



CONSTITUTION
OF THE
UKRAINIAN
ORTHODOX
COMMUNITY
OF
WESTERN AUSTRALIA INC.

**Accepted at an Extraordinary General meeting
held on Saturday 19, 2020**

Lodgement effected

**Department of Mines, Industry Regulation and Safety
(Consumer Protection)**



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Part 1 – Name and Address

Article 1 – Name of the Association

The name of the Association shall be “THE UKRAINIAN ORTHODOX COMMUNITY OF WESTERN AUSTRALIA (INC)” (“the Association”).

Article 2 - Location

The registered office of the Association shall be at 2a Ferguson Street, Maylands in the State of Western Australia.

Article 3 - History of Name Changes

1. The Association was formerly known as the “St Nicholas Parish of Ukrainian Autokefal Orthodox Church in Perth” (No A0540005E) which was registered on February 5, 1954 with the Department of Commerce of Western Australia
2. History of Name Changes of the registered trading entity
 - a. July 1, 2000 to current. The Association is currently registered as a Charity with ABN 46 657 160 171 trading as the “Saint Nicholas Ukrainian Orthodox Church”, The full name of the registered entity is “The Parish of the Australian and New Zealand Diocese of the Ukrainian Autocephalic Orthodox Church in Diaspora (whose constitution was confirmed on 27 September 1997)
 - b. Prior to July 2000 the Association was registered as the “Saint Nicholas Ukrainian Autocephalic Orthodox Church”

Part 2 – Preamble

Article 4 - Primary Purpose of the Association

1. The Association is established for the primary purpose of administering the Church known as the “Saint Nicholas Ukrainian Orthodox Church”. The Association acknowledges that it and its members shall:
 - a. In all ecclesiastical matters observe and act in accordance with the faith, canons, constitution, administrative rulings, discipline, worship, customs, regulations and encyclicals of the Ukrainian Orthodox Church and shall conform in respect to such matters with the legislation, administrative decisions and resolutions adopted by the Clergy Laity conferences of the Diocese.
 - b. Unreservedly and irrevocably recognise and abide by the ecclesiastical authority of the Australian and New Zealand Diocese of the Ukrainian Autocephalic Orthodox Church (UAOC) in Diaspora which the Association acknowledges to be canonically and historically under the Supreme Jurisdiction of the Ecumenical Patriarchate of Constantinople.
2. Under the guidance of the Ukrainian Orthodox Church the Association shall:
 - a. Preserve, teach and propagate in its uncorrupted form the Orthodox Christian Faith and Traditions in conformity with the doctrine, cannons, administrative rulings, discipline, divine worship usages and customs as formulated in accordance with Holy Scripture and the sacred Traditions of the Orthodox Christian Faith as determined by the Seven Ecumenical Synods of the Undivided Church and the regulations and encyclicals of the Ecumenical Patriarchate of Constantinople and the Australian and New Zealand Diocese of the Ukrainian Autocephalic Orthodox Church (UAOC) in Diaspora and by the resolutions of the Local Synods approved by the Ecumenical Councils of and as interpreted by the said Ecumenical Patriarchate.
 - b. Preserve the Holy Gospel and enhance the Orthodox Christian religious and moral life of members through and by the word of God by instruction in Schools and by the ministrations only of a duly ordained Priest approved and recognised by the Bishop of the Australian and New Zealand Diocese of the Ukrainian Autocephalic Orthodox Church (UAOC) in Diaspora.

Part 3 – Definitions

Article 5 - Terms used

In this constitution, unless the contrary intention appears,

Act means the Associations Incorporation Act 2015.

Annual General Meeting (AGM) means the meeting convened under Part 11 of this document

Association means the incorporated Association to which this Constitution applies.

Books, of the Association, includes the following,

- a. a register,
- b. financial records, financial statements, or financial reports, however compiled, recorded or stored,
- c. a document,

d. any other record of information.

Bylaws means Bylaws made by the Association under Article 36.

Chairperson means the Committee Member holding office as the Chairperson of the Association.

Commissioner means the person for the time being designated as the Commissioner under Section 153 of the Act,

convene means to call together for a formal meeting.

ex-officio means holding a position due to the power or influence of one's office, and not by election or appointment. A chairperson, for example, can be an ex-officio member of all board appointed committees.

financial records include,

invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers, and

documents of prime entry, and

working papers and other documents needed to explain,

the methods by which financial statements are prepared, and

adjustments to be made in preparing financial statements.

financial year means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June, and thereafter each period commencing 1 July and ending on 30 June in the following year.

general meeting, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend.

member means a person who is an Ordinary Member or an Associate Member of the Association.

