



**DRAFT CONSTITUTION  
OF  
Association of Ukrainians in Victoria  
(AUV)**

Australian Company Number (ACN) 004319126  
Australian Business Number (ABN) 20004319126

A company limited by guarantee

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## **PRELIMINARY**

The Ukrainian community came together to form the 'Hromada' on 9 September 1949 which became legally incorporated as the Association of Ukrainians in Victoria in 1954. The Association is the main representative organisation for the Ukrainian Community in Victoria. Its structure consists of a central body (called Centrala) and branches which provide for its members and the Ukrainian community at large, a variety of activities aimed at achieving the 'Objects' of this Constitution.

### **1. Name of the company**

The name of the **company** is Association of Ukrainians in Victoria, here-after called 'AUV'. The registered office of AUV shall be 3-11 Russell Street, Essendon, or as nominated by the Board.

### **2. Type of company**

AUV is a not-for-profit, public company limited by guarantee which is established to be, and to continue as, a charity and is social, non-political and a civic organisation.

AUV shall have the following authorities:

- General Meetings (Annual & Special)
- Board of Directors
- Branch Committee members
- The Internal Audit Commission.

### **3. Limited liability of members**

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

### **4. The guarantee**

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

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

### **5. Definitions**

In this constitution, words and phrases have the meaning set out in clauses 86, 87 and 88,

## **Charitable purposes and powers**

### **6. Objects**

The objects for which AUV is established are to:

- (a) Represent the Ukrainian Community in all aspects of social and civic life and to promote, support and protect the well-being and interests of Ukrainians in the State of Victoria.
- (b) Foster Ukrainian culture and tradition amongst its members.
- (c) Inform its members on matters affecting their lives and interests and to print, publish and circulate such information.
- (d) Promote, and/or establish and conduct kindergartens, schools, libraries, youth organisations, Ukrainian studies, tertiary level programs and training courses for its members and their dependants.
- (e) Consult and co-operate with organisations and/or persons having similar objects or whose co-operation may be beneficial to AUV or any member of the Ukrainian Community; and promote and exchange with any such organisations or persons, information relating to Ukrainians generally.
- (f) Provide and furnish information to its members about Australian institutions and the Australian way of life and promote understanding and friendship with the Australian Community.

- (g) Provide facilities for social activities of members and their friends and privileges and services consistent with the objects of AUV.
- (h) Apply for, acquire and hold as and when permitted by law so to do, Licences, Permits or Authorities pursuant to the provisions of the Liquor Control Reform Act 1998 of the State of Victoria for the time being in force or pursuant to any other Act or amendments, in order to provide for or sell to members and visitors, liquor or any other goods and to apply from time to time for the renewal or extension of such Licences, Permits and Authorities.
- (i) Foster community identity and development through lectures, exhibitions, cultural events, theatrical performances, national commemoration days, public meetings and conferences, sporting events and activities for diverse age groups and abilities, calculated directly or indirectly to facilitate interaction, consultation and healthy debate as well as advancing the morale, and physical and mental well-being of its members.
- (j) Seek grants and other assistance from government and relevant other organisations and manage these according to legislation and standards and other requirements as outlined by these organisations.
- (k) Appropriate or allocate monies for the progression of any of the objects of AUV.
- (l) Accept subscriptions, donations, bequests and establish and manage trusts.
- (m) Purchase, lease, exchange, hire or acquire any real or other property and any rights or privileges which AUV may deem necessary for the promotion of its objects; and construct, maintain and alter any buildings and structures necessary for the efficient working and operation of AUV.
- (n) Sell, let, mortgage, and dispose of the property or assets of AUV for the purpose of promoting its objects.
- (o) Invest the monies of AUV not immediately required for operational purposes, in such investments, securities or properties as the AUV Board decides.
- (p) Borrow, or raise money for the objects of AUV on such terms and such securities as decided by the Board of Directors.
- (q) Establish, support or aid any charitable or benevolent programs consistent with the objects of AUV.
- (r) Provide assistance to AUV members and members of the Ukrainian Community through social welfare programs.
- (s) Employ persons necessary for the operations of AUV in accordance with industry awards, standards and procedures.
- (t) Protect the rights of AUV members and the Ukrainian Community against acts of vilification or human rights abuse.
- (u) Provide AUV members with a transparent process for dealing with disputes, complaints, issues and requests.
- (v) Do all such things as are incidental or conducive to the attainment of the above objects.

## **7. Structure of AUV**

- 7.1 All categories of membership referred to in this constitution are subject to membership of the AUV.
- 7.2 There is to be one AUV Board of directors with its headquarters at 3-11 Russell Street, Essendon, or as nominated by the Board.
- 7.3 Subject to clause 40, all AUV members are eligible for election as a director of AUV.
- 7.4 All AUV members are eligible to join any or all Branches or Sections operating within the AUV Structure.

- 7.5 AUV Branches and Sections are to be managed independently by a Committee of Management, but are subject to the rules of this constitution.
- 7.6 AUV Branches or Sections may have their own additional rules of governance (**Branch Rules**), which may include for example, additional fee structures for their members, however this constitution shall prevail in the event of any inconsistency with any Branch Rules.
- 7.7 AUV members may only seek election to a Committee of Management of a Branch or Section if they are a member of that particular Branch or Section.

## 8. Powers

Subject to clause 9, the **company** has the following powers, which may only be used to carry out its purpose(s) set out in clause 6:

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

## 9. Not-for-profit

- 9.1 AUV must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 9.2 and 71.
- 9.2 Clause 9.1 does not stop AUV from doing the following things, provided they are done in good faith:
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **company**, or
  - (b) making a payment to a member in carrying out the **company's** charitable purpose(s).

## 10. Amending the constitution

- 10.1 Subject to clause 10.2, the members may amend this constitution by passing a **special resolution**.
- 10.2 The members must not pass a **special resolution** that amends this constitution if passing it causes the **company** to no longer be a charity.
- 10.3 Amendments to this constitution may be proposed by members or the Board of AUV, however members must first comply with the requirements outlined in clause 29.2.
- 10.4 AUV must notify the ACNC (or other relevant government organisation) of any changes to their governing documents as soon as is reasonable but no later than 28 days (or relevant time period) after the changes have been approved at the General Meeting.

## Members

### 11. Membership and register of members

- 11.1 The members of AUV are:
- (a) any person that the AUV directors approve to be a member, in accordance with this constitution.
- 11.2 AUV must establish and maintain a register of members. The register of members must be kept by the secretary of AUV and must contain:
- (a) for each current member:
    - i. name
    - ii. address
    - iii. any alternative address nominated by the member for the service of notices, and
    - iv. date the member was entered on to the register
    - v. current AUV financial membership status .

