

# CONSTITUTION OF UKRAINIAN AUTOCEPHALIC ORTHODOX CHURCH COMMUNITY OF HOLY TRANSFIGURATION IN BLACKTOWN

*Under the Associations Incorporation Act 2009*

## **About this model constitution**

The constitution of an incorporated association forms the structure within which the association operates.

To assist associations develop their constitution, NSW Fair Trading has prepared this model constitution, which covers the matters required by law. An association may:

- adopt this model constitution; or
- adopt a modified version of this model constitution.

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# Part 1 - Preliminary

## 1.1 Definitions

(1) In this constitution:

**Association** means the association incorporated in New South Wales under the name “Ukrainian Autocephalic Orthodox Church Community of Holy transfiguration in Blacktown.”

**Brotherhood and Sisterhood** means a church organisation of parishioners which functions under the supervision of the Parish Council with the co-operation and spiritual guidance of the Parish Priest.

**Committee** means the Committee having management of the business of the Association..

**Committee meeting** means a meeting of the Committee held in accordance with this Constitution.

**Committee member** means a person who is elected or appointed under the association’s constitution as a committee member of the association.

**Director-General** means the Director-General of the Department of Services, Technology and Administration.

**Extraordinary (Special) General Meeting** means a general meeting of the association other than an annual general meeting.

**ordinary committee member** means a member of the committee who is not an office-bearer of the association.

**secretary** means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

**special general meeting** means a general meeting of the association other than an annual general meeting.

**Technology** means any equipment that allows telecommunication over significant distances by electronic means, i.e. tele- or video-conferencing.

**the Act** means the *Associations Incorporation Act 2009*.

**the Parish** means the parish of Ukrainian Autocephalic Orthodox Church Community of Holy Transfiguration in Blacktown, New South Wales being a church religious unit constituting a division within a diocese. A parish is under the pastoral care and clerical jurisdiction of a parish priest, who might be assisted by one or more curates, and who operates from a parish church.

**the Regulation** means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **1.2 ADOPTION**

1.2.1 The members of the **association** adopt this new Constitution giving voice to their deeply held spiritual beliefs (and) shared religion,

### **1.2.2 Purpose of the Association:-**

The Parish adopts this Constitution for the purpose of:

- a) to celebrate its divine services based on the Holy Bible and the Holy Commandments, the Canons of the Holy Apostles, the Canons of the Seven Ecumenical Councils and the Canons of the Particular Councils and Holy Fathers;
- b) to regularly celebrate the Holy Liturgy, encourage active participation of their members in it, frequent pious conferring of Holy Ordinances and appropriate education about Christian morals;

## **1.3 NAME**

The name of the Association shall be Ukrainian Autocephalic Orthodox Church Community of Holy Transfiguration in Blacktown, New south Wales.

## **1.4 OBJECTIVES AND POWERS**

1.4.1 The principal objectives of the Parish are:

- a) To foster the study of the Holy Scriptures and the Commandments of Jesus Christ.
- b) To foster and promote the study, preservation and practising of the traditions, rights and customs of the Ukrainian Orthodox Church.
- c) Promoting the spiritual and moral guidance of the teachings of Christ and Christian morals.
- d) Fostering, promoting and supporting the religious well-being of its members within the traditions, rights and customs of the Ukrainian Orthodox Church.

- e) To promote and foster the Ukrainian language, culture, Ukrainian Orthodox faith, philanthropic and charitable work in an atmosphere of co-operation, understanding, tolerance and good will.

1.4.2 For the purpose of carrying out its objects the **association**, may, subject to the Associations Incorporation Act 2009 NSW and Associations Incorporation Regulations 2010 (NSW) and this Constitution:

- a) Acquire hold, deal with, and dispose of any real or personal property; and
- b) administer any property on trust;
- c) Open and operate bank accounts; and
- d) Invest its monies-
  - (i) In any security or security in which trust monies may, by Act of Parliament be invested.
  - (j) in any other manner authorized by this constitution
- e) borrow money on such terms and conditions as the Parish thinks fit; and
- f) give such security for the discharge of liabilities incurred by the Parish as the Parish thinks warranted.
- g) appoint agents to transact any business of the Parish on its behalf; and
- h) enter into any other contract it necessary or desirable.