Ordinary Resolution means a resolution other than a **Special Resolution**.

Parish means the members of the Association.

Committee means the **Management Committee** of the Association.

Committee Meeting means a meeting of the Management Committee.

Committee Member means a member of the Management Committee.

Parish Clergy means an ordained priest, or deacon of the Australian and New Zealand Diocese of the Ukrainian Autocephalic Orthodox Church (UAOC) in Diaspora, or other canonical Orthodox Church (if required)

poll means any voting conducted in written form (as opposed to a show of hands).

Register of Members means the register of members referred to in Section 53 of the Act.

Rules mean these rules of the Association, as in force for the time being.

Secretary means the Committee Member holding office as the Secretary of the Association,

Special General Meeting means any general meeting other than the Annual General Meeting.

Special Resolution means a resolution passed by the members at a general or special meeting in accordance with Section 51 of the Act.

technology means any equipment that allows telecommunication at a distance by electronic transmission and not limited to telephone, radio or computer network such as the internet.

Treasurer means the Committee Member holding office as the Treasurer of the Association.

Ukrainian someone one with Ukrainian ancestry who sees themselves to be Ukrainian and is considered by other Ukrainians as being Ukrainian and does not preclude being an Australian citizen.

Article 6 - Interpretation

In this Constitution:

- a. every word of the masculine gender shall be construed as including the feminine gender, and vice versa.
- b. every word in the singular shall be construed as including the plural, and
- c. every word in the plural shall be construed as including the singular.
- d. all Association records must be kept in English and may also be in Ukrainian.

Part 4 - Association

Article 7 - Not-for-profit body

1. The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
2. A payment may be made to a member out of the funds of the Association only if it is authorised under sub-article 3.
3. A payment to a member out of the funds of the Association is authorised if it is,
 - a. the payment in good faith to the member as reasonable remuneration (which includes honorariums) for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business, or
 - b. the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia, or
 - c. the payment of reasonable rent to the member for premises leased by the member to the Association, or
 - d. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

Article 8 - Objects of Association

The objects for which the Association is established are:

1. To give effect to all the matters outlined in the preamble and without in any way limiting the generality thereof by:
 - a. Conducting Schools of Catechism.
 - b. Encouraging learning of the Ukrainian Language by appropriately qualified teaching staff and educational resources.
 - c. Ensuring proper Holy Services conducted exclusively by duly appointed Clergy.
 - d. The acceptance into the Ukrainian Orthodox Christian Faith and Church by Holy Baptism and inter-family life by Marriage according to the teachings and traditions of the said Church.
 - e. Encouraging burial according to the ritual and Holy traditions of the said Church.
 - f. The practice of charity and assistance of all objects for the common good according to the High Ideals of the Christian Faith.
 - g. Promoting the work of the Ukrainian Orthodox Church in the State of Western Australia and for that purpose to maintain the parish church of Saint Nicholas Ukrainian Orthodox Church, school, and other buildings.
2. To promote the religious and moral education of the members of the Association and the wider community, including the youth.
3. To maintain and use the church hall for social activities by the members of the Association and their families and friends and for the use of such other persons as the committee may think fit and to provide (without limiting the generality of the foregoing) meals, food, provisions and refreshments of all kinds, commonly consumed in a club and to maintain the same in accordance with any law relating to the sale of liquor and in accordance with the traditions, customs and moral Code of the Ukrainian Orthodox Church.
4. To maintain a library and reading room containing such books, magazines and other literature that promotes the religious and moral education or learning of the members of the Association and others.
5. To promote and maintain good relations with members of the community and surrounding residents and for that purpose to support the work of any community or charitable organisation related to the objects of this Constitution.
6. To erect charitable institutions for the needs of its members and other persons which the Management Committee and/or members may from time to time consider appropriate or necessary.

Article 9 - Powers of Association

1. The powers conferred on the Association are the same as those conferred by Section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may acquire, hold, deal with, and dispose of any real or personal property,
2. open and operate bank accounts
3. invest its money
 - a. in any security in which trust monies may lawfully be invested, or
 - b. in any other manner authorised by the Constitution of the Association
4. borrow money upon such terms and conditions as the Association deems appropriate.
5. give such security for the discharge of liabilities incurred by the Association as the Association thinks fit
6. appoint agents to transact any business of the Association on its behalf

7. enter into any other contract it considers necessary or desirable, and
8. may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the Constitution of the Association.