- (b) for each person who stopped being a member in the last 7 years:
  - i. name
  - ii. address
  - iii. any alternative address nominated by the member for the service of notices, and
  - iv. dates the membership started and ended.
- 11.3 The AUV Board at its discretion may give members reasonable access to the register of members.
- 11.4 Information that is accessed from the register of members must only be used in a manner relevant to the interests or rights of members.

## **12. Who can be a member**

- 12.1 A person who supports the purposes of AUV is eligible to apply to be a member of AUV under clause 13.
- 12.2 AUV members are persons 18 years or over, residing in the State of Victoria who either declare themselves to be of Ukrainian descent or are spouses, partners or persons related by marriage to people of Ukrainian descent.
- 12.3 **Temporary Members**  
Any person who is not an AUV member but is attending AUV's premises in connection with any sporting, cultural, educational or social function can be nominated as a Temporary Member of AUV.

Temporary members are subject to the following conditions:

- (i) They cannot propose any new members to AUV
- (ii) Their temporary membership may be cancelled at any time by the Board
- (iii) They are not entitled to be elected as members of the Board
- (iv) They are not be entitled to attend any meetings of AUV, Board, sub-committees or commissions, nor take part in any discussions at such meetings without the permission of the Chair of a meeting
- (v) They are not entitled to vote at any meeting of the AUV Board, sub-committees or commissions
- (vi) They are not required to pay any subscription or levy to AUV
- (vii) They must not be supplied with liquor on AUV premises unless they are in the company of a member.

## **13. How to apply to become a member**

- 13.1 An application for membership of AUV shall be in writing to the secretary of the AUV Board or a Branch Secretary in a form approved by the Board from time to time.

## **14. Directors decide whether to approve membership**

- 14.1 The directors must consider an application for membership within a reasonable time after the secretary receives the application.
- 14.2 Approval of members is made by a majority vote of the Board.
- 14.3 If the directors approve an application, the secretary must as soon as possible:
  - (a) enter the new member on the register of members, and
  - (b) write to the applicant to tell them that their application was approved, and the date that their membership started (see clause 15); and inform the relevant Branch as appropriate.
- 14.4 If the directors reject an application, the secretary must write to the applicant as soon as possible to tell them that their application has been rejected, but does not have to give reasons.

### **15. When a person becomes a member**

- 15.1 An applicant will become a member when they are entered on the AUV Register of Members and have paid their membership fee.
- 15.2 Membership fees will be determined by the AUV Board on an annual basis. The AUV Board can determine that a lower annual subscription may be payable by members who are senior citizens, pensioners, unemployed or students.
- 15.3 Annual membership fees are due and payable yearly in advance by the first day of the new financial year. Any new member who is admitted three or more months after the start of the financial year, will pay a pro-rata fee, based on the remaining part of the financial year.
- 15.4
- 15.5 Upon confirmation of membership, all AUV members have the same rights, privileges and obligations as other AUV members.

### **16. When a person stops being a member**

- 16.1 A person immediately stops being a member if they:
  - (a) die
  - (b) resign, by writing to the secretary
  - (c) are expelled under clause 18
  - (d) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member, or
  - (e) their subscription has remained unpaid for four(4) months after it has become due. Such person may be readmitted to membership by the Board on payment of an amount decided by the Board.

## **Dispute resolution and disciplinary procedures**

### **17. Dispute resolution**

- 17.1 The dispute resolution procedure in this clause applies to disputes (disagreements) under this constitution between a member or director and:
  - (a) one or more members
  - (b) one or more directors, or
  - (c) the **company**.
- 17.2 A member must not start a dispute resolution procedure in relation to a matter which is the subject of a disciplinary procedure under clause 18 until the disciplinary procedure is completed.
- 17.3 Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.
- 17.4 If those involved in the dispute do not resolve it under clause 17.3, they must within 10 days:
  - (a) tell the directors about the dispute in writing
  - (b) agree or request that a mediator be appointed, and
  - (c) attempt in good faith to settle the dispute by mediation.
- 17.5 The mediator must:
  - (a) be chosen by agreement of those involved, or
  - (b) where those involved do not agree:
    - i. for disputes between members, a person chosen by the directors, or
    - ii. for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the law institute or society in the state or territory in which AUV has its registered office.
- 17.6 A mediator chosen by the directors under clause 17.5(b)(i):
  - (a) may be a member or former member of AUV
  - (b) must not have a personal interest in the dispute, and
  - (c) must not be biased towards or against anyone involved in the dispute.



- 17.7 When conducting the mediation, the mediator must:
- (a) allow those involved a reasonable chance to be heard
  - (b) allow those involved a reasonable chance to review any written statements
  - (c) ensure that those involved are given natural justice, and
  - (d) not make a decision on the dispute.
- 18. Disciplining members**
- 18.1 In accordance with this clause, the directors may resolve to warn, suspend or expel a member from AUV if the directors consider that:
- (a) the member has breached this constitution, or
  - (b) the member's behaviour is causing, has caused, or is likely to cause harm to AUV.
- 18.2 At least 14 days before the directors' meeting at which a resolution under clause 18.1 will be considered, the secretary must notify the member in writing:
- (a) that the directors are considering a resolution to warn, suspend or expel the member
  - (b) that this resolution will be considered at a directors' meeting and the date of that meeting
  - (c) what the member is said to have done or not done
  - (d) the nature of the resolution that has been proposed, and
  - (e) that the member may provide an explanation to the directors, and details of how to do so.
- 18.3 Before the directors pass any resolution under clause 18.1, the member must be given a chance to explain or defend themselves by:
- (a) sending the directors a written explanation before that directors' meeting, and/or
  - (b) speaking at the meeting.
- 18.4 After considering any explanation under clause 18.3, the directors may:
- (a) take no further action
  - (b) warn the member
  - (c) suspend the member's rights as a member for a period of no more than 12 months
  - (d) expel the member
  - (e) refer the decision to an unbiased, independent person on conditions that the directors consider appropriate (however, the person can only make a decision that the directors could have made under this clause), or
  - (f) require the matter to be determined at a **general meeting**.
- 18.5 The directors cannot fine a member.
- 18.6 The Secretary must give written notice to the member of the decision under clause 18.4 as soon as practicable. If the directors have determined to expel a member pursuant to clause 18.4(d) the notice shall inform the member of the right to appeal against the decision.
- 18.7 If the directors resolve to expel a member pursuant to clause 18.4(d) and the person wishes to appeal against the decision, the Secretary will include the matter in the agenda for the forthcoming AGM to be resolved in accordance with clause 18.8.
- 18.8 At the AGM of AUV:
- (a) the Board may place before the meeting details of the grounds for the resolution and reasons for expelling the member
  - (b) the member will be given an opportunity to be heard
  - (c) members will vote by secret ballot on whether the resolution for expulsion should be confirmed or revoked.
  - (d) If two thirds of members of AUV vote either personally or by proxy in favour of the confirmation of the resolution, the resolution will be deemed to be confirmed. In any other case the resolution is revoked.
  - (e) If the resolution is passed the members name will be removed from the Register of members.
- 18.9 Disciplinary procedures must be completed as soon as reasonably practical.