## 1.5 GENERAL REGULATIONS

1.5.1 Members of the committee shall act in accordance with this Constitution;

1.5.2 Subject to this Constitution the **association** shall maintain the Parish Church and ensure its proper arrangement in accordance with the ecclesiastical Orthodox rite and traditions of the Ukrainian Orthodox Church.

1.5.3 The Holy Orthodox Church of the Parish shall be used for the purpose of joint prayers, performance of religious rites, and for the preaching of the Word of God in accordance with the customs of the Ukrainian Orthodox Church.

1.5.4 The Parish Church may not be sold, transferred to any other church institution, closed down, or designated for demolition, except with the approval of not less than three quarters of the total number of financial members of the **Association**;

1.5.5 Unless otherwise specifically provided in this Constitution the **association** shall not in any of its spiritual and ecclesiastical affairs be subject to external interference, rule or directive by any outside religious or ecclesiastical body or

authority and the management of its property, assets, and affairs shall be governed by this Constitution.

## Part 2 - Membership

### 2. Membership generally

- (1) A person is eligible to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person has **lodged an application and been** approved for membership of the association in accordance with clause 3, and
  - (c) the person who supports the purposes of the Association, and
  - (d) the person must not be a member of more than one Parish
- (2) A person is taken to be a member of the association if:
  - (a) the person is a natural person, and
  - (b) the person was:
    - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
    - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
    - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.

### 3. Application for membership

- (1) **An application by** a person for membership of the association:
  - (a) must be made by a **person to the association** in writing in the form set out in Appendix 1 to this constitution, and
  - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an **application** for membership, the secretary must refer the **application** to the committee which is to determine whether to approve or to reject the **application**.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
  - (a) notify the **applicant**, in writing, that the committee approved or rejected the **application** (whichever is applicable), and



- (b) if the committee approved the **application**, request the **applicant** to pay (within the period of 28 days after receipt by the **applicant** of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the **applicant** of the amounts referred to in subclause (3) (b) within the period referred to in that provision, enter or cause to be entered the **applicant's** name in the register of members and, on the name being so entered, the **applicant** becomes a member of the association.

#### **4. Cessation of membership**

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.
- (e) is found to already be a member of more than one Parish.

#### **5. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

#### **6. Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

#### **7. Register of members**

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association, or

- (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
  - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

## **8. Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the committee, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
  - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

## **9. Members' liabilities**

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 8.

## **10. Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a community justice centre for mediation under the *Community Justice Centres Act 1983*.
- (2) If a dispute is not resolved by mediation within 3 months of the referral to a community justice centre, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 1984* applies to any such dispute referred to arbitration.

## **11. Disciplining of members**

- (1) A complaint may be made to the committee by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

## **12. Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the committee under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the secretary must notify the committee which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):

- (a) no business other than the question of the appeal is to be transacted, and
  - (b) the committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

## **Part 3 - The committee**

### **13. Powers of the committee**

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the committee:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such functions as may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the committee to be necessary or desirable for the proper management of the affairs of the association.

Note:

- (1) All internal administration and correspondence of the association shall be conducted in the English language and the same may also be in the Ukrainian language as appropriate on letterhead paper bearing the name and address of the Parish in English and Ukrainian. All correspondence with civil and government authorities must be conducted in English.
- (2) The Parish Council shall supply everything necessary for the celebration of the Divine Services, care for the adornment of the church premise, and render assistance to the Parish Priest in carrying out the duties of his office.
- (3) All parish documents in the nature of securities [eg. Certificates of title] shall be lodged for safe-keeping with a Bank or Solicitor of the parish. Photocopies of such documents shall be kept by the Secretary of the Parish Council.

### **14. Composition and membership of committee**

- (1) The committee is to consist of:
  - (a) the office-bearers of the association, and
  - (b) at least 3 ordinary committee members, each of whom is to be elected at the annual general meeting of the association under clause 15.
- (2) The total number of committee members is to be 7.
- (3) The office-bearers of the association are as follows:
  - (a) the president,
  - (b) the vice-president,
  - (c) the treasurer,
  - (d) the secretary.
- (4) A committee member may hold up to 2 offices (other than both the president and vice-president offices).

