

THE PAN MACEDONIAN FEDERATION OF SOUTH AUSTRALIA INCORPORATED

Constitution

1. NAME AND TITLE

The name of the Organisation is “**THE PAN MACEDONIAN FEDERATION OF SOUTH AUSTRALIA**” referred to herein as “The Federation”

2. DEFINITIONS

For the purposes of this Constitution: -

Federation means The Pan Macedonian Federation of South Australia Incorporated

Committee means the Committee of Management of the Federation

Constitution means the rules of the Federation as defined in this document

General Meeting means a general meeting of members of the Federation convened in accordance with these rules

Member means an Association or Organisation that is a general member of the Federation inclusive of full and associate members

Prescribed Membership Fee means the membership fee determined from time to time by the Annual General Meeting of members

The Act means the Associations Incorporation Act 1985, as amended, modified or replaced from time to time and includes all Regulations thereunder

Month shall mean a calendar month

Year shall mean a financial year from 1 July to 30 June

3. OBJECTS AND PURPOSES

The objects and purposes of the Federation are to:

- i. promote the educational, cultural, social, patriotic and religious interests of persons living in Australia who are of Greek heritage and who were born or are descendants of persons born in the region of Macedonia, Greece
- ii. foster co-operation and communication with other federations and associations of Greeks from Macedonia in Greece and internationally, as well as with other federations and associations with similar interests
- iii. collect, classify and maintain material from the life and history of Greeks from Macedonia and promote and project the cultural material, the history and civilization of Macedonia
- iv. promote and project the issues relating to the Greeks from Macedonia in particular, and to Greece and Hellenism in general, to the Australian community and internationally
- v. coordinate and promote key cultural activities such as the Dimitria Festival.

4. POWERS

The Federation shall have all the powers conferred by Section 25 of the Act and may do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Federation.

5. MEMBERSHIP

Membership to the Federation shall comprise of three (3) categories, namely that of Full Member, Associate Member or Honorary Member.

- a) Full Members: A full member shall have voting rights, and shall be an incorporated association in South Australia, the objects of which are altogether or in part similar to those of the Federation. At the time of endorsement of this Constitution, the full members of the Federation were:
 - i) Flambouron Philanthropic Society Inc.
 - ii) Florina Social Club of South Australia Inc.
 - iii) Greek Macedonian Brotherhood of SA "Alexander the Great" Inc.
 - iv) Halkidikeon Society of South Australia Inc. "Aristotelis"
 - v) Kastorian Society of South Australia Inc.
 - vi) Pierikos Society of South Australia Inc.
 - vii) Western Macedonian Brotherhood of South Australia "Pavlos Melas" Inc.
 - viii) "Vergina" Greek Women's Cultural Society of South Australia Inc.

- b) Associate Members: An Associate member shall be any Association or Organisation having an interest as outlined in this Constitution. Associate members may attend meetings but not have voting rights.
- c) Honorary Members: Any person who has rendered outstanding service to the Federation may on the recommendation of the Management Committee and approval at a General Meeting be admitted to Honorary Membership of the Federation. Honorary members can participate at meetings but do not have voting rights.

The Federation shall keep and maintain a Register of Members as outlined by the Rules of this Constitution and Clause 6.4.4 (a).

5.1 APPLYING FOR MEMBERSHIP

- a) Application for membership shall be made in writing, signed by an appropriately authorized member of the association or organisation and shall address the requirements as prescribed by the Management Committee.
- b) The prescribed application fee shall accompany all applications for membership or such amount as may be determined from time to time by an Annual General Meeting of members.
- c) As soon as practicable after the receipt of the application for membership, the Management Committee shall determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.
- d) Once accepted, each full member association shall authorize three (3) representatives to the Federation Management Committee, who may act and vote and speak on its behalf at any meeting including the Annual General Meeting of the Federation. One of these representatives shall be the President or Chairperson of the association.
- e) Upon being accepted as a member, each association representative accepts the responsibility of consulting with and representing the views of their association, as well as reporting back to their association on a regular basis, the results of deliberations of the Federation.

