



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

Australian Company Number (ACN) 004 319 126  
Australian Business Number (ABN) 20 004 319 126

A company limited by guarantee

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PROPOSED CONSTITUTION OF ASSOCIATION OF UKRAINIANS IN VICTORIA  
08 March 2019

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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 AUV or AUV Hromada) 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 AUV 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)
- AUV Board of Directors
- Branch Committee
- 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. This contribution is required to pay for the:

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

### 5. Definitions

In this constitution, words and phrases have the meaning set out in clauses 80, 81 and 82.

## 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 AUV 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 AUV Board.
- 7.3 Subject to clause 36, 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 AUV 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 **ACNC 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 67.
- 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 AUV, or
  - (b) making a payment to a member in carrying out the AUV'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 AUV 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 call for a general meeting of the AUV in accordance with clause 20, at which the amendments to the constitution will be proposed.
- 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 AUV and must contain:
- (a) for each current member:
    - i. name
    - ii. postal address
    - iii. electronic address (if any)
    - iv. any alternative address nominated by the member for the service of notices, and
    - v. date the member was entered on to the register

- vi. current AUV financial membership status .
- (b) for each person who stopped being a member in the last 7 years:
  - i. name
  - ii. postal address
  - iii. electronic address (if any)
  - iv. any alternative address nominated by the member for the service of notices, and
  - v. dates the membership started and ended.

11.3 The AUV Board at its discretion may give members reasonable access to the register of members, subject to applicable laws including the *Privacy Act 1988* (Cth).

## **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, provided that person is 18 years or over, residing in the State of Victoria who either declare themselves to be of Ukrainian descent, are spouses, partners or persons related by marriage to people of Ukrainian descent or who demonstrate affinity with the Ukrainian community.

### **12.2 Honorary Members**

Any person whether of Ukrainian descent or not, who has rendered outstanding services to AUV may be nominated by the AUV Board or by a recommendation of a Branch Committee to the AUV Board, as an Honorary Member of AUV. Such nominations shall be submitted to the AUV Board and subject to a resolution being passed by AUV members at a general meeting, will be approved. Honorary life members are exempt from payment of all fees and subscriptions to the AUV.

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

13.1 An application for membership of AUV shall be in writing to the Secretary, 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 application is received.

14.2 Approval of members is made by a majority vote of the AUV Board.

14.3 If the directors approve an application, the AUV 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 AUV 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 AUV membership fees will be determined by the AUV Board on an annual basis, subject to a resolution being passed by AUV members at a general meeting.

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 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 AUV
  - (c) are expelled under clause 18
  - (d) their subscription has remained unpaid for four(4) months after it has become due. Such person may be readmitted to membership by the AUV 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 AUV.
- 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 18, 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 an opportunity 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. Where 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 have determined to expel a member pursuant to clause 18.4(d), that member will immediately lose all of its rights and privileges as a member of the AUV, other than the right to appeal against the decision in accordance with clauses 18.8 and 18.9.
- 18.8 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 18.9.
- 18.9 At the AGM of AUV:
- (a) the AUV Board shall 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 that the resolution for expulsion should be revoked, the resolution is deemed to be revoked.
  - (e) If the resolution for expulsion is not revoked pursuant to clause 18.9(d), the member's name will be removed from the Register of members as per clause 11.2(b).
- 18.10 Disciplinary procedures must be completed as soon as reasonably practical.
- 18.11 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 The Internal Audit Committee may call a general meeting in accordance with clause 56.3(d)

19.4 General meetings may also be called by members in accordance with clause 20.

#### **20. General meetings called by members**

- 20.1 If members with at least 10% of the votes that may be cast at a general meeting make a written request to the AUV 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) the 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 No less than 7 days before the annual general meeting, the directors must make available information to the members on the AUV's activities during the period since the last annual general meeting, except as provided in clause 22.2.
- 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**

- 22.1 Notice of a general meeting must be given to:
- (a) each member entitled to vote
  - (b) 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:

- (a) resolutions proposed by the AUV Board of Directors
  - (b) elections of the:
    - i. President;
    - ii. Board members;
    - iii. Chair of the Internal Audit Committee; and
    - iv. Members of the Internal Audit Committee.
  - (c) proxy forms, and
  - (d) details relating to accessing the Financial Statement and any other major documents related to proposed resolutions.
- 22.3 Notice of a general meeting must include:
- (a) the place, date and time for the meeting
  - (b) the general nature of the meeting's business
  - (c) if applicable, notice 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:
    - v. they may only appoint either the chairperson of the meeting, or a member of AUV to act as proxy.
    - vi. 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
    - vii. the proxy form must be delivered to the registered address at least 48 hours before the meeting.
    - viii. 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.
- 22.4 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 25 members who are present in person and entitled to attend and vote at the general meeting.
- 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. Auditors' right to attend meetings**

- 24.1 The auditor's 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 AUV is entitled to receive.

