listed in Section 45 (a) will be filled at an Annual General Meeting. A secret ballot may be required in the event that more than 21 eligible Members are nominated. Members will be elected on the basis of the highest number of votes recorded (i.e. First Past the Post).
- (e) Each delegate has the responsibility to convene a Sub-Committee to specifically promote, transact and maintain the services for each section.
- (f) The Church Committee delegate and members of their Sub-Committee must be of Macedonian Orthodox faith.

- (g) Each Sub-Committee may elect their own Chairperson, Secretary, Treasurer and Committee Members.
  - (h) Each delegate must attend Management Committee meetings to report and deal with Community business. If the delegate is unable to attend they must appoint a proxy. The proxy shall have voting rights but must meet the membership service requirements outlined in Section 45 (d).
  - (i) Membership of Sub-Committees is open to all Members or persons with relevant expertise. They need not meet the required membership rule in Section 45 (d).
  - (j) The authority to deal with Community business will be delegated by the Management Committee through its elected delegate.
  - (k) If any Management Committee positions are not filled at the AGM, the Management Committee may co-opt volunteers to fill the vacant position(s). Volunteers must fulfil the conditions outlined in Section 45 (d).
  - (l) The Management Committee may recommend changes to the number and area of responsibility of delegates of these Sub-Committee(s) at the AGM. The total number of delegates shall not exceed Twenty Two (22) (including the ex-officio representative).
  - (m) The specific Management Committee positions listed in Section 45 (a) will be filled at the first Management Committee meeting following the AGM. The AGM may also seek nominations from eligible members for each Sub-Committee. If more than one (1) nomination is received for specific Management Committee positions, an election is required. This shall be by secret ballot and the winner elected by Simple Majority.
  - (n) Management Committee Members may form Sub-Committees pertaining to their delegated portfolio positions. The composition of these Sub-Committees will be determined by the Management Committee delegate and be drawn from both the membership and parties with relevant expertise. No elections are required. It is the responsibility of the delegate to report on the composition and business of their committee/section at subsequent Management Committee meetings.
46. The Management Committee shall be elected at the Annual General Meeting by a ballot of the General body of financial Ordinary and Life Members, to hold office until the next Annual General Meeting, but the Management Committee has the power before the next Annual General Meeting to dismiss any one of its Members or Officers where it feels it is beneficial to the Community in line with Sections 60, 77 and 78 and to replace that person by:
- (a) Calling up the next nominee in line on the tally sheet as determined by the election of office bearers during the Annual General Meeting or
  - (b) Appointing a Member of its own choosing if it considers the person selected has the requisite ability to execute the duties created vacant.

47. Nominations for Management Committee positions may be made at the Annual General Meeting. They must be seconded and candidates shall consent orally. Candidates may also nominate in writing to the Management Committee before the AGM.
48. The President shall preside at all meetings of the Management Committee and in their absence the Vice-President shall preside. Should neither be present a Chairperson shall be decided by a majority vote of those present. The Chairperson shall have the right of a casting vote in addition to his/her ordinary vote whenever there is an equality of votes. A quorum at Management Committee meetings shall consist of ten (10) Members.
49. The Management Committee will appoint an Executive Sub-Committee of up to 7 Members derived from its membership (including the President, Vice President, Secretary and Treasurer) to conduct the affairs of the Community of an urgent nature between meetings of the Management Committee and other specific duties allocated to it by the Management Committee.
50. In all cases the Sub-Committees are responsible to the Management Committee for their actions.
51.
  - a) The Management Committee may delegate any other powers to Sub-Committees consisting of such Members of the Community as they see fit. No act or decision of such Sub-Committee shall be binding upon the Management Committee or Community until ratified by the Management Committee and each such Sub-Committee shall report and be responsible to the Management Committee.
  - b) All Sub-Committee nominees must be presented to the Management Committee for formal approval.