Part 5 - Membership

Article 10 - Eligibility

1. Membership of the Association is open to every Baptised Orthodox Christian person who acknowledges the faith, teachings, traditions, and customs of the Ukrainian Orthodox Church, and is of good character, through the procedure given below. Upon acceptance and approval of the application by the Parish Council and fulfilment of related obligations, that person becomes a Member of the Parish
2. An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.

Article 11 - Classes of Membership

1. Ordinary Member
 - a. Every baptised person of the Ukrainian Orthodox Church and of Ukrainian descent and principally residing in the State of Western Australia, having attained the age of eighteen (18) years shall be eligible to become an ordinary member of the Association.
 - b. Non-Ukrainian spouses of ordinary members, provided that such spouses belong to the Ukrainian Orthodox Church and principally reside in the State of Western Australia, shall be entitled to the full rights of an ordinary member, and shall be eligible to become an Office Bearer of the Management Committee.
 - c. Persons of non-Ukrainian descent provided that such persons belong to the Ukrainian Orthodox Church and principally reside in the State of Western Australia, may be entitled to the full rights of an ordinary member, and may be eligible to become a member of the Management Committee, by a majority vote of the Management Committee.
2. Associate Member
 - a. Associate membership classes are outlined in the By-laws.
 - b. The Association may approve additional classes of Associate membership at a general meeting.

Article 12 - Membership Administration

1. Persons applying to become a member of the Association shall make a written application on a prescribed form to the Association and shall become a member of the Association after their application is approved by the Management Committee.
2. The Management Committee may accept or reject an application for membership in its absolute discretion. As soon as is practicable after the Management Committee has made a decision, the Management Committee must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.
3. The Association must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under sub-article 2.(above)
4. The annual membership subscription shall be such sum as determined by the Management Committee from time to time and the membership subscription shall be due and payable in full on the 1st day of July in each year.
5. The Management Committee may appoint as Life or Honorary Members of the Association members who have rendered exemplary service to the Association. A member may be elected to Life or Honorary membership by a motion passed by two thirds ($\frac{2}{3}$) majority of members of the Management Committee.
6. A non-Ukrainian spouse, on the death of their partner may apply to the Management Committee to remain an Ordinary Member (Article 11.1.b) providing they belong to the Ukrainian Orthodox Church.
7. A member may resign from membership of the Association by giving written notice of the resignation to the Secretary. The resignation takes effect when the Secretary receives the notice, or if a later time if so stated in the notice. A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation. The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.
8. Members of the Association whose annual membership subscriptions are in arrears for more than six (6) months, after being notified in writing of such arrears, shall have their membership suspended, in accordance with Part 12 of this Constitution. Suspended members who wish to reinstate their membership of the Church shall do so in accordance with the Part 5 of the By-laws.
9. The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

Article 13 - Register of Members

1. The Secretary, on behalf of the Association, must comply with Section 53 of the Act by keeping and maintaining an up to date condition the Register of Members of the Association ensuring the register contains only each member's name, address and any information required to be included under the Articles of this Constitution. Any other information the association wants or needs to keep about its members (telephone numbers, email addresses, spouse's details, etc shall be kept separately).
2. In addition to the matters referred to in Section 53(2) of the Act, the register of members will include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
3. The Secretary must document the name of a person who dies or who otherwise ceases to be a member to be deleted from the Register of Members.
4. The Register of Members must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
5. A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
6. If:
 - a. a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under Section 54(2) of the Act, or
 - b. a member makes a written request under Section 56(1) of the Act to be provided with a copy of the register of members,
 - c. the Management Committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose relates to the affairs of the Association.
 - d. the Management Committee may charge a discretionary fee.