### **25. Chairperson for general meetings**

- 25.1 The AUV Board may appoint a chairperson and/or deputy chairperson and meeting secretaries for a general meeting.

- 25.2 The President or Vice-President may be appointed as chairperson and/or deputy chairperson of a general meeting.
- 25.3 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 chairperson 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 chairperson are present but say they do not wish to act as chairperson of the meeting.

#### **26. Role of the chairperson**

- 26.1 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).
- 26.2 The chairperson does not have a casting vote.

#### **27. Adjournment of meetings**

- 27.1 If a quorum is present, a general meeting must be adjourned if a majority of members present and entitled to vote direct the chairperson to adjourn the meeting.
- 27.2 Only unfinished business may be dealt with at a meeting resumed after an adjournment.

### **Voting at general meetings**

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

- 28.1 Each member has one vote.
- 28.2 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 AUV remains unpaid.

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

- 29.1 A member or the chairperson may only challenge a person's right to vote at a general meeting at that meeting.
- 29.2 If a challenge is made under clause 29.1, the chairperson must decide whether or not the person may vote. The chairperson's decision is final.

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

- 30.1 The minutes must record the number of members present entitled to vote and the number of proxies received.
- 30.2 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.
- 30.3 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.
- 30.4 On a show of hands, the chairperson's decision is conclusive evidence of the result of the vote.
- 30.5 The chairperson and the meeting minutes may state the number or proportion of the votes recorded in favour or against on a show of hands but must do so for all **special resolutions**.
- 30.6 The AUV Board members may attend and speak but not vote at general meetings of Branches, unless such Board members are Branch members.

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

- 31.1 A vote in writing may be demanded on any resolution by:

- (a) The chairperson; or
  - (b) By a show of hands by at least five members present.
- 31.2 A vote in writing must be taken when and how the chairperson directs, unless clause 31.3 applies.
- 31.3 A vote in writing must be held immediately if it is demanded under clause 31.1:
- (a) for the election of a chairperson under clause 25.3, or
  - (b) to decide whether to adjourn the meeting.
- 31.4 A demand for a vote in writing may be withdrawn.

### **32. Appointment of proxy**

- 32.1 Subject to clause 32.2, an AUV member may appoint a proxy to attend and vote at a general meeting on their behalf.
- 32.2 An AUV member may appoint either the chairperson of the meeting, or a member of the AUV to act as proxy.
- 32.3 A proxy does not have the authority to speak and vote for a member at a meeting while the member is at the meeting.
- 32.4 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.
- 32.5 A proxy appointment may specify the way the proxy must vote on a particular resolution.

### **33. Lodgement of Proxy**

- 33.1 The written appointment of a proxy must be received by the AUV no less than 48 hours prior to the General Meeting to which the proxy relates.
- 33.2 The AUV receives an appointment of a proxy when the completed proxy form is received:
- (a) at the AUV registered office by hand or sealed envelope
  - (b) by fax at the registered office, or
  - (c) at an electronic address specified for that purpose in the notice of the meeting.
- 33.3 All proxies submitted by members shall be opened, witnessed and recorded at the appointed times before the General Meeting by two (2) members of the Committee of Internal Auditors of AUV.

### **34. Voting by proxy**

- 34.1 A proxy may only be appointed to vote on the resolutions stated in the notice for the general meeting which are to be included in the proxy form.
- 34.2 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting in their own capacity as a member on a show of hands).
- 34.3 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.

## Directors

### 35. Number of directors

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

### 36. Election and appointment of directors

36.1 The members may elect a director by resolution passed in a general meeting.

36.2 Each director must be appointed by 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.

36.3 The President of AUV is to be elected by separate resolution passed in a general meeting.

36.4 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 AUV, and
- (d) are not ineligible to be a director under the **Corporations Act** or **ACNC Act**.

36.5 A person may be deemed ineligible for election as a director of AUV by a resolution passed in a general meeting.

36.6 If a person has not been a member of AUV for 6 months or more prior to the date of nomination, 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 stand for election as a director of AUV.

