

Greek Museum of Adelaide Incorporated

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Greek Museum of Adelaide Incorporated

Constitution (Rules)

1 Name of the Association

- 1.1 The name of the association is “Greek Museum of Adelaide Incorporated” referred to herein as “the Association”.
- 1.2 The term “Greek Museum of Adelaide” may be used where appropriate on various platforms for purposes including, but not limited to, publicity, promotion, marketing, and advertising.
- 1.3 The acronym “GMA” may be used herein and elsewhere to refer to and denote the “Greek Museum of Adelaide Inc”.

2 Objects

2.1 The primary objects of the Association are:

- a) to establish and operate a museum and information resource centre (library) open to the public for the benefit of the South Australian community.
- b) the collection, preservation, restoration and display of:
 - (i) documents and memorabilia relating to family and migration history and genealogy of Greeks to Australasia.
 - (ii) traditional objects, heirlooms and memorabilia with Greek origin or association, including but not limited to, costumes and uniforms, woven fabrics, tools, replicas of archaic art and other objects that, in the opinion of the Committee, are worthy of retention and display within the Greek Museum.
- c) to establish and operate a reference and lending library and research centre focussing on Hellenism including, but not limited to, historical photos, maps, books and other publications
- d) to promote, encourage and foster the study, education, research and knowledge of Hellenism
- e) to liaise and reciprocate with other bodies having similar aims and objects
- f) to convene and conduct meetings of members (for the purpose of furthering the objects of the Association).

2.2 The other objects of the Association include: deliberately left blank.

3 Powers

- 3.1 The Association shall have all the powers conferred by Section 25 of the *Associations Incorporation Act, 1985* (“the Act”).
- 3.2 In addition, the Association shall have the following powers:

4 Membership

- 4.1 In these Rules, whenever the term “member” is used without qualification it shall include all categories of membership. The term “financial member” shall include Ordinary Members, Associate Members and Affiliate Members whose subscriptions are not in arrears, and all Life Members.
- 4.1.1 Each applicant for admission as an Ordinary, Associate or Affiliate Member must apply to the Management Committee in a prescribed manner, pay the applicable amounts and agree to comply with these Rules. Any natural person approved by the Management Committee shall be admitted as a member in the appropriate category.
- 4.1.2 Membership, as an Ordinary, Associate or Affiliate Member shall commence upon payment of the appropriate subscription and any applicable joining fee, shall be for a period of 1 year and shall continue upon an annual subscription, payable on the within one month of the anniversary of that commencement.
- 4.1.3 Any member may resign from the Association by giving written notice to the Association.
- 4.1.4 Any member who is unfinancial for 23 months or more can have their membership withdrawn and be removed from the Register of Members and have no further entitlement within the Association.
- 4.1.5 The membership of a person ceases on resignation, removal, expulsion or death. In these cases, the Register of Members must record the date on which the membership ceased.
- 4.1.6 In all changes to membership status and details, the Secretary must ensure the Register of Members is maintained to reflect all required membership information as soon as practicable.
- 4.2 Membership of the Association may consist of/comprise:
- 4.2.1 Ordinary Members, being any natural persons, who are entitled to vote and hold office in the Association;
- 4.2.2 Associate Members, being any natural persons, who are entitled to vote and hold office in the Association and who are an immediate relative or partner of, and reside with, an Ordinary or Life Member. Associate Members shall not be entitled to receive copies of the Association’s correspondence or publications as part of their membership subscription;
- 4.2.3 Life Members, being Ordinary or Associate members, who have all the privileges of membership without the payment of membership subscriptions. Life Memberships shall be conferred, no earlier than 2025, on members who have rendered outstanding service to the Association by ordinary resolution of members at the annual general meeting, shall be elected by resolution of a general meeting of members on the recommendation of the Management Committee. Life Members shall have all the privileges of membership without the payment of subscriptions shall not be, at any one time, more than ten (10) Life Members; and

- 4.2.4 Affiliate Members, being any natural persons, who are only entitled to full member access to the Association's website. Affiliate members are not entitled to vote or hold office in the Association.

5 Subscriptions

- 5.1 Annual subscriptions and joining fees shall be determined from time to time by the Management Committee of the Association in a meeting of the Management Committee.
- 5.2 Subscriptions for Ordinary Members may include a range of concessions as approved by the Management Committee of the Association in a meeting of the Management Committee.
- 5.3 Subscriptions and joining fees may be reduced at the discretion of the Management Committee for those persons who are in necessitous circumstances.
- 5.4 No member whose subscription is in arrears shall be entitled to claim any right or privilege in the Association.
- 5.5 The rights of a member are not transferable and end when the membership of that member ceases.

