

Greek Museum of Adelaide
Constitution
AMENDED EDITION 2022

Approved by members at a Special Meeting dated 11/12/2022

Greek Museum of Adelaide Incorporated has included amendments to our Constitution (06/05/2019) for the first time since 9 May 2019 (incorporation date). This amended version includes many important alterations, updating and integrating the 2019 constitution with rules recommended by the Associations Incorporation Act as well as its own rules unique to Greek Museum of Adelaide.

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1. Interpretation

1.1 In these rules –

‘ACNC’ means the Australian Charities & Not-for-profits Commission.

‘ACT’ means the current amended versions of the Associations Incorporation Act 1985 and Associations Incorporation Regulations 2008. Where the Act and these rules are in conflict the Act will prevail. (Section 1B Act). ‘

adult’ means a person 18 years of age or older

‘artefact’ encompasses a broad range of objects but not limited to books, coins, costumes, furniture, hobby collections, household items, manuscripts, migration documents, newspapers, musical instruments, pictures, posters, records, relics, tools, toys, weapons, works of art, and any similar objects that people have invented, manufactured or used for all human activity including spiritual beliefs and similar.

‘Association ’and **‘Museum’** means the Greek Museum of Adelaide Incorporated

‘associated membership’ is a membership without voting rights.’

‘Board’ means an elected group of **‘responsible persons’** overseeing the management of the Museum through the Working committee.

‘casual vacancy’ means a vacancy that occurs when an elected member of the management committee resigns, dies or otherwise ceases to hold office.

‘collection’ means a group of individual physical and/or digitally kept artefacts, including their history and stories, considering their local, national, historic, scientific, artistic, spiritual, architectural and agricultural significance and as outlined in Objects in rule 3 under the control of the Museum.

‘executive committee’ consists of the president, vice-president, secretary and treasurer.

‘general meeting’ and **‘special general meeting’** called for a specific purpose as outlined in rule 37.

‘Greek Museum of Adelaide Incorporated’ is referred to as museum or the Museum in this document.

‘immediate past president’ means the person who held the position of president immediately preceding the current president of the museum.

‘member’ means a member of the Museum.

'museum' defined as an institution which helps people understand the world by using objects and ideas to interpret the past and present and explore the future. A museum preserves and researches collections, and makes objects and information accessible in actual and virtual environments. Museums are established for the public benefit as permanent, not-for-profit organisations that contribute long-term value to communities.

'nominated representative' means a person who represents an associated member, see rule 9.

'present' in working committee meeting and general meeting, see rule 40.4

'proxy vote' is a vote where an absent voting member appoints another person, not necessarily a member, to represent them or their voting decisions as required in rule 42.

'rules' the methods of operations of meetings and the like, explanations of objects, powers and every member's rights as outlined in this document.

'quorum in a special, general or annual meeting' means a meeting capable of conducting business because sufficient members are present. Sufficient is defined in rule 38.1

'responsible persons' as determined by the ACNC governance standards and means a member of the museum Board.

'self-generated funds' means funds raised by the museum's own activities and excludes recurring grants.

'significance', an artefact of significance is determined by using the primary measures of the artefacts historical, social, aesthetic and research values and the secondary assessment criteria referring to the provenance, rarity, condition and interpretive capacity of that artefact.

'social history' is a broad branch of history that concentrates on the social, economic and cultural experiences of a people in the past. It envelops issues of human activity including demographic changes, indigenous life, ethnicity, labour, gender, family, education, urban, rural, religion, commerce, government, military service and the like.

'Working committee' an elected group of members, managing the day-to-day activities of the museum consisting of the executive of the Board and at least 3 others.

'voting rights' means that a person has the right to vote on all matters affecting the Museum where such matters are subject to 'election or selection'.

2. Name of the Museum

2.1 The name of the incorporated association is “Greek Museum of Adelaide Incorporated” referred to herein as “the Association”.

2.2 The term “Greek Museum of Adelaide” may be used, with authorization, where appropriate on various platforms for purposes including, but not limited to, publicity, promotion, marketing, and advertising.