36.7 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 AUV, and
- (c) is not ineligible to be a director under the **Corporations Act** or the **ACNC Act**.

36.8 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.

### 37. Term of office

37.1 Each director, including the President must retire at least once every two years.

37.2 The directors who must retire at each annual general meeting under clause 37.3(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.

37.3 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.

37.4 Other than a director appointed under clause 36.7, 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.

37.5 A director, including the President who retires under clause 37.1 may nominate for election or re-election, subject to clause 37.6.

37.6 Any director who has held office for a continuous period of eight years or more may only be re-appointed or re-elected by a **special resolution** passed at a general meeting.

### **38. 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 AUV;
- (b) die;
- (c) are removed as a director by a resolution of the members;
- (d) stop being a member of AUV;
- (e) are absent for three (3) consecutive directors' meetings without approval from the directors, or
- (f) become ineligible to be a director of the AUV under the **Corporations Act** or the **ACNC Act**.

## **Powers of directors**

### **39. Powers of directors**

- 39.1 The directors are responsible for managing and directing the activities of AUV to achieve the purposes set out in clause 6.
- 39.2 The directors may use all the powers of the AUV except for powers that, under the relevant legislation or this constitution, may only be used by members.
- 39.3 The directors must decide on the responsible financial management of the AUV, including:
- (a) any suitable written delegations of power under clause 40,
  - (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 lease of any **AUV real estate**
  - (d) the sale, transfer or redevelopment of any **AUV real estate**, subject to clauses 73.4 and 73.6
- 39.4 Financial accounts will be audited annually by a qualified external auditor.
- 39.5 The directors cannot remove a director or auditor. Directors and auditors may only be removed by a members' resolution at a general meeting.

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

- 40.1 The directors may delegate any of their powers and functions to a committee, a director, an employee of the AUV (such as a chief executive officer) or any other person, as they consider appropriate.
- 40.2 The delegation must be recorded in AUV's minute book.

### **41. Payments to directors**

- 41.1 AUV must not pay fees to a director for acting as a director.
- 41.2 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.
- 41.3 Any payment made under clause 41.2 must be approved by the directors.
- 41.4 AUV may pay premiums for insurance indemnifying directors, as allowed for by law (including the **Corporations Act**) and this constitution.

### **42. Execution of documents**

- 42.1 The common seal of AUV shall not be affixed to any instrument except by the



authority of the AUV Board and in the presence of the President or Vice-President, and one other member of the AUV Board as the Board may from time to time appoint for such purpose and every such instrument shall be signed by such two persons.

- 42.2 The Common Seal must set out on it: Association of Ukrainians in Victoria (AUV)  
ABN 20 004 319 126.
- 42.3 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.
- 42.4 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**

#### **43. 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 44;
- (f) to ensure that the financial affairs of AUV are managed responsibly; and
- (g) not to allow AUV to operate while it is insolvent.

#### **44. Conflicts of interest**

- 44.1 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.
- 44.2 The disclosure of a conflict of interest by a director must be recorded in the minutes of the meeting.
- 44.3 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 44.4:
- (a) be present at the meeting while the matter is being discussed, or
  - (b) vote on the matter.
- 44.4 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 41.4 and 62)
  - (c) their interest relates to a payment by AUV under clause 62 (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**

### **45. When the directors meet**

- 45.1 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.

### **46. Calling directors' meetings**

- 46.1 A director may call a directors' meeting by giving reasonable notice to all of the other directors.
- 46.2 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.

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

- 47.1 The President or in his absence the Vice-President shall be entitled to chair directors' meetings.
- 47.2 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.

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

- 48.1 The quorum for a directors' meeting is a majority (more than 50%) of directors inclusive of either the President, Vice-President or a director nominated by the President or Vice-President.
- 48.2 A quorum must be present for the whole directors' meeting.

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

- 49.1 The directors may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the directors.

### **50. Passing directors' resolutions**

- 50.1 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).
- 50.2 In the case of a deadlock, the President shall have a casting vote.

### **51. Circular resolutions of directors**

- 51.1 The directors may pass a circular resolution without a directors' meeting being held.
- 51.2 A circular resolution is passed if a majority of the directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clauses 51.3, 51.4 and 51.5.
- 51.3 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.

- 51.4 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.
- 51.5 A circular resolution is passed when the last director signs or otherwise agrees to the resolution in the manner set out in clause 51.3 or clause 51.4.