6 Voting Rights

- 6.1 Every financial member (other than an affiliate member) shall be entitled to one vote:-
- 6.1.1 for election of the Management Committee, in person or by absentee vote as allowed for in Rule 12.6; and
- 6.1.2 for all other business in person or by written proxy.
- 6.2 A financial member (other than an affiliate member) shall be entitled to appoint in writing, in an approved format approved by the Management Committee, any other financial voting member as their proxy. Proxies must be received no less than 24 hours before the advertised start of the meeting.

7 Disciplinary Action

- 7.1 The Management Committee may discipline, or suspend or terminate the membership of any member who, in the Management Committee's opinion, has failed to comply with these Rules, or has refused to support the purposes of the Association or has acted in a manner detrimental to the Association, subject to providing written notice to the member about the matter and giving the member an opportunity to be heard or make a written statement.
- 7.2 A person who has been advised of pending disciplinary action or suspension or termination of their membership of the Association under Rule 7.1 may give written notice of their intention to appeal provided that such written notice is received by the Secretary within 7 days of being advised of the disciplinary action. The Management Committee must consider and decide upon any such appeal within 21 days of receipt of the written notice.
- 7.3 Any member who has appealed a disciplinary ruling under 7.2 shall not be disciplined or have their membership terminated unless the appeal is rejected by the Management Committee.
- 7.4 Any member (or former member who has been suspended or expelled in the immediately prior six-month period) of the Association who believes that the affairs

of the Association are being conducted in a manner that is oppressive or unreasonable can apply to the Court for an order under the Act.

8 Grievance Procedures

8.1 The grievance procedure applies to disputes under these Rules between a member and another member, or a member and the Management Committee or a member and the Association.

8.2 Parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

8.3 If the parties to a dispute are unable to resolve the dispute between themselves within the 14 days, the parties must within 10 days from that time notify the Management Committee of the dispute and agree to the appointment of an independent mediator.

8.4 The mediator must be either a person chosen by agreement between the parties, or a person appointed by the Management Committee, or a person recommended by the Law Association of South Australia.

8.5 The mediator must ensure natural justice is accorded to all parties to the dispute throughout the mediation process and must not determine the outcome of the dispute.

8.6 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

9 Recognition and Titles

9.1 The Management Committee shall have the power to confer titles upon any member (other than an Affiliate Member) who has rendered valuable service to the Association for an aggregate period of not less than ten (10) years.

9.2 Any member who contributed to the initial funding of the Association a sum of not less than one hundred (100) dollars prior to the 30th June 2019, being in addition to the annual subscription, shall be considered as a “Foundation Member” and so referred to in various publications and forums of the Association.

9.3 A position of Immediate Past President may be used to extend the privileges of a Management Committee member to a person retiring from the office of the President and from Council, for the duration of the presidency of the succeeding President/for a period until the next AGM at which elections are held. This conferred title/position does not carry any voting rights.

10 Management Committee and Officers

10.1 The affairs and undertakings of the Association shall be managed by a Management Committee comprising seven (7) adult persons, and there shall be no more than 2 vacancies at any given time.

10.2 The Officers of the Association shall be a President, not more than two Vice-Presidents, a Secretary, a Treasurer and a Public Officer.

10.3 The Officers of the Association except the Public Officer shall be elected annually by the Management Committee from among their own number at a meeting of the Management Committee held within one calendar month of the annual general meeting.

10.4 The Public Officer shall be a financial member (other than an Affiliate Member) of the Association who may be a Management Committee member or a holder of any other office and shall be appointed by the Management Committee from time to time.

10.5 Management Committee members shall be financial members (other than affiliate members) of the Association of not less than one year's continuous standing immediately prior to their nomination and shall act in an honorary capacity as members of the Management Committee.

10.6 A member of the Management Committee shall not be a natural person who is or becomes disqualified by the Act, expelled under these Rules, or incapacitated by ill health.

11 Patrons

11.1 The Management Committee may appoint any natural persons as patrons and vice-patrons of the Association who need not be members of the Association.

12 Elections of Management Committee

12.1 Election to the Management Committee shall be held biennially (every two years). Management Committee members shall hold office from the conclusion of the annual general meeting at which they are declared elected and shall retire from office at the annual general meeting two years hence. Each retiring member shall be eligible for re-election.