- (5) Each member of the committee is, subject to this constitution, to hold office **for a period of three (3) years** following the date of the member's election, but is eligible for re-election.

### **15. Election of committee members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary committee members:
- (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the committee is to be conducted at the annual general meeting in such usual and proper manner as the committee may direct.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of the association must be a member of the association.

### **16. Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
- (a) all appointments of office-bearers and members of the committee, and
  - (b) the names of members of the committee present at a committee meeting or a general meeting, and
  - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

## **17. Treasurer**

It is the duty of the treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the association, including full details of all receipts and expenditure connected with the activities of the association.

## **18. Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the committee occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee from 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.
  - (j) found to be a member of more than one Parish

## **19. Removal of committee members**

- (1) The association in general meeting may by resolution remove any member of the committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to each

member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20. Committee meetings and quorum**

- (1) The committee must meet at least 3 times in each period of 12 months at such place and time as the committee may determine.
- (2) Additional meetings of the committee may be convened by the president or by any member of the committee.
- (3) Oral or written notice of a meeting of the committee must be given by the secretary to each member of the committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (6) No business is to be transacted by the committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the committee:
  - (a) the president or, in the president's absence, the vice-president is to preside, or
  - (b) if the president and the vice-president are absent or unwilling to act, such one of the remaining members of the committee as may be chosen by the members present at the meeting is to preside.

## **21. Delegation by committee to sub-committee**

- (1) The committee may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the committee thinks fit) the exercise of such of the functions of the committee as are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.



- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the committee.
- (6) The committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **22. Voting and decisions**

- (1) Questions arising at a meeting of the committee or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the committee or sub-committee present at the meeting.
- (2) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the committee.
- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.

## **Part 4 - General meetings**

### **23. Annual general meetings - holding of**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within 6 months after the close of the association's financial year, or
  - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.
- (3) ***The association may use any technology that gives each of the association's member a reasonable opportunity to participate, which includes the member and members present at a meeting to clearly and simultaneously communicate with each other. For this purpose such member shall have exercise the same rights as if the member was physically present at the meeting.***

## **24. Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the committee thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the committee reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary committee members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
  - (e) **to commence and conclude with a prayer recited by a priest or, in the absence of a priest, by the presiding member.**
- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) The minutes of any meeting may be recorded in both the English **and as considered appropriate in the** Ukrainian language.

## **25. Special general meetings - calling of**

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of at least **30** per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must state the purpose or purposes of the meeting, and
  - (b) must be signed by the members making the requisition, and
  - (c) must be lodged with the secretary, and
  - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the committee fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee.

## **26. Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **27. Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) **One half or more** Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members, is to be dissolved, and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

## **28. Presiding member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

## **29. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **30. Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by either:
  - (a) a show of hands, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

## **31. Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

## **32. Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

### **33. Proxy votes not permitted**

Proxy voting must not be undertaken at or in respect of a general meeting.

*Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.*

### **34. Postal ballots**

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

## **Part 5 - Miscellaneous**

### **35. Insurance**

The association may effect and maintain insurance.

### **36. Funds - source**

- (1) The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **37. Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the committee or employees of the association, being members or employees authorised to do so by the committee.

### **38. Change of name, objects and constitution**

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

### **39. Custody of books etc**

Except as otherwise provided by this constitution, the public officer must keep in his or her custody or under his or her control all records, books and other documents relating to the association.

### **40. Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all committee meetings and general meetings of the association.

- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

#### **41. Service of notices**

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

#### **42. Financial year**

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

*Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.*

#### **43. Association Organisations**

- 43.1 Parish Church groups and organisations may operate within the **association** with the approval of the **committee** provided the rules of any such group or organisation are approved by the **committee** and comply in all respects with this Constitution.
- 43.2 All income derived from any activities of parish church organisations shall be the property of the **association** to be used in the first instance to meet the needs of the **committee**, the **association** and for charitable objectives.