## **POWERS OF THE MANAGEMENT COMMITTEE**

52. The business and the affairs of the Community shall be the responsibility of the Management Committee. It shall be the duty of the Management Committee to effectively administer the affairs of the Community and ensure that all Rules and By-laws are carried out. All Members of the Management Committee shall be indemnified by the Community for all losses and expenses incurred by them in or about the lawful and proper discharge of their respective duties but not such as are incurred through their own wrongful or wilful act or default.
53. The Management Committee shall meet at least monthly on a day to be agreed upon by the majority of the Members of the Management Committee from time to time.
54. The procedure to be followed at a committee meeting must be determined from time to time by the Management Committee.
55. Minutes of all resolutions and proceedings shall be entered in a 'Minutes Book'. Minutes are to be recorded in English and in Macedonian as required.



56. The Management Committee shall have power to make By-laws (provided that they are not inconsistent with the Rules) and to alter, amend or rescind the same. A book containing the By-laws shall be kept by the Secretary.
57. The Management Committee shall furnish officially audited Financial Statements to the Annual General Meeting.
58. The Management Committee shall at all times observe that no debts are incurred beyond the required or essential operational expenses.
59. The Management Committee shall determine the interpretation of all Rules concerning any matter in dispute.
60. Any Member of the Management Committee failing to attend three consecutive meetings shall, unless such absence is or has been excused by the Committee, cease to be a Member of the Management Committee. Apologies must be given to either the President, Vice-President or Secretary prior to each Management Committee meeting to qualify as an official apology.

## **SECRETARY**

61. The Secretary shall deal with the Association's correspondence and prepare notices for meetings.
62. The Secretary shall maintain an up-to-date copy of the Association's rules in conjunction with the Chair of the Rules Committee.
63. The Secretary shall keep full and accurate Minutes of the proceedings of all meetings of Members as well as meetings of the Management Committee. Minutes are to be recorded in English and Macedonian as required. In the event of discrepancy, the English version of any minutes shall prevail.
64. The Secretary is accountable for maintaining membership records and may appoint a Membership Officer to conduct this role in accordance with Section 20.
65. All changes of addresses of Members shall be communicated in writing to the Secretary who shall register the same. All notices delivered at or sent by post to such addresses shall be valid.
66. Every notice directed to be exhibited in the Community premises shall be exhibited on the Community's notice board by the Secretary or delegated Member of the Management Committee.

## **TREASURER**

67. (i) The Treasurer shall keep, in Books provided for that purpose, correct account showing the financial affairs of the Community and the particulars usually shown in books of account of a like nature.  
(ii) The books of the Association must be retained for at least 7 years.
68. The Treasurer shall receive all subscriptions and other moneys and the Treasurer receipt shall be a sufficient discharge.
69. All payments shall be made by cheque or electronic funds transfer on the authority of the Management Committee. Cheque payments must be signed by any two (2) of the following Committee members authorised to do so including the President, Secretary, Treasurer or Vice-President. An Assistant Treasurer may also be appointed from elected Members of the Management Committee to conduct the financial affairs of the Community.
70. All funds of the Association must be deposited into the Association's account within five (5) working days after their receipt.
71. The Association's financial year commences on 1 July and concludes on 30 June.

## **AUDITORS**

72. (i) There shall be a professionally qualified Auditor, being a member of the Australian Institute of Chartered Accountants or the Australian Society of Certified Practising Accountants, not a member of the Community, who shall be elected at the Annual General Meeting. The Auditor, or the Auditor Firm, shall not have any member of the Community as a current employee, contractor or consultant upon his, or during his appointment.  
(ii) Such Auditor shall audit the accounts and financial statements of the Community, and have power, at any time, to call and have access to all books, papers, accounts etc. The Treasurer and the Management Committee shall co-operate and provide unfettered access to all Community books and records, as required by the Auditor.  
(iii) The Auditor shall be entitled to receive such remuneration as the Management Committee may from time to time determine.

## **INSPECTION OF RECORDS AND DOCUMENTS**

73. Members wishing to inspect community records or documents must:
  - (i) Contact the Secretary to make the necessary arrangements.
  - (ii) Not take an extract from the record but may make a copy of a document(s).
  - (iii) Not use or disclose the information on record except for the purposes of promoting Community affairs or complying with the Act (2015).