12.2 At each biennial annual general meeting the Management Committee shall retire from office. Each retiring Management Committee member shall be eligible for re-election.

12.3 An Elections Sub-committee and a Scrutineer shall be appointed by the Management Committee no later than two months prior to the elections. The Sub-committee shall have complete control of the conduct of the election. The Scrutineer is to represent the interests of the candidates in the validation and counting of the votes.

12.3.1 The Elections Sub-committee and Scrutineer shall be financial members of the Association.

12.3.2 Neither the Sub-Committee nor the Scrutineer shall be employees of nor hold any other office in the Association.

12.3.3 All candidates for election shall be financial and entitled to vote. Any members unfinancial at any time between the submission of the nomination and the closing of the ballot box will not be eligible for election.

12.3.4 Elections shall be determined in order of those receiving the greater number of votes. In the event of a tie for the last remaining vacancy, the matter will be decided by lot conducted by the Sub-committee.

12.4 Nominations for the Management Committee shall be called for no later two (2) months prior to the designated date of the elections. Each eligible candidate for the Management Committee shall be nominated by two financial members (other than affiliate members) on a form prescribed by the Management Committee. The nomination form shall be signed by the proposers and by the nominee and delivered along with a supporting statement of no more than 200 words to the Sub-committee of the Association within one month following the call for nominations.

12.5 If the number of nominations for the Management Committee does not exceed the number of vacancies, those persons shall be declared elected (by the Sub-committee). Remaining vacancies may be filled by the members (other than affiliate members) at the annual general meeting notwithstanding any other provision of these Rules.

12.6 If the number of nominations received for the Management Committee exceeds the number of vacancies a secret ballot shall be conducted at the annual general meeting.

12.7 Nominations can be withdrawn by written notice from the nominee at any time prior to the commencement of the annual general meeting

13 Management Committee Vacancies

13.1 The office of a Management Committee member shall become vacant if a Management Committee member:

13.1.1 becomes disqualified in accordance with Rule 10.6; or

13.1.2 resigns or is removed as a member of the Association; or

13.1.3 resigns from the Management Committee in writing to the Secretary; or

13.1.4 is absent without leave of the Management Committee from either three consecutive meetings of Management Committee, or more than three meetings of the Management Committee in a Management Committee year without leave of Management Committee.

13.2 When a casual vacancy occurs the Management Committee may elect any eligible member of the Association to fill such vacancy.

14 Proceedings of Management Committee

14.1 The Management Committee may exercise all powers of the Association other than those required to be dealt with in a general meeting and shall meet at least every three months.

14.1.1 The Management Committee may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all the Members of Management Committee.

14.2 A meeting of the Management Committee shall be summoned by the President at any time or by the Secretary upon the request of three Management Committee members and held within twenty-one (21) days.

14.3 A quorum for a meeting of the Management Committee shall be (four (4) Management Committee either in person or in accordance with Rule 14.1.1 No item of business can be resolved if a quorum is not present during the time that the item is being considered.

14.4 If the President is not present within fifteen minutes after the time fixed for the start of the meeting, the Management Committee members present shall choose one of the Vice-Presidents or one of their number to chair the meeting.

14.5 Matters arising at any meeting which require resolution by vote, may in the event of a tie, be decided by the casting vote of the Chairman. This vote shall be in addition to any deliberative vote entitlement.

14.6 Where business needs to be transacted outside of Management Committee meetings a resolution, approved by a majority of Management Committee members in identical official form, shall be as valid as if it had been passed at a duly convened Management Committee meeting.

14.7 A Management Committee member having any personal or pecuniary interest in any business dealings of the Association, must disclose that interest to the Management Committee and shall not vote with respect to that matter.

14.8 If the number of Management Committee members falls below the minimum in Rule 10.1, the Management Committee shall either, act either to increase the number, or to call a special general meeting of the Association, but shall not act for any other purpose.

14.9 The Management Committee may delegate any of its powers and responsibilities (except the power to delegate) to sub-committees, or to committees of members of the Association or to any member appointed to an office for special duties as it sees fit. Such committees and

officers shall conform to any direction of Management Committee and to these Rules. A Committee may hold their meetings by using any technology (such as video or teleconferencing) that is agreed to by all of the Members of that Committee.