5.2 SUBSCRIPTIONS

- a) The annual fee per membership category will be determined from time to time at an Annual General Meeting by special resolution.
- b) Renewal of membership and payment of subscriptions shall occur annually on July 1 or at such time as the Committee shall determine.

- c) Any member whose renewal is outstanding for more than three (3) months after the due date shall cease to be a member of the Federation provided always that the Committee may reinstate the association's membership on such terms as it sees fit.

5.3 RESIGNATION

A member association may resign from membership of the Federation by giving sixty (60) days written notice thereof to the secretary or office bearer of the Federation provided that such notice and resignation must also state that the decision to resign from the Federation was made by a majority at a General Meeting of the participating member. Any member so resigning shall be liable for any outstanding subscriptions, which shall be recovered as a debt due to the Federation.

5.4 EXPULSION OF A MEMBER

The Committee may suspend any member association which has not paid their fees for a period of two years from the date when such fees have become due to the Federation and such member shall not be reinstated until all duties have been paid.

The Committee may either suspend or expel from the Federation any member that works against the best interests of the Federation and that violates the requirements of the Constitution as set out herein. Any suspension or expulsion to be imposed, shall be at the discretion of the Committee provided that no member shall be expelled without the approval first being obtained by a majority vote of members at a General Meeting.

6. THE COMMITTEE

6.1 POWERS AND DUTIES

- a) The legal and financial affairs of the Federation shall be managed and controlled by a Committee which in addition to any powers and authorities conferred by these rules may exercise all such powers and do all such things as are within the objects of the Federation, and are not by the Act or by these rules required to be done by the Federation in General Meeting. For the purpose of carrying out its objects, the Federation may:
 - a) Acquire, hold, deal with, and dispose of, any real or personal property
 - b) Administer any property on trust
 - c) Open and operate bank accounts
 - d) Invest its moneys –
 - In any security in which trust moneys may, by Act of Parliament, be invested, or
 - In any manner authorised by rules of the Federation
 - e) Borrow money upon such terms and conditions as the Federation sees fit
 - f) Appoint agents to transact any business of the Federation on its behalf
 - g) Enter into any other contract it considers necessary or desirable to achieve its objectives

- b) Members, who by authority, accept or incur any pecuniary liability on behalf of the Federation, shall be indemnified against any personal loss in respect of such liability.
- c) The income, property and funds of the Federation shall be used and applied solely towards the promotion of the objects of the Federation and shall not be paid or transferred to the members or relatives of members.
- d) The Committee has the management and control of the funds and other property of the Federation.
- e) The Committee shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Federation on which these rules are silent.
- f) The Committee shall appoint a Public Officer as required by the Act. The Public Officer shall hold office until the Management Committee appoints another person to the position.

6.2 SUB COMMITTEES

- a) The Committee may from time to time appoint sub-committees as it sees fit and shall determine the terms of reference, duties and powers of those sub-committees.
- b) The convener of all sub-committees shall be an appointed member of the Committee.
- c) Membership of sub-committees of the Federation shall be restricted to members of the Federation and its associated member associations unless co-opted by the Committee to that sub-committee.
- d) The Committee may allow external expertise to be co-opted as needed to a sub-committee and this does not require this person to be a member of the Federation.
- e) All sub-committees shall furnish regular reports of their activities to the Committee and in any event furnish regular reports of their activities to the President of the Federation.

6.3 APPOINTMENT

- a) The Federation shall be administered by a Management Committee, which shall consist of three (3) representatives of each full member association of the Federation.
- b) The Management Committee shall consist of a President, Vice-President, General Secretary, Minutes Secretary, Treasurer, and the remaining representatives from each of the member associations.

