

## MACEDONIAN COMMUNITY COUNCIL OF VICTORIA

### STATEMENT OF PURPOSES

The objects for which the Association (Inc) is established are:

1. To promote, co-ordinate and unify the work and actions of the Macedonian Community of Victoria (Australia).
2. To promote and defend the interests of the Macedonian population of Victoria in the areas of civil rights, Macedonian language and culture, as in the religious, political, social and welfare fields.
3. To promote a greater awareness of the Macedonian culture, language, history and struggles, within the Macedonian Community of Victoria, and particularly amongst Macedonian youth.
4. To encourage the further development of the Macedonian community in Australia.
5. To foster a greater understanding of the Macedonian culture, language, history and struggles amongst other ethnic minorities and other groups within the broader Australian community.
6. To encourage greater awareness, support and co-operation between the Macedonian community and other social and community groups.
7. To maintain links between the Macedonian community in Australia and the Macedonian community living overseas, and particularly within their homeland.
8. To provide humanitarian assistance to people of Macedonian origin both within Victoria and in any other part of the world.
9. To act as spokes body and representative of the Victorian Macedonian Community and to liaise, as appropriate with :
  - 9.1 relevant government and/or semi-government departments and agencies;
  - 9.2 the media;
  - 9.3 other relevant organisations and groups;
  - in order to further the purposes of the Association.

**Solely to further the Purposes, the Association shall have power:**

- (a) To indemnify any person for any loss or damage incurred as a result of having on behalf of the association prior to incorporation become liable to pay any amount by way of damage or otherwise.
- (b) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules provided that any action pursuant to this clause must be first approved by a Special Resolution of a General Meeting.
- (c) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.

- (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (h) To invest and deal with the money of the Association not immediately required in such manner as may arise from time to time be thought fit.
- (i) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (j) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (k) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien, or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (m) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (n) To take or hold mortgages, liens or charges, to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (o) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (e).
- (p) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring

contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.

- (q) To organise and hold functions, raffles, lotteries, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association.
- (r) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (s) To buy prepare make supply sell and deal in all kinds of refreshments required or used by members of the Association frequenting the premises of the Association and manage, control and conduct premises licensed under the Liquor Control Acts of the State of Victoria and to provide either gratuitously or for a charge entertainments for members of the Association and other of such a nature as the Association shall from time to time see fit.
- (t) To apply to obtain a liquor licence or permit under the provisions of the Liquor Control Acts from time to time in force in the State of Victoria and to hold, maintain and renew any such licence or permit.
- (u) To make donations for patriotic, charitable or community purposes.
- (v) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (w) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

10. The Macedonian Community Council of Victoria Incorporated, neither has the right nor the intention of influencing the individual actions of the individual associations, religious or other institutions, movements or parties, groups or clubs. This Association does not have the right to meddle in the internal affairs of individual member constituents of this Association, neither in any organisational nor in any administrative way.

## CONSTITUTION OF THE

1. The name of the incorporated association is the **Macedonian Community Council of Victoria** (in the rule called "the Association")

### INTERPRETATION

- 2(1) In these rules, unless the contrary intention appears:-  
 "committee" means the committee management of the association.  
 "Financial year" means the year ending on 30 June  
 "General Meeting" means a general meeting of members convened in accordance with rule 11(1)  
 "Member means a member of the Association.  
 "Ordinary Member of the associations "means a member of the committee who is not an officer of the association under rule 12(4)  
 "The Act" means the Associations Incorporation act 1981.  
 "Regulations" means regulations under the Act.
- 2(2) In these rules, a reference to the secretary of an Association is a reference:-  
 (a) where a person holds office under these rules as secretary of the Association - to that person; and  
 (b) in any case, to the public officer of the Association.
- 2(3) Words or expression contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretations Act 1958 an the Act as in force from time to time.

### APPLICATION FOR MEMBERSHIP

- 3(1) Membership of the Association shall be open to persons who share a commonality with Macedonian background and who support the aims and objectives of the Macedonian Community Council of Victoria.

### ENTRANCE FEE AND ANNUAL SUBSCRIPTION

- 4(1) Membership Fee:  
 \$50 organisations  
 \$20 individual  
 \$10 pensioner/student
- 4(2) Subscriptions:  
 Annual subscriptions shall be determined by the committee from time to time and payable on the first day of July in each financial year on such date the Committee determines.

### REGISTER OF MEMBERS

5. The Secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and register shall be available for inspection by members at the address of the Public Officer.