- 18.10 There will be no liability for any loss or injury suffered by the member as a result of any decision made in good faith under this clause.

## General meetings of members

### 19. General meetings

- 19.1 The highest authority of AUV is the AUV General Meeting (Annual and Special)  
19.2 The directors may call a general meeting.  
19.3 General meetings may also be called by members.

### 20. General meetings called by members

- 20.1 If members with at least 5% of the votes that may be cast at a general meeting make a written request to the **company** for a general meeting to be held, the directors must:
- (a) within 21 days of the members' request, give all members notice of a general meeting, and
  - (b) hold the general meeting within 2 months of the members' request.
- 20.2 The percentage of votes that members have (in clause 20.1) is to be worked out as at midnight before the members request the meeting.
- 20.3 The members who make the request for a general meeting must:
- (a) state in the request any resolution to be proposed at the meeting
  - (b) sign the request, and
  - (c) give the request to the registered office of AUV
- 20.4 Separate copies of a document setting out the request may be signed by members if the wording of the request is the same in each copy.
- 20.5 If the directors do not call the meeting within 21 days of being requested under clause 20.1, 50% or more of the members who made the request may call and arrange to hold a general meeting.
- 20.6 To call and hold a meeting under clause 20.5 the members must:
- (a) as far as possible, follow the procedures for general meetings set out in this constitution
  - (b) call the meeting using the list of members on AUV's member register, which AUV must provide to the members making the request at no cost, and
  - (c) hold the general meeting within three months after the request was given to AUV.
- 20.7 AUV must pay the members who request the general meeting any reasonable expenses they incur because the directors did not call and hold the meeting.

### 21. Annual general meeting

- 21.1 An AUV general meeting, called the Annual General Meeting or AGM, must be held at least once in every calendar year.
- 21.2 Even if these items are not set out in the notice of meeting, the business of an annual general meeting must include:
- (a) a review of activities of the whole of AUV
  - (b) a review of AUV finances
  - (c) any auditor's report
  - (d) the election of directors
  - (e) the appointment of the Internal Audit Committee
  - (f) the appointment and payment of auditors, if any.
- 21.3 Before or at the annual general meeting, the directors must give information to the members on the **company's** activities and finances during the period since the last annual general meeting.

- 21.4 The chairperson of the annual general meeting must give members as a whole a reasonable opportunity at the meeting to ask questions or make comments about the management of AUV.

## 22. Notice of general meetings

The notice will be exhibited in the Registered Office of AUV and relevant media. Copies will be sent to all Branches for distribution and notification to members.

- 22.1 Notice of a general meeting must be given to:
- (a) each member entitled to vote
  - (b) each director, and meeting (including all members)
  - (c) the auditors (internal & external).
- 22.2 Notice of a general meeting must be provided in writing at least 21 days before the meeting and include any resolutions proposed by the Board of Directors.
- 22.3 Subject to clause 22.4, notice of a meeting may be provided less than 21 days before the meeting if for an annual general meeting, all the members entitled to attend and vote at the annual general meeting agree beforehand.
- 22.4 Notice of a meeting cannot be provided less than 21 days before the meeting if a resolution will be moved to:
- (a) remove a director
  - (b) appoint a director in order to replace a director who was removed, or
  - (c) remove an auditor.
- 22.5 Notice of a general meeting must include:
- (a) the place, date and time for the meeting (and if the meeting is to be held in two or more places, the technology that will be used to facilitate this)
  - (b) the general nature of the meeting's business
  - (c) if applicable, that a **special resolution** is to be proposed and the words of the proposed resolution
  - (d) a statement that members have the right to appoint proxies and that, if a member appoints a proxy:
    - i. they may only appoint either the chairperson of the meeting, or a member of AUV to act as proxy.
    - ii. the proxy form must be delivered to AUV at its registered address or the address (including an electronic address) specified in the notice of the meeting, and
    - iii. the proxy form must be delivered to the registered address at least 48 hours before the meeting.
    - iv. All proxies submitted by members, must be opened, witnessed and counted at the appointed times before the general meeting by at least two (2) members of the Committee of Internal Auditors of AUV.
- 22.6 If a general meeting is adjourned (put off) for one month or more, the members must be given new notice of the resumed meeting.

## 23. Quorum at general meetings

- 23.1 A quorum is 5% of members.
- 23.2 No business may be conducted at a general meeting if a quorum is not present.
- 23.3 If there is no quorum present within 30 minutes after the starting time stated in the notice of general meeting, the general meeting is adjourned to the date, time and place that the chairperson specifies. If the chairperson does not specify one or more of those things, the meeting is adjourned to:
- (a) if the date is not specified – the same day in the next week
  - (b) if the time is not specified – the same time, and
  - (c) if the place is not specified – the same place.

- 23.4 If no quorum is present at the resumed meeting within 30 minutes after the starting time set for that meeting, the meeting is cancelled.

#### **24. Auditor's right to attend meetings**

- 24.1 The auditors are entitled to attend any general meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in the capacity of auditor.
- 24.2 AUV must give the auditor (if any) any communications relating to the general meeting that a member of the **company** is entitled to receive.

#### **25. Using technology to hold meetings**

- 25.1 AUV may hold a general meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, to hear and be heard.
- 25.2 Anyone using this technology is taken to be present in person at the meeting.

#### **26. Chairperson for general meetings**

- 26.1 On establishment of a quorum and the numbers of financial members entitled to vote, the President or Vice-President will call for nominations for the Chair and Deputy Chair of the general meeting as well as two minute takers.
- 26.2 The President or Vice-President are entitled to Chair general meetings.
- 26.3 The AUV Board may also appoint a Chair and/or Deputy Chair of the general meeting.
- 26.4 The members present and entitled to vote at a general meeting may choose a director or member to be the chairperson for that meeting if:
- (a) the President or Vice-President are not present and the AUV Board has not appointed a Chair within 30 minutes after the starting time set for the meeting, or
  - (b) the President or Vice-President or a person appointed by the AUV Board to act as Chair are present but say they do not wish to act as chairperson of the meeting.