- c) Each of the three (3) member association representatives will not be eligible for endorsement at the annual general meeting unless they have been nominated by their member association on the appropriate form. The nomination shall be signed by the proposer, which shall be an office bearer from the nominating member association and each of the nominees.
- d) Nominations are to be received by the Secretary no later than 14 days prior to the general meeting at which the endorsement is to take place.
- e) Nominated members for each member association shall be presented to the annual general meeting for endorsement by the attendees.
- f) The term of office for a member of the Committee shall be for a two year term commencing from endorsement at an annual general meeting and until the holding of the annual general meeting two years following.
- g) Office bearers will be eligible to hold office for two terms of two years per term. A previous office bearer can be reconsidered for office after standing down for one full term of two years or by formal motion of the Committee.
- h) Any casual vacancy occurring in the Committee shall be filled by the Management Committee by co-opting members for the unexpired remainder of the term from the member association where the vacancy occurred. The co-opted member shall be nominated by the member association on the appropriate form.
- i) The Committee may co-opt up to two (2) persons who were not nominated by a member association and endorsed by the membership, in the event of a need for expert assistance. The Committee shall determine the duties and powers of co-opted non-elected members. A co-opted Committee member has no voting rights. The Committee may review the appointment at least annually or sooner if necessary or desirable. The Committee may terminate the appointment of a co-opted member at any time, notwithstanding the term for which the member has been co-opted. In any event, the term of appointment of a co-opted Committee member shall expire at the commencement of the annual general meeting following such appointment. A co-opted Committee member is eligible to be co-opted more than once.

6.4 OFFICE BEARERS

The office bearers of the Federation shall comprise of a:

- President
- Vice-President
- Treasurer
- General Secretary
- Minutes Secretary

The office bearers of the Federation shall be elected by a majority vote of members at the first meeting of the Committee following the annual general meeting.

6.4.1 PRESIDENT

The President shall:

- a) Represent the Federation at all functions unless delegating this to another member of the Committee; shall sign correspondence and shall see that all rules and regulations of the Federation are adhered to.
- b) Preside over all meetings and in the absence of the chair, the Vice President shall preside at that meeting.
- c) Have a deliberative vote at any meeting and shall in addition have a casting vote if votes are equal.
- d) Together with the Secretary, prepare the agenda for the Management and General Meetings.
- e) Jointly sign, with the Secretary, all official documents concerning the affairs of the Federation.

6.4.2 VICE PRESIDENT

The Vice President shall:

- a) Preside over any meeting in the absence of the President and shall have the rights as conferred in 6.4.1 c).
- b) In the absence of the President, take over and carry out the duties of the President.

6.4.3 TREASURER:

The Treasurer shall:

- a) Receive the annual subscriptions of members and other moneys and shall cause all subscriptions and other moneys to be paid into the banking account of the Federation.
- b) Cause records to be kept of all receipts and payments and other financial transactions. Such records shall be available for inspection by any member.
- c) Present to the Executive Committee at meetings a statement of receipts and expenditure and shall ensure that financial budgets and statements are prepared and shall submit a report on the finances of the Federation to the Management Committee.

- d) Prepare a Balance Sheet and Statements of Receipts and Payments and Income and Expenditure for presentation to the Annual General Meeting at the expiration of each financial year.
- e) Perform all other duties in connection with the moneys and transactions of the Federation as may be required by the Executive Committee.
- f) Ensure that the Annual Financial Statements are audited before presentation to the Annual General Meeting by an independent auditor if necessary or an independent internal audit committee who shall be appointed by the Management Committee.
- g) Assist the Audit Committee in expediting their audit by giving explanations and producing all documents and records requested.

6.4.4 GENERAL SECRETARY

The General Secretary shall:

- a) Ensure that records are kept of the Federation including the Constitution and Policies, records, a register of members, and minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made on behalf of the Federation. The register of members will be kept and shall contain
 - I. The type of membership
 - II. The name, physical and electronic addresses, including phone numbers of each member
 - III. The date at which each member was admitted to the Federation
 - IV. If applicable, the date of, and reason(s) for, termination of membership.
- b) Organize meetings of the Committee and ensure that Notice of Meeting is given in accordance with the provisions of this Constitution.
- c) Attend to all correspondence, and
- d) Generally perform such other duties in relation to his/her office as the Committee may from time to time direct.