- 43.3 Representation of the **association** externally and all fund raising activities shall be conducted by association's organisations only with the approval of the **committee**.
- 43.4 In the event of dissolution of a **association's** church organisation all its property, funds, and all records and files shall be handed over to the **committee**. (See also Section 17).

#### **44. Registration of the Real Estate of the Association (Parish)**

All real estate of the parish, the church, the buildings, land and other assets are the property of the Parish shall be legally registered in the name of the Parish.

#### **45. Association (Parish) Assets**

- 45.1 Parish assets, real estate and other property is the property and is under the control of the Parish for its purposes and for the use of its members.
- 45.2 No parish property may be divided amongst the Association (Parish) Members.

#### **46. Alterations and additions to the Constitution**

Subject to Clause 38 of this Constitution and in accordance with Section 10 of the Act:

- 46.1 This Constitution may only be altered by special resolution of a general meeting of the Association.
- 46.2 Amendments, to Clauses 1.1 to 1.6 inclusive, 48 and 49 of this Constitution shall not pass unless there is a majority vote in favour comprising a minimum of 75% of ALL financial members.

Any other amendment or variation or addition to this Constitution shall not pass unless there is a majority vote in favour comprising a minimum of 75% of financial Parish members present and voting at any General Meeting at which such amendment variation or addition is voted upon.

- 46.3 An application to the for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a committee member.

An alteration of this Constitution does not take effect unless or until it is registered.

#### **47. Dissolution or winding up of the Association (Parish)**



- 47.1 Dissolution or liquidation of the **association** as an organisation may take place on the basis of a resolution at an Extraordinary General Meeting adopted by a majority of not less than three quarters of all financial **association members** and a quorum being three quarters of all financial Parish Members.
- 47.2 In the case of dissolution or liquidation of the **association**, its assets after settlement of all outstanding debts and financial obligations must not be distributed among **association members** or a group of association members or to any individual or former members of the association.
- 47.3 Subject to the Act and any court order made under section 63 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.
- 47.4 The body to which the surplus assets are to be given must be decided by special resolution of an Extraordinary (special) general Meeting.

#### **48. Parish Priest and Clergy**

- 48.1 The Office of the Parish Priest may be held only by an ordained priest of the Orthodox Christian faith preferably of Ukrainian heritage.
- 48.2 The duties of the Parish Priest within the Parish shall include:
- a) to celebrate regularly the Divine Service and to administer the Holy Sacraments to the faithful in accordance with the traditions of the Ukrainian Orthodox Church.
  - b) to enlighten, counsel, comfort, and visit members of the Parish;
  - c) to oversee all cultural and educational activities within the Parish and the upbringing of the young people on the basis of Christian morality;
  - d) to maintain the Parish Register of Births, Christenings, Marriages, and Deaths of the Parish Members which are and shall always remain the property of the Parish.
  - e) to direct the work of the Parish clergy and church assistants and in all respects to undertake such duties in an atmosphere of goodwill and harmony with the Parish Council and Parishioners abiding at all times with this Constitution.
- 48.3 Any disagreement between the Parish Priest and the **committee** or the **association members**, which cannot be resolved within the **association**, shall

be referred for decision to the next Extraordinary or Annual General Meeting of the association..

48.4 The Parish Priest may be suspended and/or removed by a decision at an Extraordinary or Annual General Meeting of members of the association with a 75% majority.

## Appendix 1 Application for membership of association

(Clause 3 (1))

### APPLICATION FOR MEMBERSHIP

#### UKRAINIAN AUTOCEPHALIC CHURCH COMMUNITY OF HOLY TRANSFIGURATION IN BLACKTOWN Inc.

(incorporated under the *Associations Incorporation Act 2009*)

Family Name:	
First Name:	
Address :	
Tel:	
Email:	
Fee / Receipt No.	

I hereby apply to become a member of the above named incorporated association.

I support the purposes of the (Association).

I am not a member of another SIMILAR association (parish).

In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

Signature of applicant	
Date:	

Application accepted / rejected and entered in the minutes of the committee meeting on

.....

**Committee Chairman:**

Applicant notified in writing / email .....

The Secretary has entered the name and address of the new member, and the date of becoming a member, in the register of members. ....

**Secretary:**