#### **27. Role of the chairperson**

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

#### **28. Adjournment of meetings**

- 28.1 If a quorum is present, a general meeting must be adjourned if a majority of financial members present direct the chairperson to adjourn it.
- 28.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

#### **Members' resolutions and statements**

##### **29. Members' resolutions and statements**

- 29.1 A resolution must be passed by a majority of the votes cast by members present and entitled to vote on the resolution (either in person or by proxy).
- 29.2 Members with at least 5% of the votes that may be cast on a resolution may give:
- (a) written notice to the **company** of a resolution they propose to move at a general meeting (members' resolution), and/or
  - (b) a written request to AUV that AUV give all of its members a statement about a proposed resolution or any other matter that may properly be considered at a general meeting (members' statement).
- 29.3 A notice of a members' resolution must set out the wording of the proposed resolution and be signed by the members proposing the resolution.
- 29.4 A request to distribute a members' statement must set out the statement to be distributed and be signed by the members making the request.

- 29.5 Separate copies of a document setting out the notice or request may be signed by members if the wording is the same in each copy.
- 29.6 The percentage of votes that members have (as described in clause 29.2) is to be worked out as at midnight before the request or notice is given to the Board of Directors of AUV.
- 29.7 If AUV has been given notice of a members' resolution under clause 29.2(a), the resolution must be considered at the next general meeting held more than two months after the notice is given.
- 29.8 This clause does not limit any other right that a member has to propose a resolution at a general meeting.

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

- 30.1 If AUV has been given a notice or request under clause 29:
- (a) in time to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, it must do so at the AUV's cost; or
  - (b) too late to send the notice of proposed members' resolution or a copy of the members' statement to members with a notice of meeting, then the members who proposed the resolution or made the request must pay the expenses reasonably incurred by AUV in giving members notice of the proposed members' resolution or a copy of the members' statement. However, at a general meeting, the members may pass a resolution that AUV will pay these expenses.
- 30.2 AUV does not need to send the notice of proposed members' resolution or a copy of the members' statement to members if:
- (a) it is more than 1,000 words long
  - (b) the directors consider it may be defamatory, and
  - (c) the members who proposed the resolution or made the request have not paid AUV enough money to cover the cost of sending the notice of the proposed members' resolution or a copy of the members' statement to members, or
  - (d) in the case of a proposed members' resolution, the resolution does not relate to a matter that may be properly considered at a general meeting or is otherwise not a valid resolution able to be put to the members.

### **31. Circular resolutions of members**

- 31.1 Subject to clause 31.3, the directors may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- 31.2 The directors must notify the auditors as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- 31.3 Circular resolutions cannot be used:
- (a) for a resolution to remove an auditor, appoint a director or remove a director
  - (b) for passing a **special resolution**, or
  - (c) where the **Corporations Act** or this constitution requires a meeting to be held.
- 31.4 A circular resolution is passed if all the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 31.5 or clause 31.6.
- 31.5 Members may sign:
- (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording is the same in each copy.
- 31.6 The company may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

### **Voting at general meetings**

#### **32. How many votes a member has**

- 32.1 Each member has one vote.

- 32.2 A person will be unable to exercise their right to vote at a general meeting (whether in person or by proxy) whilst their subscription for membership of the AUV remains unpaid after it has become due.

### **33. Challenge to member's right to vote**

- 33.1 A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- 33.2 If a challenge is made under clause 33.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

### **34. How voting is carried out**

- 34.1 Voting must be conducted and decided by:
- (a) a show of hands
  - (b) a vote in writing, or
  - (c) another method chosen by the chairperson that is fair and reasonable in the circumstances.
- 34.2 Before a vote is taken, the chairperson must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 34.3 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 34.4 The chairperson and the meeting minutes do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- 34.5 Board members may attend and speak but not vote at general meetings of Branches, unless such Board members are Branch members.

### **35. When and how a vote in writing must be held**

- 35.1 A vote in writing may be demanded on any resolution instead of or after a vote by a show of hands by:
- (a) at least five members present
  - (b) members present with at least 5% of the votes that may be passed on the resolution on the vote in writing (worked out as at the midnight before the vote in writing is demanded), or
  - (c) the chairperson.
- 35.2 A vote in writing must be taken when and how the chairperson directs, unless clause 35.3 applies.
- 35.3 A vote in writing must be held immediately if it is demanded under clause 35.1:
- (a) for the election of a chairperson under clause 26.4, or
  - (b) to decide whether to adjourn the meeting.
- 35.4 A demand for a vote in writing may be withdrawn.

### **36. Appointment of proxy.**

- 36.1 An AUV member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 36.2 An AUV member may only appoint either the chairperson of the meeting, or a member of AUV to act as proxy.
- 36.3 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 36.4 Unless AUV receives written notice before the start or resumption of a general meeting at which a proxy votes, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
- (a) dies
  - (b) is mentally incapacitated

- (c) revokes the proxy's appointment, or
  - (d) revokes the authority of a representative or agent who appointed the proxy.
- 36.5 A proxy appointment may specify the way the proxy must vote on a particular resolution.

### 37. Voting by proxy

- 37.1 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands).
- 37.2 When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote
  - (b) if the way they must vote is specified on the proxy form, must vote that way, and
  - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.

### 38. Special General Meetings

- 38.1 A Special General Meeting will be convened by the Board of AUV whenever necessary, including at the request of:
- (a) the Internal audit Committee, or
  - (b) members with at least 5% of those entitled to vote at the Special General Meeting, or a general meeting

## Directors

### 39. Number of directors

- 39.1 AUV must have at least three and no more than nine directors. The AUV Board of Directors should include a President, Vice President, Secretary and Treasurer.

### 40. Election and appointment of directors

- 40.1 The members may elect a director by a resolution passed in a general meeting.
- 40.2 Each of the directors must be appointed by a separate resolution, unless:
- (a) the members present have first passed a resolution that the appointments may be voted on together, and
  - (b) no votes were cast against that resolution.
- 40.3 The President of AUV is to be elected by separate resolution to be passed in a general meeting.
- 40.4 A person is eligible for election as a director of AUV if they:
- (a) are a member of AUV, and
  - (b) are nominated by two members or representatives of members entitled to vote (unless the person was previously elected as a director at a general meeting and has been a director since that meeting), and
  - (c) give AUV their signed consent to act as a director of the **company**, and
  - (d) are not ineligible to be a director under the **Corporations Act** or **ACNC Act**.
- 40.5 A person may be deemed ineligible for election as a director of AUV by a resolution passed in a general meeting.
- 40.6 If a person has not been a member of AUV for 6 months or more, that person will be ineligible for election as a director of AUV, unless a majority of the AUV Board resolves to allow that person to sit for election as a director of AUV.
- 40.7 The directors may appoint a person as a director to fill a casual vacancy or as an additional director if that person:
- (a) is a member of AUV,
  - (b) gives AUV their signed consent to act as a director of the **company**, and
  - (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

- 40.8 If the number of directors is reduced to fewer than three or is less than the number required for a quorum, the continuing directors may act for the purpose of increasing the number of directors to three (or higher if required for a quorum) or calling a general meeting, but for no other purpose.