14.10 The Management Committee may formulate by-laws for the regulation of Association business.

15 General Meetings of Members

15.1 Any general meeting of the members of Association other than the annual general meeting is a special general meeting. The Management Committee can convene a special general meeting whenever it thinks fit.

15.2 At least twenty-one (21) days written notice of any general meeting shall be given to members. The notice shall set out the venue and time of the meeting and the nature and order of the business to be transacted.

15.3 A written notice may be given by the Association to any member by serving the member the notice personally, by sending electronically to an e-mail or other electronic address advised by the member, or by sending it by post to the address shown in the Register of Members.

15.4 Any business may be considered at a general meeting providing:

15.4.1 the mover and seconder of every motion have lodged with the Secretary a signed written notice of the motion; and

15.4.2 the motion has been included in the notice of the meeting.

16 Annual General Meeting

16.1 An annual general meeting of the Association shall be called not later than five calendar months after the end of the financial year.

16.2 Business to be conducted at the annual general meeting is:-

16.2.1 confirmation of the minutes of the previous annual general meeting and any special general meeting held since then;

16.2.2 presentation and receipt of reports from the President, the Management Committee and committees;

16.2.3 presentation and receipt of the financial statements and audit report;

16.2.4 election of Management Committee members;

16.2.5 appointment of a registered auditor; and

16.2.6 any other business for which due written notice has been given.

17 Special General Meeting

17.1 Special general meetings shall be summoned within twenty-one days, by the Secretary receiving:

17.1.1 a written request stating the purpose of the meeting and signed by three members of the Management Committee, or

17.1.2 a written request stating the purpose of the meeting and signed by of financial members (other than affiliate members) numbering not less than the number required to form a quorum.

17.2 If a meeting is not called nor the matter is not resolved within the twenty-one (21) days, those making the request may convene a meeting to be held within three (3) months to

consider only the original purpose of meeting. The resources of the Association shall be available for calling such a meeting in accordance with Rule 15.

18 Alterations to Constitution

18.1 No alteration or addition can be made to the Constitution except at a general meeting duly convened for that purpose. A special resolution is required to amend the Constitution and must be passed by a three-quarter majority of those present and voting (including proxy votes).

19 Proceedings at Meetings

19.1 Sixty (60%) percent of financial members (other than affiliate members) present in person shall constitute a quorum at any general meeting.

19.2 The President shall preside as chairman at a general meeting or if the President is not present within fifteen minutes of the time fixed for the meeting or is unable to act, the Management Committee members present shall choose one of their number present to chair the meeting.

19.3 Quorum not present

19.3.1 If within fifteen minutes from the time appointed for the meeting a quorum of members is not present, a meeting convened under Rule 17 shall lapse.

19.3.2 In any other case the meeting shall stand adjourned either to the same day in the next week at the same time and place, or as the Management Committee determines.

19.4 If at a meeting adjourned under Rule 19.3.1 or rule 19.3.2 a quorum is not present within fifteen minutes of the time appointed for the adjourned meeting, the financial members (other than affiliate members) present shall constitute a quorum provided that the number of Management Committee members present is not less than the number required in Rule 14.3 for a quorum of Management Committee.

19.5 Any meeting at which a quorum of members is present may be adjourned, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

19.6 Any motion put at a general meeting will be decided on a show of hands and a count of proxy votes unless a secret ballot is approved by the meeting.

On any matter (except in the case of a special resolution being required), the motion must be decided on a majority of votes. If the matter is not resolved when put to the vote, the chairman will be entitled to a casting in addition to a deliberative vote.

20 Minutes

20.1 Minutes shall be kept of proceedings and all resolutions on which a vote is taken at all general meetings and meetings of Management Committee, Branch and committees and be made available to members on written request subject to any confidential, personal, employment, commercial or legal matters which preclude the release of such information. These minutes shall include the appointments of officers. The names of all members present shall be recorded either in the minutes or in an attendance record.

21 Financial Year, Accounts, and Common Seal

21.1 The financial year of the Association shall end on the 30th June each year.

21.2 Records

21.2.1 The Association shall keep accounting records in such manner as to fairly present the financial operations of the Association.

21.2.2 The accounting records shall be kept at the office of the Association or wherever a Management Committee resolution determines from time to time and shall always be open to inspection by Management Committee members.

21.3 At each annual general meeting, the Management Committee shall lay before the Association an audited Income and Expenditure Statement and Balance Sheet for the preceding financial year.