## **52. Appointment of the AUV Board**

- 52.1 At its first Board meeting or whenever practicable, the President shall assign various roles and duties to the AUV Board of directors.
- 52.2 A director may be removed or appointed to any position assigned under clause 52.1, by a resolution of directors at a directors' meeting.

## **Secretary**

### **53. Role of the Secretary**

- 53.1 The AUV should have at least one Secretary, who may also be a director.
- 53.2 The role of the Secretary includes:
- (a) maintaining a register of the AUV'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**

### **54. Minutes and records**

- 54.1 The AUV must, within one month, make and keep the following records:
- (a) minutes of proceedings and resolutions of general meetings
  - (b) minutes of proceedings and resolutions of directors' meetings (including meetings of any committees)
  - (c) minutes of circular resolutions of directors, and
  - (d) a copy of a notice of each general meeting.
- 54.2 To allow members to view AUV records:
- (a) AUV must give a member access to the records set out in clause 54.1 at all reasonable times, and
  - (b) the directors may authorise a member to inspect other records of AUV, including records set out in clause 55.1.
- 54.3 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.
- 54.4 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.

### **55. Financial and related records**

- 55.1 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.
- 55.2 AUV must also keep written records that correctly record its operations.
- 55.3 AUV must retain its records for at least 7 years.
- 55.4 The directors must take reasonable steps to ensure that the AUV's records are kept safe.

## **56. Internal Audit Committee**

- 56.1 The Internal Audit Committee shall consist of a Chair and four members elected each year at the AUV AGM.
- 56.2 The Chair of the Internal Audit Committee shall be elected by a separate vote at the AUV AGM.
- 56.3 The Internal Audit Committee shall:
- (a) be entitled to examine the activities of the AUV Board, its members, administration of finances, assets and liabilities. Where necessary the Internal Audit Committee may request the support of members and or engage the services of financial or other experts at a reasonable cost,
  - (b) be entitled to examine the activities of any Branch, its Committee members, administration of finances, assets and liabilities. Where necessary the Internal Audit Committee may request the support of Branch representatives and or engage the services of financial or other experts at a reasonable cost,
  - (c) prepare a report for the AGM,
  - (d) have the right to call a general meeting, stating the reasons,
  - (e) open, witness and record proxies as per Clause 32.
  - (f) appoint a mediator as per Clause 17.5.
- 56.4 Members of the Internal Audit Committee shall be entitled to attend AUV Board meetings on a consultative basis but unless they are members of the Board shall not be entitled to vote.
- 56.5 A Board member may be elected to the Internal Audit Committee.

## **Notice**

### **57. What is notice**

- 57.1 Anything written to or from the AUV under any clause in this constitution is written notice and is subject to clauses 57 to 59, unless specified otherwise.  
Clauses 57 to 59 do not apply to a notice of proxy under clause 22.3(d).

### **58. Notice to the AUV**

Written notice or any communication under this constitution may be given to the AUV, the directors or the Secretary by:

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

### **59. Notice to members**

- 59.1 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).
- 59.2 If AUV does not have an address for the member, AUV is not required to give notice in person.

## **60. 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 59.1(d) is taken to be given on the business day after the notification that the notice is available is sent.

## **Financial year**

### **61. AUV's financial year**

- 61.1 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**

### **62. Indemnity**

- 62.1 AUV indemnifies each officer of the AUV out of the assets of the AUV, to the relevant extent, against all losses and liabilities (including costs, expenses and charges) incurred by that person as an officer of the AUV.
- 62.2 In this clause, 'officer' means a director or Secretary and members of Branch Committee of Management and includes a director or Secretary and members of Branch Committee of Management after they have ceased to hold that office.
- 62.3 In this clause, 'to the relevant extent' means:
- (a) to the extent that the AUV 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).
- 62.4 The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the AUV.

### **63. Insurance**

- 63.1 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 AUV against any liability incurred by the person as an officer of the AUV.

### **64. Directors' access to documents**

- 64.1 A director has a right of access to the AUV Board records of the AUV at all reasonable times.
- 64.2 If the directors agree, AUV must give a director or former director (being a person who was a director of AUV within the past 7 years) 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

### 65. 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 67. 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** shall be passed by at least 75% of votes cast by members entitled to vote on the 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 67; such a resolution shall be passed by at least 50% of votes cast by members entitled to vote on the resolution either personally or by proxy.