#### **41. Term of office**

- 41.1 At each annual general meeting:
- (a) any director appointed by the directors to fill a casual vacancy or as an additional director must retire at each annual general meeting, and
  - (b) at least half of the remaining directors must retire.
- 41.2 The directors who must retire at each annual general meeting under clause 41.1(b) will be the directors who have been longest in office since last being elected. Where directors were elected on the same day, the director(s) to retire will be decided by lot unless they agree otherwise.
- 41.3 Other than a director appointed under clause 40.7, a director's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 41.4 Each director, including the President must retire at least once every two years.
- 41.5 A director, including the President who retires under clause 41.1 may nominate for election or re-election, subject to clause 41.6.
- 41.6 Any director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a **special resolution** passed at a general meeting.

#### **42. When a director stops being a director**

A director stops being a director if they:

- (a) give written notice of resignation as a director to the **company**;
- (b) die;
- (c) are removed as a director by a resolution of the members;
- (d) stop being a member of AUV;
- (e) are a representative of a member, and that member stops being a member;
- (f) are a representative of a member, and the member notifies AUV that the representative is no longer a representative;
- (g) are absent for three (3) consecutive directors' meetings without approval from the directors, or
- (h) become ineligible to be a director of the **company** under the **Corporations Act** or the **ACNC Act**.

#### **Powers of directors**

##### **43. Powers of directors**

- 43.1 The directors are responsible for managing and directing the activities of AUV to achieve the purposes set out in clause 6.
- 43.2 The directors may use all the powers of the **company** except for powers that, under the relevant legislation or this constitution, may only be used by members.
- 43.3 The directors must decide on the responsible financial management of the **company**, including:
- (a) any suitable written delegations of power under clause 44,
  - (b) and how money will be managed, such as how electronic transfers, negotiable instruments or cheques must be authorised and signed or otherwise approved
  - (c) the sale, lease, transfer or redevelopment of any AUV real-estate
- 43.4 Financial accounts will be audited annually by a qualified external auditor.



43.4 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

#### **44. Delegation of directors' powers**

44.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the **company** (such as a chief executive officer) or any other person, as they consider appropriate.

44.2 The delegation must be recorded in AUV's minute book.

#### **45. Payments to directors**

45.1 AUV must not pay fees to a director for acting as a director.

45.2 AUV may:

- (a) pay a director for work they do for AUV, other than as a director, if the amount is no more than a reasonable fee for the work done, or
- (b) reimburse a director for expenses properly incurred by the director in connection with the affairs of AUV.

45.3 Any payment made under clause 45.2 must be approved by the directors.

45.4 AUV may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

#### **46. Execution of documents**

46.1 The common seal of AUV shall not be affixed to any instrument except by the authority of the Board and in the presence of the President or Vice-President, and one other member of the Board as the Board may from time to time appoint for such purpose and every such instrument shall be signed by such two persons.

46.2 The Common Seal must set out on it: Association of Ukrainians in Victoria (AUV)  
ABN 20 004 319 126.

46.3 AUV may execute a document without using a common seal if the document is signed by:

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

46.4 The AUV Board may sign contracts and other relevant documents relating to the sale, lease, transfer or redevelopment of AUV real estate.

#### **Duties of directors**

##### **47. Duties of directors**

The directors must comply with their duties as directors under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the **ACNC Act** which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of AUV;
- (b) to act in good faith in the best interests of AUV and to further the charitable purpose(s) of AUV as set out in clause 6;
- (c) not to misuse their position as a director;
- (d) not to misuse information they gain in their role as a director;
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 48;
- (f) to ensure that the financial affairs of AUV are managed responsibly; and
- (g) not to allow AUV to operate while it is insolvent.

##### **48. Conflicts of interest**

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

- (a) to the other directors, or
  - (b) if all of the directors have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- 48.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 48.3 Each director who has a material personal interest in a matter that is being considered at a meeting of directors (or that is proposed in a circular resolution) must not, except as provided under clauses 48.4:
- (a) be present at the meeting while the matter is being discussed, or
  - (b) vote on the matter.
- 48.4 A director may still be present and vote if:
- (a) their interest arises because they are a member of AUV, and the other members have the same interest
  - (b) their interest relates to an insurance contract that insures, or would insure, the director against liabilities that the director incurs as a director of AUV (see clauses 45.4 and 66)
  - (c) their interest relates to a payment by AUV under clause 66 (indemnity), or any contract relating to an indemnity that is allowed under the **Corporations Act**.
  - (d) the Australian Securities and Investments Commission (ASIC) makes an order allowing the director to vote on the matter, or
  - (e) the directors who do not have a material personal interest in the matter pass a resolution that:
    - (i) identifies the director, the nature and extent of the director's interest in the matter and how it relates to the affairs of AUV and
    - (ii) says that those directors are satisfied that the interest should not stop the director from voting or being present.

### **Directors' meetings**

#### **49. When the directors meet**

- 49.1 The directors may decide how often, where and when they meet but at a minimum they must meet six (6) times in a financial year.

#### **50. Calling directors' meetings**

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

#### **51. Chairperson for directors' meetings**

- 51.1 The President or Vice-President is entitled to chair directors' meetings.
- 51.2 The directors at a directors' meeting may choose a director to be the chairperson for that meeting if the President or Vice-President is:
- (a) not present within 30 minutes after the starting time set for the meeting, or
  - (b) present but does not want to act as chairperson of the meeting.

#### **52. Quorum at directors' meetings**

- 52.1 Unless the directors determine otherwise, the quorum for a directors' meeting is a majority (more than 50%) of directors, in the presence of the President or Vice-President.
- 52.2 A quorum must be present for the whole directors' meeting.
- 52.3 If a director is unable to attend a directors' meeting, they may appoint another director as a proxy to attend and vote on their behalf.

### **53. Using technology to hold directors' meetings**

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

### **54. Passing directors' resolutions**

- 54.1 A directors' resolution must be passed by a majority of the votes cast by directors present and entitled to vote on the resolution (either in person or by proxy).
- 54.2 In the case of a deadlock, the President shall have a casting vote.

### **55. Circular resolutions of directors**

- 55.1 The directors may pass a circular resolution without a directors' meeting being held.
- 55.2 A circular resolution is passed if all the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clauses 55.3, 55.4 and 55.5.
- 55.3 Each director may sign:
  - (a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
  - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- 55.4 AUV may send a circular resolution by email to the directors and the directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
- 55.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 55.3 or clause 55.4.

### **56. Appointment of AUV Board**

- 56.1 At its first directors' meeting or whenever practicable, the directors shall, subject to the President's approval, assign various roles and duties to the AUV Board of directors which may include a Vice-President, Secretary and Treasurer.
- 56.2 A director may be removed or appointed to any position assigned under clause 56.1, by a resolution of directors at a directors' meeting.