Part 6 - Administration

Article 14 - The Management Committee

1. The management of the Association shall be vested in a Management Committee of nine (9) members to be known as the Management Committee ("the Committee") which shall consist of the Office Bearers, namely, the Chairperson, the Vice-Chairperson, the Secretary, the Treasurer and five (5) ordinary committee members ("Ordinary Committee Members").
2. The Management Committee shall be elected bi-annually and no later than twenty-eight (28) days following the Annual General Meeting and its members shall hold office until the election of their successors.
3. Ordinary members who principally reside in Western Australia and that have been financial members for a full calendar year immediately prior to the calling of nominations for election shall be eligible to vote at upcoming elections
4. Office Bearers will not be eligible to hold an Office Bearer position or any combination of Office Bearer positions for more than four (4) consecutive two-year terms. A whole two-year term must pass to be eligible to hold an Office Bearer position once again. This does not preclude the Office Bearer being elected as an Ordinary Committee Member.
5. No members of the Association shall be eligible for election to the Management Committee unless they have been a member of the Association for at least two (2) years immediately preceding the date for the opening of nominations and their membership subscription is fully paid and not in arrears as at the opening date of nominations.
6. Only 'ordinary' members shall be eligible to be elected as Office Bearers and Ordinary Committee Members.
7. The newly elected Management Committee shall hold its first meeting immediately after the AGM to elect the principal Office Bearers.
8. The Management Committee may organise ancillary groups to achieve its aims and objectives.
9. The Management Committee shall appoint any members of the Association to any sub-committee it considers necessary.
10. The Management Committee shall meet at least once every two months on a day to be fixed by it and at least four (4) days' notice of the said meeting shall be given to each member of the Management Committee. Any omission to give notice or the non-receipt of the said notice will not require the adjournment of the meeting for another date.
11. The Chairperson may call extraordinary meetings of the Management Committee at any time and shall call an extraordinary meeting whenever requested in writing by five (5) members of the Management Committee, whom shall state the business desired to be discussed at that meeting.
12. Five (5) members of the Management Committee shall constitute a quorum at its regular and extraordinary meetings.

13. At any meeting of the Management Committee where at least seven (7) members are present a motion of no confidence in any Office Bearer may be proposed by any member of the Management Committee. If such motion is carried by a clear majority (the Office Bearer the subject of such motion not being entitled to vote) then the Office Bearer concerned shall thereby be removed from office, however, shall remain an ordinary member of the Management Committee. The Management Committee will then replace the Office Bearer in accordance with the procedure set out in Article 15.3 below.
14. All resolutions of the Management Committee shall be passed by majority vote. In the event there is no majority the Chairperson shall have a casting vote. The Chairperson shall not exercise a casting vote for the appointment of any Office Bearer.
15. At the first meeting of the newly elected Management Committee the retiring members of the previous Management Committee shall provide to its successors all the books, documents and keys of the Association which they had in their possession during their term in office.
16. Those who were office bearers of the previous Management Committee shall remain as caretakers of the Association until the appointment of new office bearers at the first meeting of the new Management Committee.
17. A Committee Member must not publish, or cause to be published, any statement about the business conducted by the Association at any meeting or Management Committee meeting unless,
 - a. the Committee Member has been authorised to do so, and
 - b. the authority given to the Committee Member has been recorded in the minutes of the meeting at which it was given.

Article 15 - Ceasing to be a Member of the Management Committee

1. Vacant Positions on the Management Committee

- a. A casual vacancy occurs in the Management Committee and that office becomes vacant if the Committee Member:
 - i. dies.
 - ii. ceases to be a Member.
 - iii. becomes disqualified from holding a position as a result of bankruptcy or conviction of a relevant criminal offence.
 - iv. becomes permanently incapacitated by mental or physical ill-health.
 - v. resigns from office under sub-article 2;
 - vi. is removed from office under sub-article 3; or
 - vii. is absent from more than:
 - (i) three consecutive Management Committee Meetings without a good reason; or
 - (ii) three Management Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Management Committee Meetings, where the Member received notice of the meetings, and the Management Committee has resolved to declare the office vacant.
- b. If a position on the Management Committee is declared vacant under Article 15.1.a, the continuing Committee Members may: appoint a Member to fill that vacancy until the conclusion of the next AGM; and act despite the vacant position on the Management Committee.
- c. If the number of Committee Members is less than the number fixed under Article 14.12 as the quorum for Management Committee Meetings, the continuing Committee Members may act only to increase the number of Members on the Management Committee to the number required for a quorum; or convene a General Meeting of the Association.

2. Resigning from the Management Committee

- a. A Committee Member may resign from the Management Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the Chairperson.
- b. The Committee Member resigns at the time the notice is received by the Secretary or Chairperson under sub-rule 2.a; or if a later time is stated in the notice, at the later time.