6.4.5 MINUTES SECRETARY

The Minute Secretary shall:

- a) Attend all the General and Executive Committee meetings and maintain a record of minutes thereof.

6.5 PROCEEDINGS OF COMMITTEE

- a) The Committee shall meet as often as may be required to conduct the business of the Federation and not less than six (6) times each calendar year.
- b) Each representative of a Full Member Association of the Management Committee shall have one vote on all proceedings of the Committee provided. Questions arising at any meeting of the Committee shall be decided by a majority of votes. However, in the case of equal votes cast the Chairperson of the particular meeting shall have a casting vote as well as a deliberative vote.
- c) The Management Committee may function validly notwithstanding any vacancies as long as its number is not reduced below the quorum for meetings which shall be half the number of Management Committee members plus one.
- d) The Management Committee shall deliberate and decide upon all matters concerning this Federation, call the General Meetings and the regular meetings and has charge of all secular affairs and the application of all the herein mentioned rules of this Constitution.
- e) A member of the Committee having a direct or indirect pecuniary interest in a contract or proposed contract with the Federation, must disclose the nature and of that interest to the Committee as required by the Act, and shall not vote with respect to that contract or proposed contract.

6.6 DUTIES AND POWERS OF THE EXECUTIVE COMMITTEE

- a) The administration of the Federation may be managed from time to time by the Executive Committee, in particular the Officers of the Federation, namely the President, Vice-President, Secretary and Treasurer.
- b) The Executive Committee shall hold meetings at a place date and time convenient to a majority of the members of the Executive.
- c) The Executive Committee shall cause minutes to be maintained of all meetings and shall furnish regular reports of their meetings to the broader Management Committee of the Federation.
- d) The Officers of the Executive Committee have the obligation to inform, consult and seek approval from the representatives of the other members on all decisions and other matters relating to activities in the name of the Federation.

6.7 DISQUALIFICATION OF COMMITTEE MEMBERS

The Office of a Management Committee member shall become vacant if a committee member is:

- a) Disqualified from being a Management Committee member by the Act
- b) Suspended as a member under the rules of the Federation
- c) Absent for three (3) consecutive Management Committee meetings without explanation acceptable to the Management Committee
- d) A unanimous vote of all other members at a Management Committee meeting for a majority vote at a General Meeting that the position be declared vacant by reason of failure to perform duties in a proper and acceptable manner PROVIDED THAT prior notice of the motion to declare the position vacant has been given and that the person the subject of the motion shall be provided with an opportunity to speak on the motion
- e) Any other reason that may impede the ability of a member to fulfill their obligations to the Federation.

7. COMMON SEAL

- a) The Federation shall have a Common Seal upon which its corporate name shall appear in legible characters. The Seal shall not be used unless a resolution of the Management Committee authorizing such use has been passed.
- b) The Common Seal shall be affixed to such documents and instruments as may be required in the presence of the President or Vice-President and the Secretary.
- c) The Common Seal shall be in the custody of the President at all times.

8. GENERAL MEETINGS

8.1 ANNUAL GENERAL MEETING

- a) The Committee shall call an annual general meeting in accordance with the Act and these rules.
- b) The annual general meetings shall be held within five (5) months after the end of the financial year.
- c) Items for inclusion on the Agenda are to be submitted in writing to the Secretary of the Committee 21 days prior to the notified date of the annual general meeting.
- d) The business of the annual general meeting shall include:
 - I. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting
 - II. The President's Report for the previous year.
 - III. The Treasurer's Report and the Audited (if an auditor's report is required) Financial Statements for the previous financial year.

- IV. The endorsement of Member Associations' representative members to the Committee.
- V. Any other business placed on the Agenda before the commencement of the meeting.