## **Secretary**

### **57. Appointment and role of secretary**

- 57.1 The **company** must have at least one secretary, who may also be a director.
- 57.2 A secretary must be appointed by the directors (after giving AUV their signed consent to act as secretary of the **company**) and may be removed by the directors.
- 57.3 The directors must decide the terms and conditions under which the secretary is appointed, including any remuneration.
- 57.4 The role of the secretary includes:
  - (a) maintaining a register of the **company's** members, and
  - (b) maintaining the minutes and other records of general meetings (including notices of meetings), directors' meetings and circular resolutions.

## **Minutes and records**

### **58. Minutes and records**

- 58.1 The **company** must, within one month, make and keep the following records:
  - (a) minutes of proceedings and resolutions of general meetings
  - (b) minutes of circular resolutions of members
  - (c) a copy of a notice of each general meeting, and

- (d) a copy of a members' statement distributed to members under clause 30.
- 58.2 AUV must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees), and
  - (b) minutes of circular resolutions of directors.
- 58.3 To allow members to view AUV records:
- (a) AUV must give a member access to the records set out in clause 58.1 at all reasonable times, and
  - (b) the directors may authorise a member to inspect other records of AUV, including records set out in clause 58.2 and 59.1.
- 58.4 The directors must ensure that minutes of a general meeting or a directors' meeting are signed within a reasonable time after the meeting by:
- (a) the chairperson of the meeting, or
  - (b) the chairperson of the next meeting.
- 58.5 The directors must ensure that minutes of the passing of a circular resolution (of members or directors) are signed by a director within a reasonable time after the resolution is passed.

### **59. Financial and related records**

- 59.1 AUV must make and keep written financial records that:
- (a) correctly record and explain its transactions and financial position and performance, and
  - (b) enable true and fair financial statements to be prepared and to be audited.
- 59.2 AUV must also keep written records that correctly record its operations.
- 59.3 AUV must retain its records for at least 7 years.
- 59.4 The directors must take reasonable steps to ensure that the **company's** records are kept safe.

### **60. Internal Audit Committee**

- 60.1 The Internal Audit Committee shall consist of the Chair and two members elected each year at the AUV AGM.
- 60.2 The Chair of the Internal Audit Committee shall be elected by a separate vote at the AUV AGM.
- 60.3 The Internal Audit Committee shall:
- (a) Including but not limited to, examine the activities of the Board and Branch Committee members, administration of finances, assets and liabilities. Where necessary the Internal Audit Committee may engage the services of financial or other experts at a reasonable cost,
  - (b) Prepare a report for the AGM,
  - (c) Have the right to call a general meeting, stating the reasons,
  - (d) Open, witness and count proxies as per Clause 36.
  - (e) Appoint a mediator as per Clause 17.5.
- 60.4 Members of the Internal Audit Committee shall be entitled to participate in Board meetings on a consultative basis.

### **Notice**

#### **61. What is notice**

- 61.1 Anything written to or from the **company** under any clause in this constitution is written notice and is subject to clauses 61 to 63, unless specified otherwise.  
Clauses 61 to 63 do not apply to a notice of proxy under clause 22.5(d).

#### **62. Notice to the company**

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

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

### 63. Notice to members

- 63.1 Written notice or any communication under this constitution may be given to a member:
- (a) in person
  - (b) by posting it to, or leaving it at the address of the member in the register of members or an alternative address (if any) nominated by the member for service of notices
  - (c) sending it to the email or other electronic address nominated by the member as an alternative address for service of notices (if any), or
  - (d) if agreed to by the member, by notifying the member at an email or other electronic address nominated by the member, that the notice is available at a specified place or address (including an electronic address).
- 63.2 If AUV does not have an address for the member, AUV is not required to give notice in person.

### 64. When notice is taken to be given

A notice:

- (a) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered
- (b) sent by post, is taken to be given on the third day after it is posted with the correct payment of postage costs
- (c) sent by email, fax or other electronic method, is taken to be given on the business day after it is sent, and
- (d) given under clause 63.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

### Financial year

#### 65. Company's financial year

- 65.1 AUV's financial year is from 1 July to 30 June, unless the directors pass a resolution to change the financial year.

### Indemnity, insurance and access

#### 66. Indemnity

- 66.1 AUV indemnifies each officer of the **company** out of the assets of the **company**, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the **company**.
- 66.2 In this clause, 'officer' means a director or secretary and includes a director or secretary after they have ceased to hold that office.
- 66.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the **company** is not precluded by law (including the **Corporations Act**) from doing so, and
  - (b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).

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

#### 67. Insurance

67.1 To the extent permitted by law (including the **Corporations Act**), and if the directors consider it appropriate, AUV may pay or agree to pay a premium for a contract insuring a person who is or has been an officer of the **company** against any liability incurred by the person as an officer of the **company**.

#### 68. Directors' access to documents

68.1 A director has a right of access to the financial records of the **company** at all reasonable times.

68.2 If the directors agree, AUV must give a director or former director access to:

- (a) certain documents, including documents provided for or available to the directors, and
- (b) any other documents referred to in those documents.

### Winding up

#### 69. Decision to liquidate

A decision to liquidate AUV may be taken by a General Meeting of AUV convened specifically for that purpose and for the purpose of determining the recipient of AUV property as per Clause 71. The notice of such General Meeting must be to the effect that:

- (a) a **special resolution** to liquidate AUV is to be proposed at such General Meeting and shall state the resolution; such a **special resolution** may be passed by at least 75% of votes cast by members entitled to vote on there resolution either personally or by proxy; and
- (b) a resolution is to be proposed at such General Meeting to determine the recipient of AUV property as per Clause 71; such a resolution may be passed by at least 50% of votes cast by members entitled to vote on the resolution either personally or by proxy.

#### 70. Surplus assets not to be distributed to members

If the **company** is wound up by **special resolution** or by a statutory authority, any **surplus assets** must not be distributed to a member or a former member of AUV, unless that member or former member is a charity described in clause 71.1.

#### 71. Distribution of surplus assets

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

- (a) with charitable purpose(s) similar to, or inclusive of, the purpose(s) in clause 6, and
- (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **company**.
- (c) AUV **surplus assets** shall be transferred or donated to some not-for-profit or charitable Ukrainian organisation or organisations in Australia which have objects similar or in part similar to the objects of AUV.

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

#### 72. Transfer of Assets

72.1 In the event of a dissolution of AUV by Statutory authorities and where convening of a General meeting is not possible, one half of assets of AUV shall be transferred to the existing Ukrainian Catholic Church in Australia and the other half to the existing Ukrainian Orthodox

Churches in Australia which shall be divided proportionally to the number of Parishioners in each Orthodox Church.