## ALTERATION AND REPEAL OF RULES

74. No repeal of any existing Rule and no new Rule or alteration, amendment or suspension of a Rule shall be valid unless a **Special Resolution** is passed by a **75%** majority of the Members present and entitled to vote at a General Meeting of the Community held for this purpose and voting on such occasions.
75. No motion to repeal, alter, amend or suspend any rule shall be put before a meeting unless notice thereof in writing be given to all Members at least twenty one (21) clear days preceding the General Meeting at which it is intended such motion shall come up for consideration, nor unless notice of the proposed repeal alteration, amendment or suspension be exhibited on the notice board of the Community for twenty one (21) days immediately preceding the day of the Meeting appointed for its consideration.
76. All resolutions passed at all meetings of the Community shall be conclusive and binding on all Members provided that such meetings are held in conformity with the rules of the Community then in force. Furthermore, that within fourteen (14) days after the making of any amendment or alteration to the rules of the Community, the Secretary of the Management Committee deliver to the appropriate Government Authorities, Department(s), Court; etc, a certified copy of the amendment or alteration.

## DISPUTES RESOLUTION, SUSPENSION OR EXPULSION OF MEMBERS

77. The Management Committee shall from time to time have full power to settle disputes, suspend or expel any Member of the Community. Conditions that may result in said actions being taken are likely to apply to Members:
  - (a) Who shall fail in the observance of any Rule or Regulation of the Community or any Rule or By-law of the Management Committee or any order or direction of the Management Committee or any special or ordinary meeting, or
  - (b) Who shall be convicted of any indictable offence or any offence punishable by a summary conviction, or
  - (c) Who shall, in the sole and absolute judgement and discretion of the Management Committee have been guilty either in or out of the Community premises of any act, practice, conduct, matter or thing calculated to bring discredit on or in any way prejudicially affect the reputation of the Community or calculated in any manner to impair or affect the enjoyment of the Community premises by the Members thereof or to cause any ill-feeling or friction between or among the Members without prejudice however to their liability for any money, then or theretofore due by them to the Community.

78. The following shall be the mode of procedure:
- (a) A charge must in the first place be made either by a Member of the Community or by resolution of the Management Committee stating the nature of the offence of which the Member is accused.
  - (b) The Management Committee shall then cause advice in writing of at least fourteen (14) days clear notice to be sent to the Member complained against to attend before the Management Committee to answer the said charge and also to the Member laying the charge, if any (other than the Management Committee), and the Secretary must on application by either party send a notice to any other Member to appear and give evidence. Provided that such application must be made seven (7) clear days before the date of the hearing of such charge. Should either of the parties fail to attend, the Management Committee shall take evidence and decide the case the same as if all parties had been present. Such decision shall, subject to the right of appeal thereafter set out, be final.
  - (c) If after the hearing of the evidence the Management Committee shall be of the opinion that the charge is sustained, they shall inflict such penalty as they may think fit, either by fine, suspension from the privileges of Membership for a certain time or by expulsion and shall thereupon cause notice of such penalty to be sent to the Member charged. In the case of expulsion the name of such Member shall be erased from the list of Members.
  - (d) Should any Member make a charge which in the opinion of the Management Committee is of a frivolous nature or unsupported by evidence at such inquiry, the Management Committee may impose such penalty against them as they may think fit.

## **APPEALS**

79. Any Member of the Community who may be aggrieved by any action of the Management Committee may within fourteen (14) days of such action, appeal to the General Meeting. They shall give notice to the Management Committee within the prescribed fourteen days (14) and the Management Committee shall place the appeal stating the nature thereof on the business sheet of the next General Meeting.

## **CONFLICT OF INTEREST**

80. (a) Any Member of the Management Committee, and delegated Sub-Committees, who has direct or indirect pecuniary interest in a contract, tender or proposed contract or tender, made by, or in the contemplation of, the committee shall, as soon as they become aware of their interest, disclose the nature and extent of their interest to the Management Committee. Penalty: to be remedied in accordance with Section 78.