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

66.1 If the **AUV** 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.

### 67. Distribution of surplus assets

- 67.1 Subject to the **Corporations Act** and any other applicable Act, and any court order, any **surplus assets** that remain after the **AUV** is wound up must be distributed to one or more charities:
- (a) 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, and
  - (b) which also prohibit the distribution of any **surplus assets** to its members to at least the same extent as the **AUV**.
- 67.2 The decision as to the organisation or organisations to be given the **surplus assets** must be made by a **special resolution** of members at or before the time of winding up.
- 67.3 In the event that AUV members cannot make a decision in accordance with clause 67.1 as to the organisation or organisations to be given the **surplus assets**, one half of the 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

### 68. By-laws

- 68.1 The directors may make by-laws.
- 68.2 Members and directors must comply with by-laws as if they were part of this constitution.

## AUV BRANCHES

### 69. Establishing AUV Branches

- 69.1 The AUV Board may from time to time establish AUV Branches throughout the State of Victoria. AUV Branches must comply with the AUV Constitution and AUV Board directions, including:
- (a) the submission of the previous year's financial & operational reports for external auditing at least one month after the end of the financial year; 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) a Branch 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.

69.2 When appropriate, the AUV 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 AUV Board may invite other members of AUV as well as non-members to attend such a conference.

#### **70. AUV Branch members**

- 70.1 Upon application for membership to AUV, a person may nominate the AUV Branch of which that person wishes to become a member.
- 70.2 Any AUV member who has not previously nominated a Branch may apply to that AUV Branch Committee to become a member of that Branch.
- 70.3 A person may only become a member of an AUV Branch if that person is a member of AUV.
- 70.4 An AUV member may be a member of more than one Branch.
- 70.5 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.
- 70.6 Membership of an AUV Branch may attract additional Branch membership fees to those set out in clause 15.2, as reasonably determined by that AUV Branch from time to time.

#### **71. Branch Committees**

- 71.1 Each AUV Branch must form a Branch Committee.
- 71.2 The Branch Committees of AUV Branches shall consist of a Chair and not less than two (2) members and should include a Treasurer.
- 71.3 AUV members may only seek election to a Branch Committee if they are a member of that particular Branch.
- 71.4 Branch Committee members may be elected at any AUV Branch Annual General Meeting by a resolution of all those present and entitled to vote (either in person or by proxy).
- 71.5 The Chair and members of the Branch Committee shall be elected for a period of two (2) years.
- 71.6 A retiring member of the Branch Committee may apply for re-election.
- 71.7 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. Any person appointed by the Branch Committee to fill a casual vacancy or as an additional committee member must retire at each annual general meeting.
- 71.8 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.

#### **72. Branch Governance**

- 72.1 AUV Branches may have their own rules of governance for their particular branch and its members which operate in conjunction with this constitution.
- 72.2 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.
- 72.3 In the event a Branch is not able to maintain its assets, cash flow obligations and other responsibilities outlined in clause 73.3, 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 AUV Board shall manage such realisation of the assets and the net settlement proceeds, less any administrative costs shall be invested into the Branch Account in order to enable that Branch to meet its cash flow obligations and other responsibilities outlined in clause 73.3.
- (c) In the event such special resolution is not carried, the Branch will be dissolved in accordance with clause 74.

### 73. AUV Real Estate

73.1 All **real estate** is owned by the AUV.

73.2 AUV Branches are entitled to the non-exclusive right of use and all derived income from **Branch real estate**.

73.3 AUV Branches will be responsible for the management and control of **Branch real estate**. This includes responsibility for payment of all financial outgoings including, but not limited to; rates and maintenance expenses, land tax and insurance premiums.

73.4 **Branch real estate** shall not be sold, transferred, mortgaged, disposed of, or have major 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 real estate** shall be sold, transferred, mortgaged, disposed of, or have major structural or capital modifications made to, the Branch Committee 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. The Board shall then convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed, the resolution shall be approved.
  - (i) 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 may convene an AUV General Meeting at which a resolution to approve the sale, transfer, mortgage, disposal or major structural or capital modifications shall be proposed. If the resolution is passed by **special resolution**, the resolution shall be approved.
- (b) If the AUV Board resolves by special resolution that **Branch real estate** shall be sold, transferred, mortgaged or disposed 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. The Board shall then convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed, the resolution shall be approved.
  - (i) If the Branch members or Branch Committee members do not approve the resolution, the Board may call an AUV General Meeting at which a resolution to endorse the Branches decision not to sell, transfer, mortgage or dispose of the **Branch real estate** shall be proposed. If the resolution is passed by a **special resolution**, the **Branch real estate** shall not be sold, transferred, mortgaged or disposed of.