3. Removal from the Management Committee

- a. Subject to sub-rule 1.vi, a Committee Member may be removed from his or her position on the Management Committee by resolution at a General Meeting of the Association if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- b. The Committee Member who faces removal from the Management Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Management Committee.
- c. If a vacancy occurs on the Management Committee the remaining Committee Members may in their absolute discretion fill the vacancy from any eligible member of the Association.
- d. If all Committee Members are removed by resolution at a General Meeting, the Association Members must, at the same General Meeting, elect an interim Management Committee. The interim Management Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Management Committee.

4. Any member vacating the Management Committee shall return to the Committee all books, documents, and keys of the Association which they had in their possession during their term in office.

Article 16 - Use of Technology at Meetings

A Committee member unable to attend a meeting for any reason, may request that arrangements be made for, if practicable, the use of technology, which permits instantaneous and visual connection or other means of communication that would allow the absent Committee member to fully participate at the meeting.

Part 7 – Duties of Office Bearers and Ordinary Committee Members

Article 17 - Chairperson

The Chairperson shall preside at meetings of the Management Committee or general meetings of the Association. The Chairperson shall control the conduct of such meetings in accordance with the commonly accepted procedure of meetings.

- a. The Chairperson is the official representative of the Association for all public purposes of the Association.
- b. The Chairperson shall be an ex officio member of all sub-committees.

Article 18 - Vice Chairperson

The Vice Chairperson shall have all the duties and responsibilities of the Chairperson in the absence of the Chairperson.

In the event of the absence of the Chairperson and the Vice Chairperson the Management Committee may elect a Chairperson from the remaining Committee Members present for that meeting.

Article 19 - Secretary

1. The Secretary shall keep the Minutes of all Management Committee meetings and of the Annual and Extraordinary General Meetings of the Association.
2. The Secretary shall keep the files, and correspondence of the Association.
3. In conjunction with the Treasurer the secretary shall have control of the financial documents of the Association.
4. In conjunction with the Treasurer, the Secretary shall prepare the agenda at all meetings and give notices of meetings to the members of the Management Committee and the Association.
5. The Secretary, in conjunction with the Treasurer, shall maintain and update the Register of Members of the Association. Any member who wishes to inspect the Register of Members must make the request in writing to the Secretary so the necessary arrangements can be made and so in accordance with Article 13.6.
6. The Secretary shall be an ex officio member of all sub-committees.
7. In an election year, the Secretary shall, as soon as practicable after the opening date for nominations for an election, prepare a Roll of Voters which shall consist of those members of the Association who are financial as at the date for the opening of nominations.
8. The Secretary shall maintain and update as required the Register of Honorary and Life Members.

Article 20 - Treasurer

The Treasurer,

1. shall be responsible for the receipt and banking of all moneys and shall keep and maintain the ledgers, balance sheets and usual financial records of the Association.
2. ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
3. shall present a financial report at all Committee Meetings,
4. coordinate the preparation of the Financial Statements of the Association for the Audit Committee
5. shall present the annual financial report to the Annual General Meeting together with a copy of the Auditor's certified report.
6. shall draw cheques and other negotiable instruments and shall sign such documents together with the Chairperson and Secretary, or any one of them.
7. shall maintain an Assets Register (in the form of an inventory) listing the Association's assets.

Article 21 - Ordinary Committee Members

Ordinary Committee Members of the Management Committee are to attend Management Committee meetings, express their opinion and exercise their right to vote and carry out the duties allotted to them.

Part 8 – Financial Matters

1. The income and property of the Association however derived shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or profit to any individual or other entity.

2. The financial year for the purpose of audit and fiscal operation shall be the Australian Financial Year (FY) as determined by the Australian Taxation Office being the period, July 1 to Jun 30 (of the ensuing year).
3. The Management Committee shall engage or employ such persons as it deems necessary for the needs of the Association and fix their remuneration and terminate their engagement according to circumstances or to the terms of any agreement under which they have been engaged or employed.
4. No paid employee of the Association shall hold office in the Management Committee until six months have elapsed after they cease to be a paid employee.

Part 9 – Auditors

Article 22 - Powers and Duties

1. The Management Committee shall always have access to the Church's records and must audit the Church's records, upon demand and when necessary, for the good of the Church.
2. The Management Committee shall audit the books semi-annually. An annual report must be prepared and submitted at the Annual General Meeting when called for the purpose of conducting elections. This audit must be performed by at least two members. Copies of this report must be made available to all regular members in good standing.
3. The Management Committee may request at any time to review the financial records.