(b) Where a Member of the Management Committee or delegated sub-committees, discloses a pecuniary interest in a contract, tender or proposed contract or tender in accordance with this section, or their interest is not such as need be disclosed under this section:

- (i) the contract or tender is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the member and the incorporated association;
- (ii) the Member is not liable to account for profits derived from the contract or tender;
- (iii) the disclosure shall be recorded in the minutes; and
- (iv) the Member shall not take part in any deliberations or decision of the committee with respect to that contract.

## **COMMON SEAL**

- 81. There shall be a Common Seal engraved with the name of the Community and it shall be kept in the care and custody of the Secretary at the Community premises. The Seal shall not be used or affixed to any Deed or other documents except pursuant to any by virtue of a Resolution of the Management Committee and in the presence of the President and the Secretary both of whom shall subscribe their names as witnesses. The Vice-President or Treasurer may serve as witnesses in the absence of the President or Secretary.
- 82. A separate book shall be kept by the Secretary to be called the Register of the Seal in which prior to affixing the Seal to any Deed or other document, there shall be entered a short title and description of same together with the date of the order of the Management Committee authorising the Seal to be affixed to the said document and such entry shall be signed by the President and Secretary.

## **DISSOLUTION**

- 83. If upon winding up of the association there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the Members or former Members, but shall be given or transferred:
  - (i) to another association incorporated under the Act which has similar objects; or
  - (ii) for charitable purposes.

Which association(s) or purpose, as the case requires, shall be determined by resolution of the Members at a General Meeting in accordance with Section 24 and Section 25 of the Associations Incorporation Act 2015.

## **GENERAL PROVISIONS**

- 84. No person shall be entitled under these Rules to derive any benefit or advantage from the Community which is not shared equally by every Member thereof.

## AFFILIATIONS

85. (a) The Community may affiliate and associate with other bodies or associations that serve their common needs or further its Objects. The Community may sever or terminate such affiliations if they consider the affiliate no longer meet its needs or are contrary to the Objects as per Section 3 of this Constitution.
- (b) Should Macedonian Communities outside Perth, who are resident within the State of Western Australia and wish to affiliate or work in conjunction with the Macedonian Community W.A. (Inc.), their applications for affiliation shall be considered at a General Meeting of the Community and applicants/affiliates shall be advised of decisions taken. The Macedonian Community of Manjimup is hereby affiliated under this paragraph.

## INTERPRETATION

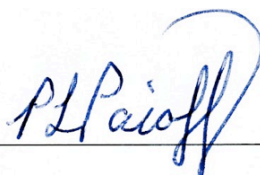
86. (a) Every word in the singular member shall be construed as including the plural member and *vice versa*.
- (b) The term General Meeting refers to a duly constituted 'Annual' or 'Extraordinary' or 'Special' General Meetings (abbreviated AGM or EGM or SGM respectively).
- (c) The terms Community, Macedonian Community or its abbreviation MCWA (Inc.) refer to the "MACEDONIAN COMMUNITY OF W.A. (INC.)", situated at 51 Albert Street, North Perth WA 6006.

## CERTIFICATE

87. We the under-signed being respectively the President and the Management Committee representative of the Macedonian Community of W.A. (Inc.) HEREBY CERTIFY that the Rules set out on this and the foregoing pages were adopted as the Rules of the said Community at a duly constituted General Meeting of the Members thereof, held on the **21st day of October 2018**.



Mr Trayn Andonovski  
President



Dr Philip Paioff  
Chair, Constitution Committee

## **ANNEXURE B**

### **STATUTE**

#### **OF THE MACEDONIAN CHURCH OF “ST NIKOLA” IN PERTH, WESTERN AUSTRALIA**

##### **Article 1**

The name of the Church is the Macedonian Orthodox Church of St. Nikola and remains as such.

##### **Article 2**

The head office of the Macedonian Orthodox Church “St. Nikola” is at the corner of Albert Street and Kayle Place in North Perth, Western Australia, and is part of the western wing of the Macedonian Community Centre.

##### **Article 3**

The Macedonian Orthodox Church of “St. Nikola” is an integral part of the Macedonian Orthodox Autocephalous Church of Skopje, Macedonia. It is under its canonical and spiritual jurisdiction.