21.4 The Management Committee shall provide for the safe custody of the Common Seal (if used) which shall be used only by the authority of an ordinary resolution of Management Committee and every instrument to which the Seal is affixed shall be signed by the President (or a Vice-President) and shall be counter-signed by the Secretary (or by another member of Management Committee appointed by the Management Committee for that purpose).

22 Indemnity

22.1 Members of Management Committee and every person authorised to act for the Association may be indemnified against any liability or cost in defending any proceedings whether civil or criminal incurred in such capacity, in which judgement is given in their favour or they are acquitted.

23 Winding Up, Application of Surplus Assets

23.1 The Association may be dissolved at a special general meeting convened for that purpose by a resolution passed by a three-quarter majority of those present and voting (including proxy votes) in accordance with Rule 16/17. Such resolution may give instructions for the disposal of any assets or property held by or in the name of the Association if any remains after satisfaction of all debts and liabilities. Such assets and property shall not be paid to or distributed among the members of the Association but shall be transferred to one or more incorporated associations incorporated in South Australia having objects similar to the Association, which have within their Rules a similar restriction preventing the distribution of assets to members.

24 Prohibition against securing profits for members

24.1 The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to its members except as bona fide compensation for authorised services rendered or expenses incurred on behalf of the Association.

25 Application of Associations Incorporation Act 1985

25.1 That where this Constitution is in conflict with the *Associations Incorporation Act 1985* then that Act shall be paramount or where the Constitution is silent on any matter then the provisions of that Act shall be used.

26 Winding up of Museum/Library Fund

26.1 If the Museum/Library Fund is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the Museum/Library Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

27 Definitions

27.1 Unless a contrary definition appears, in this Constitution/Rules:

Act means the South Australian *Associations Incorporation Act 1985* and any Regulations made under that Act.

Association means the Greek Museum of Adelaide Incorporated.

Rules means the terms in this Constitution that represent the contract between the Association and its members.

Management Committee means that elected body of members responsible for managing and controlling the affairs of the Association.

Natural Person means an individual human being.

Adult Person means a natural person who has reached the age of eighteen years.

Member means a natural person who is member of the Association whose membership has been approved by the Management Committee of the Association.

Ordinary Member means a natural person who is a member of the Association who is entitled to vote, to hold office in the Association and to enjoy all other rights and privileges available to full members of the Association.

Associate Member means a natural person who resides with an Ordinary or Life Member and who is entitled to vote, hold office in the Association and be entitled to all other rights and privileges available to full members of the Association.

Affiliate Member being a natural person, who is only entitled to full member access to the Association's website. An Affiliate Member is not entitled to vote or hold office in the Association.

Voting Member means any financial member who is entitled to vote at any general meeting of the Association.

Register of Members means that register of members that includes their name, membership details, date admitted to membership, date removed from membership, their status, their contact details and any other information as determined by the Management Committee.

In Arrears means membership subscriptions not paid after the due date of renewal.

Financial Year means that twelve-month period from 1 July one year to 30 June the following year.

Management Committee Meeting means a meeting of elected Management Committee members held to transact Association business held in accordance with these Rules.

General Meeting means a general meeting of members convened in accordance with these Rules and includes the annual general meeting and any special general meeting.

Annual General Meeting means the annual general meeting of members convened in accordance with these Rules.

Ordinary Resolution means a motion that requires a majority of those members voting in person or voting by proxy in favour of the resolution provided that due notice has been given to the members.

Special General Meeting means any general meeting of members that is not an Annual General Meeting and convened in accordance with these Rules.

Special Resolution means a motion that requires a majority of at least 75% of those members voting in person or voting by proxy in favour of the resolution provided that due notice has been given to the members.

Majority means a simple majority where the number of members voting in the same way on a motion equals or exceeds the required percentage of those present (in person or by proxy (where allowed)) at the time of the vote provided that enough members are present to form a quorum.

Deductible Gift Recipient means the Association is approved by the Australian Tax Office to receive donations for which the donor is entitled to claim a tax deduction.

Museum/Library Fund means that account to which donated monies and gifts are received and from which are expended on purposes for which Deductible Gift Recipient status was granted.

Written Notice

- a. to a member means any communication handed to the member, posted to the member at their address in the Register of Members or sent by e-mail or any other electronic means to an associated address in the Register of Members.
- b. from a member means any communication handed to the Association, posted to the Association's postal address or sent by e-mail or any other electronic means to an official e-mail or other electronic address of the Association.