Article 23 - Fulfilling Audit Requirements

The Association may fulfill the requirements of an audit if the Management Committee hires an independent Certified Public Accountant or uses an Independent Auditor experienced in accounting as appointed at the discretion by the Management Committee.

Part 10 – Trustees

The Officer Holders of the Management Committee shall collectively act as Trustees of Parish immovable properties.

Part 11 – General Meetings of the Association

Article 24 - Annual General Meeting

1. The Annual General Meeting of the Association shall be held as soon as practicable following the end of the financial year on a day to be fixed by the Management Committee.
2. The Management Committee shall give at least twenty-eight (28) days' notice in writing of the meeting to all financial members of the Association. The omission to give notice within such a timeframe or the non-receipt of such notice by any of the members shall not invalidate any resolution passed at any such meeting. The notice shall state the purpose of the meeting, the date and time of commencement of the meeting and the place at which the meeting is to be held. The notice shall also include, in accordance with sub-paragraph (6) below, the Agenda for the meeting.
3. No motion shall be put at any general meeting unless a written notification has been given to the Chairperson or Secretary at least twenty-one (21) days prior to such meeting.
4. Not less than one half of the financial members of the Association, present in person and entitled to vote shall constitute a quorum for the said meeting. No business is to be conducted at a general meeting unless a quorum is present.
5. If within thirty (30) minutes of the time fixed for the commencement of the meeting a quorum is not present the meeting shall be adjourned by the Chairperson to the same place within fourteen (14) days and notice of the adjournment shall be given to the financial members in a manner at the absolute discretion of the Management Committee. The members present at the adjourned meeting and entitled to vote shall constitute a quorum.
6. The Chairperson or Vice Chairperson shall choose two (2) regular members in good standing to count the votes of elections at general meetings
7. The following shall be the order of business at every Annual General Meeting:
 - a. Confirmation of Meeting Chairperson or in the event that neither the Chairperson nor Vice Chairperson are presiding (Refer Part 7. Articles 17 & 18)
 - b. Confirmation of the Minutes of the last Annual General Meeting and any Extraordinary General Meeting or Meetings held since the preceding Annual General Meeting.
 - c. The receipts of the Annual Balance Sheet, Profit and Loss and accompanying Accounts and Reports of the Auditors and the adoption of the same or otherwise.
 - d. The election and appointment by the members present of the Auditor for the ensuing year.
 - e. The Chairperson's Report.

- f. Any special business of which notice has been given or which is brought forward by the Management Committee.
 - g. General business.
8. Resolutions shall be carried by a majority of the financial members present and entitled to vote by a show of hands or by secret ballot if demanded by the Chairperson, or, there is a resolution by a majority of the eligible members present to that effect.
 9. In the case of an equality of votes arising from a question submitted to a General Meeting, the Chairperson shall have a casting vote.

Article 25 - Extraordinary General Meeting

1. An Extraordinary General Meeting of the Association may be called by the Management Committee at any time.
2. An Extraordinary General Meeting may also be requested by the written application of not less than three quarters ($\frac{3}{4}$) of all financial members addressed to the Chairperson setting forth the object thereof. The Management Committee shall assess the financial members' request for an Extraordinary General Meeting, and, in its absolute discretion, determine whether the request shall be granted. Should a request for an Extraordinary General Meeting be refused the requestor may request that the Management Committee state the reasons for its refusal, which the Management Committee shall respond to in writing, as soon as practicable.
3. The Management Committee shall give at least fourteen (14) days' notice in writing to all financial members of the Association of the date and place of an Extraordinary General Meeting.
4. If within thirty (30) minutes of the time fixed for the commencement of the said meeting a quorum is not present the meeting shall lapse and no further Extraordinary General Meeting shall be convened for similar purposes as the lapsed meeting until after twelve (12) months from the date of that meeting.
5. The same voting procedures for questions or resolutions put to a vote at an Annual General Meeting shall apply for an Extraordinary General Meeting.