##### **Article 4**

Our Macedonian Orthodox Church of “St. Nikola” is an inseparable religious - educational institution of the Macedonian Community in Perth, Western Australia.

##### **Article 5: THE MISSION OF THE MACEDONIAN ORTHODOX CHURCH of “St. NIKOLA”:**

- A. To educate its congregation in the spirit of Orthodox Christianity.
- B. To uphold the religious – ethnic traditions of the Macedonian Orthodox Church.
- C. To develop mutual Christian love, harmony, brotherhood, understanding and to raise its believers spiritually and morally.
- D. To uphold the basic religious truths of the holy Orthodox Church, in accordance with the teachings of our God Jesus Christ.

##### **Article 6**

The Macedonian Orthodox Church of “St. Nikola”, is God’s temple for all Macedonian believers in our city of Perth, regardless of their membership of the Macedonian Community of Perth , Western Australia (Inc.).

##### **Article 7**

The Macedonian Orthodox Church, at the Macedonian Community in Perth, is an equal member of the Administrative Council of Australian Diocese (A.C.A.D.). It sends its canonical delegates, the Priest and President of the Church Council, constitutionally represent the Church whenever and wherever it is needed.

##### **Article 8: CHURCH ADMINISTRATIVE COUNCIL**

- A. The Church Administrative Council of the Macedonian Orthodox Church “St. Nikola” is elected at the Annual General Assembly of the Orthodox members of the Macedonian Community in Perth, Western Australia.
- B. The President and two (2) other members from the Church Administrative Council automatically become members of the Community’s Committee.

- C. The Church Council of the Macedonian Orthodox Church (M.O.C) "St. Nikola" at the Macedonian Community provides for successful functioning of religious services and helps the priest in performing his religious duties using all moral and material resources.
- D. The Church Council of the Macedonian Orthodox Church (**M.O.C.**) "St. Nikola" is responsible for the resolution of all the issues and needs regarding the Church, as well as presentation of proposals before the Community's Committee for approval.

#### Article 9: THE PRIEST

- A. The Priest is the spiritual leader of the Macedonian Orthodox Church "St Nikola" in Perth Western Australia.
- B. The religious services of the Macedonian Orthodox Church "St Nikola" are performed by the Priest, under the canons determined by the Holy Synod of Hierarchs of the Macedonian Orthodox Church in Skopje, Macedonia.
- C. The Priest at the M.O.C. "St. Nikola" is appointed by the Holy Synod of Hierarchs the Macedonian Orthodox Church in Skopje, Macedonia. He is responsible before the Holy Synod of Hierarchs and before the authorised Metropolitan of the Australian Diocese.
- D. The Priest has to perform all his priestly and pastorally duties and, in collaboration with the Church Council, to provide for the well-being of the Church and his congregation.

#### Article 10: FINANCES

- A. The entire earnings of the Church "St Nikola" of the Macedonian Community in Perth Western Australia are to be entered into the general fund of the Community.
- B. The Macedonian Community, through its Committee and Church Council, guarantees to the M.O.C. "St. Nikola" that all expenses foreseen and unforeseen, related to Church activities will be paid from the Community Fund.
- C. The Committee of the Macedonian Community and of the M.O.C. "St. Nikola" agrees to pay its membership fee into the A.C.A.D.'s (Australian Council of the Australian Diocese) fund, as it is prescribed for all the Macedonian Orthodox Churches in Australia.
- D. The Church Council in agreement with the Community Committee determines the Priest's weekly pay.

#### Article 11

The Macedonian Orthodox Church of "St Nikola" with all its assets is an exclusive property of the members of the Macedonian Community from Perth, Western Australia. It cannot be arrogated by a group of people, company or institution, for any reason.

#### Article 12

The Macedonian Community of Perth, on behalf of its Church, "St Nikola" from time to time looks at the possibility of building a new Church, providing that the members request that and the financial situation allows for it.

#### **For the Macedonian Community from Perth, Western Australia**

GEORGE KARAMFILES (*Giorgi Karamfilis*)

JOHN KITIS (*Joni Kitin*)

**(signed)**

COMMUNITY PRESIDENT

**(signed)**

COMMUNITY SECRETARY