8.2 NOTICE OF GENERAL MEETINGS

- a) The Secretary shall give written notice of the time and place of the annual general meeting to each Member of the Federation at least fourteen (14) clear days prior to such meeting. The notice shall set out where and when the meeting will be held, and particulars of the nature and order of business to be transacted at the meeting.
- b) Notice of a meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- c) A notice may be given by the Federation to the member by serving the member with the notice personally, or by sending it by post or electronic mail to the address appearing in the register of members.
- d) Where a notice is sent by post:
 - I. The service is effected by properly addressing, pre-paying and posting a letter or packet containing the notice, and
 - II. Unless the contrary is provided, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of the post.
- e) Where a notice is sent by electronic mail:
 - I. The service is effected by properly addressing a notice in the format and address of the member's nominated preferred electronic media, and
 - II. Unless the contrary is provided, service will be taken to have been effected at the time at which the notice is lodged.

8.3 PROCEEDINGS AT GENERAL MEETINGS

- a) At any Annual General Meeting, eighteen (18) members, including members of the Committee, entitled to be present and are present in person or by proxy, shall constitute a quorum.
- b) If a quorum is not present within thirty minutes of the time fixed for the meeting, the meeting if convened on or by requisition of members shall lapse. The meeting shall be adjourned to the same day at the same place in the next week and if at the adjourned

meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members present shall constitute a quorum.

- c) Subject to 6.4.1 (b), the President shall preside as Chairperson at a general meeting of the Federation.
- d) If the President or Vice president is not present within ten (10) minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a committee member or one of their own number to be chairperson of that meeting.

8.4 VOTING AT GENERAL MEETINGS

- a) Subject to these rules, only the three (3) formal representatives from each full member association are entitled to vote at general meetings.
- b) Subject to these rules, an associate member representative may participate in the discussion of business at a general meeting but has no voting rights.
- c) Subject to these rules, honorary members may participate in the discussion of business at a general meeting but cannot vote.
- d) Subject to these rules each of the three representatives from the full member associations has only one vote at a general meeting of the Federation. Furthermore, each representative is required to have been a fully participating member of the committee of the Federation.
- e) Subject to these rules, a question for decision at a general meeting, other than a special resolution, must be determined by a majority of members who vote in person or, where proxies are allowed, by proxy at that meeting.
- f) A member representative of a full member association shall be entitled to appoint in writing a person who is also a member of that full member association, to be their proxy, and attend and vote at any general meeting of the Federation. The written notification of proxy must be received by the Secretary no later than 24 hours prior to the meeting and must be signed by the member representative, the proxy, and the President or Chairperson of the full member association.
- g) In the case of equality of votes the President or in his or her absence the Chairperson shall have a casting, as well as a deliberative vote.
- h) Unless a poll is demanded by at least five (5) members, a question for decision at a general meeting must be determined by a show of hands.

8.5 POLL AT GENERAL MEETINGS

- a) If a poll is demanded by at least five (5) members, it must be conducted by secret ballot and the result of the poll is the resolution of the meeting on that question.
- b) A poll demanded for the election of a person presiding or on a question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

8.6 SPECIAL GENERAL MEETINGS

- a) A Special General Meeting of members may be called by and when the Management Committee deems it to be necessary, or by at least one third of the Management Committee by notice in writing addressed to the Committee and expressing in such nature the reason or reasons for such meeting and signed by the relevant members.
- b) The Committee shall within 30 days from receipt of receipt of the requisition, call a special general meeting for the purpose specified in the requisition.
- c) At any Special Meeting called on by requisition of members, two thirds of the members, including members of the Committee, entitled to be present and are present in person or in proxy, shall constitute a quorum.
- d) Unless otherwise herein provided, the procedure for the holding of Special General Meetings shall be similar to that of Annual General Meetings.

8.7 SPECIAL AND ORDINARY RESOLUTIONS

- a) A special resolution is a special resolution as defined in the Act and
 - I. Is passed at a duly convened meeting of the members of the Federation
 - II. At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Federation
 - III. It is passed by a majority of not less than three quarters of such members of the Federation as being entitled to do so and must vote in person by a show of hands or by proxy.
- b) An ordinary resolution is a resolution passed by a simple majority of a show of hands at a general meeting unless otherwise demanded by poll.