Part 12 – Disciplinary Action

Article 26 - Suspension or expulsion

1. The Association may by resolution carried at a General Meeting expel, or require the changing of membership status, of a member on any of the following grounds:
 - a. For conduct likely to bring or which has brought the Association into disrepute.
 - b. For conduct likely to be or which has been damaging to the interests of the Association.
 - c. Who has ceased to be a member of the Ukrainian Orthodox Church or it can be shown to be a member of another religion.
 - d. He has been convicted by a Court of a serious criminal offence.
 - e. Non-payment of membership subscription (refer Part 5, Article 12.7)
2. The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Management Committee meeting at which the proposal is to be considered by the Management Committee. The notice shall be deemed to be received by that member when posted or emailed to their last known address.
3. The notice given to the member must state,
 - a. when and where the Management Committee meeting is to be held; and
 - b. the grounds on which the proposed suspension or expulsion is based; and
 - c. that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written and or oral submission to the Management Committee about the proposed suspension or expulsion.
4. At the Management Committee meeting, the Management Committee must,
 - a. give the member, or the member's representative, an opportunity to make written and or oral submissions to the Management Committee about the proposed suspension or expulsion. The duration of the submission to be determined by the Management Committee; and
 - b. give due consideration to any submissions so made; and decide whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or whether or not to expel the member from the Association.
5. A decision of the Management Committee to suspend the member's membership or to expel the member from the Association takes immediate effect.
6. The Management Committee must give the member written notice of the Management Committee's decision, and the reasons for the decision, within 7 days after the Management Committee meeting at which the decision is made. The notice shall be deemed to be received by that member when posted or emailed to their last known address.

7. A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Management Committee's decision under Article 26.6, give written notice to the secretary requesting the appointment of a mediator under Article 31.
8. If notice is given under Article 26.7, each party to the dispute is a party to the mediation.

Article 27 - Consequences of suspension

1. A suspended member may continue to attend church services however, during the period a member's membership is suspended, the member loses any rights arising as a result of membership (including voting rights); and is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
2. When a member's membership is suspended, the secretary must record in the register of members that the member's membership is suspended; and the date on which the suspension takes effect; and the period of the suspension.
3. When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Part 13 – Resolving Disputes

Article 28 - How a grievance procedure is started

1. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of the Association the parties to the dispute, and the matters that are the subject of the dispute.
2. Within 28 days after the Secretary is given the notice, a Management Committee meeting must be convened to consider and determine the dispute.
3. The Secretary must give each party to the dispute written notice of the Management Committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
4. The notice given to each party to the dispute must state,
 - a. when and where the Management Committee meeting is to be held, and
 - b. that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Management Committee about the dispute.
5. If,
 - a. the dispute is between one or more members and the Association, and
 - b. any party to the dispute gives written notice to the Secretary stating that the party,
 - (i) does not agree to the dispute being determined by the Management Committee, and
 - (ii) requests the appointment of a mediator under Article 28,the Management Committee must not determine the dispute.

Article 29 - Determination of dispute by Management Committee

1. At the Management Committee meeting at which a dispute is to be considered and determined, the Management Committee must,
 - a. give each party to the dispute, or the party's representative, a reasonable opportunity to make written and or oral submissions to the Management Committee about the dispute. The duration of the presentation to be determined by the Management Committee; and
 - b. give due consideration to any submissions so made, and
 - c. determine the dispute.
2. The Management Committee must give each party to the dispute written notice of the Management Committee's determination, and the reasons for the determination, within 7 days after the Management Committee meeting at which the determination is made. The notice of the Management Committee's determination shall be deemed to be received by that member when posted or emailed to their last known address.
3. A party to the dispute may, within 14 days after receiving notice of the Management Committee's determination under Article 29.1, give written notice to the Secretary requesting the appointment of a mediator under Article 31.
4. If notice is given under Article 29.3, each party to the dispute is to be a party to the mediation.

Part 14 – Mediation

Article 30 - Application of Division

1. This Part applies if written notice has been given to the Secretary requesting the appointment of a mediator,
 - a. by a member under Article 26.7, or

- b. by a party to a dispute under Article 28.5.b.ii or 29.3.
- 2. If this Part applies, a mediator must be chosen or appointed under Article 31.