### RESIGNATION

- 6(1) Resignation: Members may resign from the Association by written or verbal notice or by non-payment of membership fee within 2 months of a notice that such fees are overdue.
- 6(2) Upon the expiration of a notice given under sub-clause (1), the Chairperson shall make, in the register of members, an entry recording the date on which the member ceased to be a member.

### EXPULSION

- 7(1) The Committee may suspend or expel any member of the Association:-
- a) who commits any breach of any rule or by-law of the Association; or
  - b) whom in the opinion of the Committee; acts in a manner which is contrary to the interests of the Association; or
  - c) no longer complies with the membership requirements of the Association.
- 7(2) The member shall be informed of the allegation and invited to present a verbal or written explanation to the Committee at which the matter is to be considered.

### APPEAL

- 8(1) The grievance procedure set out in this rule applies to disputes under these Rules between –
- (a) a member and another member; or
  - (b) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the committee of the Association; or
    - (ii) in case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be mediator.

- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
  - (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow the consideration by all parties of any written statement submitted by party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.

#### ANNUAL GENERAL MEETING

- 9(1) The Association shall in each calendar year convene an Annual General Meeting of its members.
- 9(2) The Annual General Meeting shall be held no later than one calendar month after the financial year closes.
- 9(3) The Annual General Meeting shall be specified in the notice convening it. It shall comply with Clause 10(1)
- 9(4) The ordinary business of the Annual General Meeting shall be: -
  - (a) to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
  - (b) to receive from Committee reports on the transactions of the Association during the last preceding financial year;
  - (c) to elect the Committee Members of Association under Rule 3 sub-clause (1).
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30 of the Act.
- 9(5) The Annual General Meeting may transact business of which notice is given in accordance with these Rules.
- 9(6) The Annual General Meeting shall be in addition to any other general meeting that may be held in the same year.

#### SPECIAL GENERAL MEETING

- 10(1) All general meetings other than annual meetings shall be called special general meetings.
- 10(2) General Meetings: Meetings of members may be called: -
  - i) by resolution of the Committee
  - ii) At the request of chairperson of the Association
  - iii) by the written request of not less than eight members of the Association.

### NOTICE OF MEETING

- 11(1) The secretary of the Association shall, at least 14 days before the date fixed for holding a general meeting of the Association, notify each member appearing in the register of members stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting
- 11(2) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- 11(3) A member desiring to bring any business before a meeting may give notice of that business in writing to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.
- 11(4) **Omission of Notice** - The accidental omission to give notice of a meeting to; or the non-receipt of notice of a meeting by any member shall not invalidate any proceedings of resolutions at any meeting of the association or any committee thereof.
- 11(5) **Chairperson of Meetings** - The Chairperson of the association shall preside at all general meetings. In the absence of the chairperson to chair the meeting, an acting chairperson may be appointed for that meeting.
- 11(6) **Adjournment**- Members present at the meeting may agree to adjourn any meeting but no business shall be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- 11(7) **Voting** - Each member present is entitled to one vote. Resolutions other than special resolutions shall be carried by a majority of the members present and voting. In the case of equality of votes, the chairperson shall have a second or casting vote.
- 11(8) **Division** - At any general meeting a declaration by the chair that a resolution has been carried or not shall be sufficient evidence of members' voting intention unless two members call for the poll.
- 11(9) When a poll is taken the number of votes in favour and against the resolution shall be recorded.
- 11(10) There shall be no proxy voting.
- 11(11) **Quorum at General Meetings** - At all general meetings half of membership present in person shall constitute a quorum. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting if convened by request of members shall be dissolved. If not so convened shall stand adjourned to the same day in the next week at the same time and place and at such adjourned meeting those present shall form a quorum for all purposes.
- 11(12) **Minutes** - Minutes of the proceedings of every general meeting shall be kept in a minute book, which shall be available at the Association's official address for inspection by members.

**COMMITTEE**

- 12(1) The Affairs of the Association shall be managed by a Committee of Management constituted as provided in Rule 12 (3) and 12 (4).
- 12(2) The Committee:-
- a) Shall control and manage the business and affairs of the Association;
  - b) may, subject to these rules, the regulations and the Act, exercise all such powers and function as may be exercised by the Association other than those powers and functions that are required by these rules to be exercised by general meetings of the members of the Association; and
  - c) subject to these rules, the regulation and the Act, has power perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.
- 12(3) Election and size - The Committee of the Association shall have up to fifteen members. A retiring Committee member is eligible for re-election or for election to another office.
- 12(4) The members at the Annual General Meeting shall elect the following office bearers:-
- a) A Chairperson
  - b) A Vice Chairperson
  - c) A Secretary
  - d) Assistant Secretary
  - e) Treasurer
  - f) Assistant Treasurer
  - g) Public Officer
  - h) Ordinary committee members
- 13(1) Nominations of candidates for election as Officers of the Association or as ordinary members of the Committee shall be made verbally or in writing to the Secretary not less than half an hour before the holding of the Annual General Meeting.
- 13(2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 13(3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 13(4) The ballot for the election of officers and ordinary members of the committee shall be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- 13(5) A nomination of a candidate for election under this clause is not valid if that candidate has been elected to another office bearer at the same election.