8.8 MINUTES

- a) An attendance register shall be kept, which all those attending shall sign after their identity and qualifications (this means if they are financially in order) have been checked and approved.
- b) Proper minutes of all proceedings of general meetings of the Federation and of meetings of the Committee, shall be recorded at that time and entered within one month after the relevant meeting either in minute books kept for that purpose or in a central location.
- c) The minutes pursuant to this rule must be confirmed by the members of the Federation or the members of the Committee (as relevant) at a subsequent meeting.
- d) The minutes kept pursuant to this rule shall be signed by the Chairperson of the meeting at which the proceedings took place or by the Chairperson of the next succeeding meetings at which the minutes are confirmed.
- e) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

9. FINANCIAL REPORTING

9.1 FINANCIAL YEAR

The financial year of the Federation shall be a period of 12 months commencing on 1 July and ending on 30 June of each year.

9.2 ACCOUNTS TO BE KEPT

The Federation shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Federation in accordance with the Act.

9.3 ACCOUNTS AND REPORTS TO BE LAID BEFORE MEMBERS

The accounts, together with the auditor's report on the accounts (where an auditor's report is required), the Committee's statement and the Committee's report, shall be laid before members at the annual general meeting.

9.4 ANNUAL RETURN

Where required, as defined by the Act, an annual (periodic) return shall be lodged with Consumer and Business Services within six (6) months after the end of each financial year and be accompanied by a copy of the accounts, the auditor's report, the Committee's statement and the Committee's report.

9.5 APPOINTMENT OF AUDITOR (if required, as defined by the Act)

- a) At each annual general meeting, the members shall appoint a person to be auditor of the Federation.
- b) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- c) If an appointment is not made at an annual general meeting, the Committee shall appoint an auditor for the current financial year.

9.6 PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and capital of the Federation shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Federation.

10. DISSOLUTION OF THE FEDERATION

- a) Pursuant to Part 5 Division 1 of the Act, the Federation can resolve to wind up by special resolution
- b) A special resolution is passed at a duly convened meeting of the members of the Federation
- c) At least 21 days written notice specifying the intention to propose the resolution as a special resolution has been given to all members of the Federation
- d) It is passed by a majority of not less than three quarters of such members of the Federation as being entitled to do so and must vote in person
- e) On dissolution, all property, after payment of all debts and legal liabilities shall be transferred to such other body formed for promoting similar objects as shall be approved by the Federation
- f) If the Federation is to amalgamate, the assets and liabilities of the Federation become the assets and liabilities of the new association.

11. APPLICATION OF SURPLUS ASSETS

- a) If after the winding up of the Federation there remains “surplus assets” as defined in the Act, such surplus assets shall be distributed to any organisation which has similar objects and has rules which prohibit the distribution of its assets and income to its members.
- b) Such organisation or organisations shall be identified and determined by a resolution of members in general meeting unless otherwise directed by contractual instruments with state or federal agencies.
- c) Surplus assets at the completion of a winding up shall not be distributed to members or former members or associates of those persons.

12. RULES

- a) These rules may be altered (including an alteration of the Federation’s name) by special resolution of the members of the Federation. This includes revision or replacement by substitute rules.
- b) The alteration shall be registered with Consumer and Business Services, as required by the Act.
- c) The registered rules shall bind the Federation and every member to the same extent as if they have respectively signed and sealed them, and agreed to be bound by all of the provisions thereof.
- d) An alteration to the rules (except change of name) becomes effective from the time the alteration is passed.
- e) An alteration to the name of the Federation becomes effective only once it is registered by Consumer and Business Services.

Annexure A:

The Constitution of

THE PAN MACEDONIAN FEDERATION OF SOUTH AUSTRALIA INCORPORATED

“This is the annexure marked ‘A’ referred to in the statutory declaration of

made on the _____ day of _____ 20_____

Before me (Justice of the Peace signature)