Article 31 - Appointment of mediator

1. The mediator must be a person chosen,
 - a. if the appointment of a mediator was requested by a member under Article 26.7 - by agreement between the Member and the Management Committee, or
 - b. if the appointment of a mediator was requested by a party to a dispute under Article 28.5.b.ii or Article 29.3 - by agreement between the parties to the dispute.
2. If there is no agreement for the purposes of sub-article 1.a or 1.b, then, subject to sub-articles 3 and 4, the Management Committee must appoint a mediator.
3. The person appointed as mediator by the Management Committee must be a person who acts as a mediator for another not-for-profit body, if the appointment of a mediator was requested by,
 - a. a member under Article 26.7, or
 - b. a party to a dispute under Article 28.5.b, or
- c. a party to a dispute under Article 29.3 and the dispute is between one or more members and the Association.
4. The person appointed as mediator by the Management Committee may be a member or former member of the Association but must not,
 - a. have a personal interest in the matter that is the subject of the mediation, or
 - b. be biased in favour of or against any party to the mediation.

Article 32 - Mediation process

1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
3. In conducting the mediation, the mediator must,
 - a. give each party to the mediation every opportunity to be heard, and
 - b. allow each party to the mediation to give due consideration to any written statement given by another party, and
 - c. ensure that natural justice is given to the parties to the mediation throughout the mediation process.
4. The mediator cannot determine the matter that is the subject of the mediation.
5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Article 33 - If mediation results in decision to suspend or expel being revoked

- If,
- a. mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under Article 26.7, and
 - b. as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,
- that revocation does not affect the validity of any decision made at a Management Committee meeting or general meeting during the period of suspension or expulsion.

Part 15 - General Matters

Article 34 - Natural Disasters and Emergency Incidents

To respond effectively in the case of a natural disaster or emergency, the Management Committee at its discretion shall have the power to pass by majority vote of those present at a Management Committee meeting a temporary change or addition to these articles. The changes to the articles shall be ratified at a Special General Meeting convened as soon as possible after the event (or at least at the next Annual General Meeting)

Article 35 - Non-stipulated matters

Any matter not stipulated herein or any question which shall arise in connection with this Constitution shall be decided by a General meeting.

Article 36 - By-laws

1. The Association may, by resolution at a general meeting, make, amend, or revoke by-laws.
2. By-laws may-

- a. provide for the rights and obligations that apply to any classes of associate membership approved under Article 11.2; and
 - b. impose restrictions on the Management Committee's powers, including the power to dispose of the association's assets, and
 - c. impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts, and
 - d. provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
3. A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations, or this constitution.
 4. Without limiting Article 36.3, a by-law made for the purposes of Article 36.2.c may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on the Association under Part 5 of the Act.
 5. At the request of a member, the Association is to provide a copy of the by-laws available for inspection by a member. The Association may charge a discretionary fee for multiple requests.

Article 37 - Executing Documents and common seal

1. The Common Seal of the Association shall bear the inscription "The Ukrainian Orthodox Community of Western Australia Inc."
2. The Secretary shall have the custody of the Common Seal which shall be affixed to all appropriate documents and shall be verified by any two office bearers at least one of whom shall be the Chairperson or Secretary.

Article 38 - Audit

The Financial Accounts of the Association shall be audited once in every financial year.

Article 39 - Official Celebrations

The Association shall be free to celebrate any religious or secular day that it believes is compatible with the objects of this Constitution.

Article 40 - Real Property

1. The real property upon which is constructed the church known as the "Saint Nicholas Ukrainian Orthodox Church" shall never be sold, leased, mortgaged, or otherwise encumbered.
2. The remaining real property of the Association shall be inalienable and vested in the Management Committee, provided however that the Association may enter into an agreement with another association or associations having similar objects to develop its real property.

Article 41 - Dissolution

1. The Association shall be deemed to exist as long as there are seven (7) financial members thereof.
2. Upon dissolution of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in Section 24(1) of the Act.
3. The special resolution referred to in sub-article 2 shall be determined by the Members when authorizing and directing the Parish Council under Section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association, notwithstanding that surplus property shall be distributed,
 - a. another Ukrainian Orthodox Parish or Parishes, or
 - b. to another incorporated association having objects similar to those of the Association and which has rules prohibiting the distribution of its assets and income to its members, or
 - c. for charitable purposes.
 - d. to the Australian and New Zealand Diocese of the Ukrainian Autocephalic Orthodox Church (UAOC).

Article 42 - Alteration of Constitution

This Constitution may only be amended by a three quarters (³/₄) majority of financial members present and entitled to vote at any Annual General Meeting or an Extraordinary General Meeting called for that purpose and by otherwise complying with Part 3 Division 2 of the Act.

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