## **BY- LAWS**

### **73. By-laws**

- 73.1 The directors may pass a resolution to make by-laws to give effect to this constitution.  
73.2 Members and directors must comply with by-laws as if they were part of this constitution.

## **AUV BRANCHES**

### **74. Establishing AUV Branches**

- 74.1 The Board may from time to time establish AUV Branches throughout the State of Victoria. AUV Branches must comply with the AUV Constitution, including:
- (a) the submission of the previous year's financial & operational reports for external auditing at least three months prior to an AUV Annual General Meeting; the submission must contain Profits/Loss statements and a statement of assets being administered by the Branch, as well as liabilities for the previous year;
  - (b) an Annual General Meeting;
  - (c) written notification about the Branch Annual General Meeting;
  - (d) the text of any **special resolutions**; and
  - (e) a list of Branch members, stating their full names and addresses.
- 74.2 When appropriate, the Board shall convene a Conference of the Board and Branch Committees for the purpose of discussing the policies and strategy of AUV and its Branches and discussing coordination of activities. The chair of such a conference shall be the President or Vice-President of AUV. The Board may invite other members of AUV as well as non-members to attend such a conference.

### **75. AUV Branch members**

- 75.1 Upon application for membership to the AUV, a person may nominate the AUV Branch of which that person wishes to become a member.  
75.2 Any AUV member who has not previously nominated a Branch may apply to that AUV Branch Committee to become a member of that Branch.  
75.3 A person may only become a member of an AUV Branch or Section if that person is a member of AUV.  
75.4 An AUV member may be a member of more than one Branch.  
75.5 An AUV member who becomes a member of any Branch, may be subject to any additional rules of governance that Branch may have, in addition to the rules of this constitution. For the avoidance of doubt, this constitution will prevail in the event of any inconsistency with any Branch Rules.  
75.6 Membership of an AUV Branch may attract additional membership fees to those set out in clause 15.2, as reasonably determined by that AUV Branch from time to time.

### **76. Branch Committees**

- 76.1 Each AUV Branch may form a Branch Committee.  
76.2 The Branch Committees of AUV Branches shall consist of a Chair and not less than two (2) members and must include a Treasurer and a Secretary.  
76.3 AUV members may only seek election to a Branch Committee if they are a member of that particular Branch.  
76.4 Branch Committee members may be elected at any AUV Branch Annual or General Meeting by a resolution of all those present and entitled to vote (either in person or by proxy).

- 76.5 The Chair and members of the Branch Committee shall be elected for a period of two (2) years.
- 76.6 A retiring member of the Branch Committee may apply for re-election.
- 76.7 Any vacancy occurring in the Branch Committee, other than by expiry of the term of office, may be filled by the Branch Committee at its meeting by co-opting to such office any member of the Branch. The person so chosen shall be subject to retirement on the day on which the member of the Branch Committee, in whose place they are appointed, would have retired.
- 76.8 If a Branch Committee member is unable to attend a Branch Committee meeting, they may appoint another Branch Committee member as a proxy to attend and vote on their behalf.

#### **77. Branch Governance**

- 77.1 AUV Branches may have their own rules of governance for their particular branch and its members which operate in conjunction with this constitution.
- 77.2 If at any time the activity of a Branch Committee is not in accordance with the AUV Constitution, the AUV Board shall have the right to suspend the Branch Committee and to convene a General Meeting of the Branch for the purpose of electing a new Branch Committee.
- 77.3 In the event a Branch is not able to maintain its real assets, cash flow obligations and other responsibilities outlined in clause 78.3, but such Branch determines at its Annual General meeting, to remain an active Branch in accordance with the AUV Constitution, it shall:
- (a) notify the AUV Board of the Branch meeting at which the members shall vote on a special resolution for voluntary realisation of such Branch assets, and
  - (b) in the event such special resolution is carried, the Board shall manage such realisation of the assets and the net settlement proceeds shall be invested into an AUV Trust Fund.
- 77.4 All the net income from such an AUV Trust Fund, less any administration costs, shall be deposited into the Branch Account by direct transfer and in accordance with the Trust Deed. Such deposits will take place at regular intervals.

#### **78. AUV Real Estate**

- 78.1 All real estate is owned by the AUV.
- 78.2 AUV Branches may be allocated local real estate by the AUV Board (**Branch RE**). Each AUV Branch will have exclusive right of use and all derived income from **Branch RE** allocated to it.
- 78.3 AUV Branches will be responsible for the management and control of **Branch RE**. This includes responsibility for payment of all financial outgoings including, but not limited to; rates and maintenance expenses, land tax and insurance premiums.
- 78.4 **Branch RE** shall not be sold, transferred, mortgaged, leased, disposed of, or have structural or capital modifications made to, unless the following process is followed:
- (a) If a meeting of Branch members, or a Branch Committee resolves by special resolution that **Branch RE** shall be sold, transferred, mortgaged, leased, disposed of, or have structural or capital modifications made to, the Secretary of that Branch shall inform the Board of the passage of such a resolution. The Board shall then at its next meeting consider the resolution and if approved by a special resolution of Board members, the action proposed in the resolution shall be endorsed. If the Board does not approve the resolution, the Branch may request that the proposed resolution be taken to an AUV General Meeting. If such a request is made, the Board shall convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed by a simple majority of members either in person or by proxy, the resolution shall be approved.



- (b) If the AUV Board resolves by special resolution that **Branch RE** shall be sold, transferred, mortgaged, leased, disposed of, or have structural or capital modifications made to, the Secretary of the Board shall inform that Branch of the passage of such a resolution. The Branch shall then at its next meeting of Branch members or a Branch Committee meeting consider the resolution and if approved by a special resolution of Branch members or Branch Committee members, the action proposed in the resolution shall be endorsed. If the Branch members or Branch Committee members do not approve the resolution, the Branch may request that the proposed resolution be taken to an AUV General Meeting. If such a request is made, the Board shall convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed by simple majority of members either in person or by proxy, the resolution shall be approved.