- 13(6) For the purposes of these rules, the office bearer of the Association is an ordinary member of the Committee becomes vacant if the officer or member:-
- a) Ceases to be a member of the Association.
  - b) Becomes insolvent under administration within the meaning of the Companies (Victoria) code; or
  - c) Resigns his/her office by verbal or written notice given to the Secretary or Chairperson.

#### PROCEEDINGS OF COMMITTEE

- 14(1) The committee shall meet at least 10 times in each year at such place and such times as the Committee may determine.
- 14(2) A quorum shall be 50% +1 Committee Members.
- 14(3) At every meeting of the Committee, the Chairperson shall preside; and in the absence of the Chairperson, the members shall choose one of their members to be the Chairperson of the meeting.
- 14(4) Questions arising at any meeting shall be decided by a majority of votes and in the case of and equality of votes the Chairperson shall have a casting vote;
- 14(5) The Chairperson or any two Committee members may at any time summon a meeting of the Committee.
- 14(6) Verbal or written notice of each committee meeting shall be served on each member of the Committee at a reasonable time before the date of the meeting.

#### THE EXECUTIVE COMMITTEE

- 15(1) The Executive Committee shall comprise as provided in rule 12 (4).
- 15(2) Powers of the Executive Committee:
- a) The Executive Committee shall plan and develop policy for the Association in furthering the objectives of the Association.
  - b) Make decisions on behalf of the Committee and the Association when time does not permit to a Committee Meeting decision are needed to further the objectives of the Association.
- 15(3) Each officer of the Association shall hold office until the annual general meeting next after the date of his election but is eligible for re-election

- 15(4) In the event of a casual vacancy in any office referred to in sub-clause (1), the Committee may appoint one of its members to the vacant office and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

#### SECRETARY

16. The secretary of the Association shall supervise the keeping of minutes of the resolution and proceedings of each general meeting and each committee meeting in books provided for that purpose together with a record of the names of persons present at Committee Meetings.

#### TREASURER

- 17(1) The Treasurer of the Association:-
- a) shall supervise the collection and receipt of all monies due to the Association and make all payments authorised by the Association; and
  - b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- 17(2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members.

#### REMOVAL OF MEMBER COMMITTEE

- 18(1) The Association in general meeting, may by resolution, remove any member of the Committee before the expiration of his/her term of office and appoint another member in his/her place to hold office until the expiration of the term of the first-mentioned member.
- 18(2) The member may require the Secretary or Chairperson to send a copy of the reasons to each member of the Association or, if they are not sent, the member may require that they be read out at the meeting.

#### CHEQUES

19. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Committee,

notably the Treasurer and one other committee member, and/or the co-ordinator or other executive staff member nominated.

### SEAL

- 20(1) The Common Seal of the Association shall be kept in the custody of the Secretary.
- 20(2) The Common Seal shall not be affixed to any instrument except by the authority of the Committee and the affixing of the Common Seal shall be attested by the signatures either of two members of the Committee or of one member of the Committee and of the Public Officer of the Association.

### ALTERATION OF RULES AND STATEMENT OF PURPOSE

21. No rule of the Association or Statement of Purpose shall be repealed or amended and no new rule shall be made except by a special resolution. 21 Days notice of proposed changes must be given and the resolution must be passed by three quarters of the meeting.

### WINDING UP

- 2.2 In the event of the winding up or the cancellation of the Incorporation of the 'association', the assets of the Association shall be disposed of in accordance with the provisions of the Act or shall be transferred to some other organisation having objectives similar to the objectives of this Association.

Except all assets bought by Federal Government Grants shall remain the property of the Federal Government and shall be returned to the Commonwealth Government of Australia.

### CUSTODY OF RECORDS

23. Except as otherwise provided in these Rules, the Secretary shall keep in his/her custody or under control all books, documents and securities shall be available for inspection by members of the Association upon reasonable notice to the Secretary.

### FUNDS

24. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.