73.5 A Branch Committee must inform the AUV Board prior to carrying out any minor structural or capital modifications to **Branch real estate**.



- 73.6 **AUV real estate** other than **Branch real estate** shall not be sold, transferred, demolished, redeveloped or disposed of unless the AUV Board resolves to do so by a special resolution of Board members at an AUV Board Meeting. The Board shall then convene an AUV General Meeting at which a resolution to approve the decision shall be proposed. If the resolution is passed by **special resolution**, the resolution shall be approved.

#### **74. Dissolution of a Branch**

- 74.1 Dissolution of a Branch of AUV may be either:
- (a) by AUV Branch General meeting
  - (b) by the AUV Board at a directors' meeting requiring a 75% majority of votes cast by directors present and entitled to vote.
  - (c) by a **special resolution** of all AUV members
- 74.2 Where the AUV 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 Meeting of the Branch; or
  - (d) has been non-compliant with the instructions of the Board of AUV, or has repeatedly contravened this Constitution; or
  - (e) if clause 72.3(c) applies,  
then the AUV 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 AUV Board. Such Branch Administrator shall act under instructions from the AUV Board and shall report to it when required.
- 74.3 The AUV 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 the 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.
- 74.4 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.
- 74.5 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.
- 74.6 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**

### **75. Section Rules**

- 75.1 Members of AUV may form Sections for specialised activities such as literary, choral, musical, theatrical, folk dancing, sport and other.
- 75.2 An organisation which desires to become a Section of AUV shall submit a written application which should include its Rules.

- 75.3 If the AUV 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.
- 75.4 Sections of AUV shall be self-managed, but they shall be responsible to the AUV 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.
- 75.5 Sections of AUV shall have the following privileges:
- (a) use of the premises and facilities of AUV for approved activities
  - (b) enjoy the general support of AUV
  - (c) 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
- 75.6 If the AUV 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, or
  - (c) has become non-compliant with the instructions of the AUV Board or this constitution;
- then the AUV Board may withdraw its official recognition, in which event such Section's privileges shall cease.
- 75.7 Such Section shall have the right to appeal to the Annual General Meeting of AUV to be put to a resolution of AUV members, whose decision shall be final.
- 75.8 In the event of voluntary dissolution of a Section, all its assets shall be transferred for the management of the Board of AUV.
- 75.9 Branch members may form similar Sections within their Branches, subject to the above Clauses.

## **AWARDS BESTOWED BY THE AUV**

### **76. Donors**

- 76.1 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.
- 76.2 The AUV Board or Branch Committees may recommend to the AUV awards for 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.
- 76.3 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**

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

- 77.1 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).
- 77.2 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.
- 77.3 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.
- 77.4 A visitor shall not be supplied with liquor in the AUV licensed premises unless the visitor is a guest in the company of a member of the AUV.

## 78. Non-member Guests

- 78.1 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:
- (a) the guests are present for the purpose of attending a special function at the AUV's licensed premises in respect of which AUV has obtained a Renewable Limited Licence or a Temporary limited licence under the Liquor Control Reform Act 1998;
  - (b) if the guests and children are attending 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;
  - (c) if the guests and other persons are attending concerts and other cultural meetings on the premises.

## 79. Employment of Minors

- 79.1 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

### 80. Definitions

In this constitution:

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

**AUV** has the meaning in clause 1

**AUV real estate** means all **real estate** owned or otherwise registered in the name of AUV now or in the future

**Branch real estate** means **AUV real estate** which the AUV Board has allocated to a particular AUV Branch

**Company** has the meaning in clause 1

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

**Financial year** has the meaning in clause 61

**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 AUV, with their consent, as a proposed member of the **AUV**

**major structural or capital modifications means** modifications that will significantly alter the value of the property

**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

**real estate means land, as well as any physical property or improvements affixed to land**

**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 AUV's members

**special resolution** means a resolution:

- i. of which notice has been given under clause 22.3(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 AUV that remain after paying all debts and other liabilities of the AUV, including the costs of winding up.

### 81. Reading this constitution with the Corporations Act

81.1 The replaceable rules set out in the **Corporations Act** do not apply to the AUV.

81.2 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.

- 81.3 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.
- 81.4 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.

## **82. 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).

**END**