### **79. Dissolution of a Branch**

- 79.1 Dissolution of a Branch of AUV may be either:
- (a) by a **special resolution** of all AUV members, or
  - (b) by the AUV Board at a directors' meeting requiring a 75% majority of votes cast by directors present and entitled to vote.
- 79.2 Where the Board has reasonable cause to believe that a particular branch of AUV:
- (a) has ceased its activities; or
  - (b) has failed to form a Branch Committee at two consecutive Annual General Meetings of the Branch; or
  - (c) has not during the preceding period of three years convened an Annual General Meetings of the Branch, or
  - (a) has been insubordinate to the Board of AUV, or has repeatedly contravened this Constitution, then in any such event the Board may in addition to its powers under this Constitution, appoint a member of AUV, whether a member of that particular Branch or not, to act as Branch Administrator for a period as shall be determined by the Board. Such Branch Administrator shall act under instructions from the Board and shall report to it when required.
- 79.3 The Board may empower a Branch Administrator to do all or any of the following:
- (a) Take charge of Branch affairs, including all its finance and all its assets.
  - (b) Conduct meetings with Branch members.
  - (c) Investigate possibilities for revitalising the Branch and recommend to the AUV Board candidates for election to the Branch Committee.
  - (d) At the request of AUV Board, convene a General Meeting of the Branch for the purpose of electing a new Branch Committee.
  - (e) Prepare a detailed Report to the AUV Board within 12 months of their appointment.
- 79.4 If the Branch Administrator fails in his attempts to find candidates for election to the Branch Committee, or if upon a General Meeting of a Branch being convened a Branch Committee is not elected, the AUV Board may dissolve such Branch by a majority vote of the directors of the AUV Board.
- 79.5 In such an event, the AUV board shall send written notices to the members of a dissolved Branch, notifying them of the dissolution of the Branch. All members of the Branch will then cease to be Branch members but will continue to be members of AUV and enjoy the same rights, privileges and obligations as other members of AUV.
- 79.6 From the date of dissolution all members' records of the dissolved Branch and all its properties, monies, books and other assets of the Branch shall be transferred to AUV.

## **SECTIONS OF AUV**

### **80. Section Rules**

- 80.1 Members of AUV may form Sections for specialised activities such as literary, choral, musical, theatrical, folk dancing, sport and other.
- 80.2 An organisation which desires to become a Section of AUV shall submit a written application which includes its Constitution or Governing Rules.
- 80.3 If the Board is satisfied that a Section has the desire and ability to contribute to the objects of AUV, it may approve the specialised activity and grant official recognition to such Section of AUV.
- 80.4 If requested by the Board, Sections of AUV shall be obliged to take active part in cultural and social functions of AUV.
- 80.5 Sections of AUV shall be self-managed, but they shall be responsible to the Board and shall report on their activities to the Annual General Meeting of AUV, and shall be subject to review by the Commission of Internal Auditors.
- 80.6 Sections of AUV shall have the following privileges:
- (a) use of the premises and facilities of AUV for approved activities
  - (c) enjoy the general support of AUV
  - (d) enjoy all such additional privileges as from time to time may be bestowed upon a particular Section by the Board or by a resolution of a General Meeting of AUV
- 80.7 If the Board is satisfied that a Section:
- (a) has ceased its activities, or
  - (b) has repeatedly declined to take an active part in AUV's functions,
  - (c) or has become insubordinate to the Board;
- the Board may withdraw its official recognition, in which event such Section's privileges shall cease.
- 80.8 Such Section shall have the right to appeal to the Annual General Meeting of AUV, whose decision shall be final.
- 80.9 In the event of voluntary dissolution of a Section, all its assets shall be transferred for the management of the Board of the AUV, unless such Section's Constitution has a nominated beneficiary.
- 80.10 Branch members may form similar Sections within their Branches, subject to the above Clauses. Where appropriate, a reference to the Board, shall be deemed to be a reference to the Branch Committee of a particular Branch and a reference to AUV shall be deemed to be a reference to a particular Branch of AUV.

## **AWARDS BESTOWED TO MEMBERS**

### **81. Donors**

- 81.1 Donors are entitled to receive an appropriate form of recognition as may be awarded by a resolution of an AGM. However, they will not be entitled to any other additional benefits, privileges or rights.
- 81.2 The Board may recommend the following awards to donors to AUV:
- (a) People whether of Ukrainian descent or not who have donated or bequeathed a sum of money to AUV or its Branches and are considered by the Board to be benefactors of AUV and/or
  - (b) People who have provided dedicated service to AUV or the Community.
- 81.3 Such nominations are to be submitted to the next AGM of the members of AUV who may bestow the honorary title of a benefactor of AUV on such a person by a simple majority of those present at the meeting entitled to vote.

## **AUV CLUB RULES**

### **82. Sale of liquor and other goods**

- 82.1 In order to provide or sell to members and visitors, liquor or any other goods, AUV must

comply with the *Victorian Liquor Control Reform Act 1998* (or any other relevant Act or amendments).

- 82.2 The supply of liquor shall be under the management of the AUV Board. The Board shall have the power to fix the hours of bar trading and control of liquor and to vary the same in accordance with the AUV Liquor Licence.
- 82.3 AUV shall not make any payment or part payment to any secretary, manager or other officer or servant of AUV by way of commission or allowance from or upon the receipts of AUV for liquor supplied.

### 83. Non-member Guests

- 83.1 A member may, introduce guests to AUV Licensed premises. The date, name and usual residential address of each guest shall be entered in a Guest book provided by AUV. Each member introducing a visitor shall enter his name and his membership number opposite each such entry. These entries shall not be required if:
- the guests are present for the purpose of attending a special function at the AUV's licensed premises in respect of which the AUV has obtained a Renewable Limited Licence or a Temporary limited licence under the Liquor Control Reform Act 1998;
  - if the guests and children are attending the AUV licensed premises for the purpose of tuition of children in dancing, choral, theatrical and other cultural activities or rehearsals being held on the premises;
  - if the guests and other persons are attending concerts and other cultural meetings on the premises.

### 84. Supply of liquor to Minors

- 84.1 A person under the age of eighteen years shall not be supplied with liquor unless:
- they are accompanied by a spouse, parent or guardian, who is a member of AUV, and
  - the liquor is supplied for consumption with a meal served on AUV's licensed premises, or
  - they are employed in duties other than the supply of liquor, or
  - they are engaged in a training program in hospitality or work experience, or
  - they have approval from the Victorian Commission for Gambling and Liquor Regulation (VCGLR).

### 85. Employment of Minors

- 85.1 No person under 18 years shall be employed by AUV except persons who are engaged in a training program or work experience; however they are not allowed to serve behind the bar.

## Definitions and interpretation

### 86. Definitions

In this constitution:

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

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

**Corporations Act** means the *Corporations Act 2001* (Cth)

**general meeting** means a meeting of members and includes the annual **general meeting** or AGM, under clause 21.1

**initial member** means a person who is named in the application for registration of the **company**, with their consent, as a proposed member of the **company**

**member present** means, in connection with a **general meeting**, a **member present** in person, by representative or by proxy at the venue or venues for the meeting

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

**resolution of members** is a decision agreed to by a majority of the company's members

**special resolution** means a resolution:

- i. of which notice has been given under clause 22.5(c), and
- ii. that has been passed by at least 75% of the votes cast by **members present** and entitled to vote on the resolution, and

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

### **87. Reading this constitution with the Corporations Act**

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

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

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

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

### **88. Interpretation**

In this constitution:

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