^{1}
{SEP}

2.3 The acronym “GMA” may be used herein and elsewhere to refer to and denote the “Greek Museum of Adelaide Incorporated”.

3. Objects

The Museum is established to be a charity whose purpose is to benefit and engage the public by:

- a. collecting and protecting significant artefacts that characterize the social history of the Greek people who have or had migrated, lived and are living in Adelaide, South Australia and Australia more generally;
- b. preserving, conserving and restoring those artefacts;
- c. displaying, presenting and exhibiting the artefacts in a manner that will attract visitors to the museum;
- d. gathering historical knowledge, stories of interest and documentation associated with the artefacts and the people who used or gifted the artefacts;
- e. securely managing the historical information so that it is easily retrieved;
- f. encouraging studies and research of the social history and culture of Greek people in Adelaide, South Australia and Australia;
- g. promoting the interchange of social history between museum members and the public by instigating exhibitions, lectures, readings, discussions and other events;
- h. gathering archival paper and recorded materials from Greek Clubs, Societies or private individual and creating digital archives;
- i. developing and improving the assets of the Museum to achieve the objects listed;
- j. doing all other things that further, are in aid of, or are ancillary or incidental to the Museum’s purpose.

4. Powers

4.1 The Association shall have all the powers conferred by Section 25 of the Associations Incorporation Act, 1985 (“the Act”). ^{1}
{SEP}

4.2 The Museum has the powers to:

- a) enter into contracts; and
- b) acquire, hold, deal with and dispose of property; and
- c) make charges for services and facilities it supplies; and
- d) do such other things necessary or appropriate to be done in carrying out its affairs.

- 4.3 In the event that the Museum has surplus self-generated funds in a particular financial year, in addition to exercising its other powers, the Board may decide to allocate those surplus funds into the following accounts:
- (a) Term deposits or similar for withdrawal in emergencies or for the normal replacement or upgrading of museum assets.
 - (b) Long term investments for capital allocated to the museum reserves-Future Fund. These funds have restricted access and the sole purpose is to create a long-term annuity type income for the museum.
- 4.4 The use of income earned from funds invested in 4.3 may be determined by the Board, and ratified as necessary at an AGM.
- 4.5 With the exception noted in 4.4, to withdraw funds from the accounts in 4.3, the following applies
- (a) To withdraw capital funds defined in 4.3(a) both a majority vote of the Board and a majority vote of members attending a general meeting where this is on the agenda are required.
 - (b) To withdraw capital funds defined in 4.3(b), seventy five percent of the Board must approve the withdrawal of those funds at a meeting before a special resolution is then passed at a general meeting by members in the form required in rule 41.
- 4.6 The Museum prohibits any action or endeavour that secures profits for its members (Section 55 of the Act).

5. Membership - Classes of members

The membership of the Museum consists of the following classes of membership:

- 5.1 Ordinary membership (members with voting rights):
- (a) Individual members; and
 - (b) Foundation members; and
 - (c) Honorary life members.
- 5.2 Associated membership (members not having voting rights):
- (a) Community-group associate members;
 - (b) School-group associate members;
 - (c) Business associate members; and
 - (d) Other associated members as determined by the Working committee.
- 5.3 The number of members is unlimited.

6. Eligibility for membership

6.1 Individual membership

Any adult may apply for Individual membership of the Museum whether such applicant is of Greek origin, has direct Greek lineage or of non-Greek background.

6.2 Foundation membership

If any member contributed a sum of not less than one hundred (100) dollars in addition to the annual subscription prior to the 30th of June 2019 is conferred the title of Foundation Member and so honored in publications and forums of the Museum.

6.3 Honorary life membership

(a) If, in the opinion of 75% of the Board, a person has rendered long and or outstanding service to the Museum, the Board may nominate that person as an Honorary life members of the Museum.

(b) A person nominated becomes a Honorary life member of the Museum following:

- the person consenting in writing to be a Life member; and
- the nomination being approved by an ordinary resolution of members at a general meeting.

(c) The Board may only nominate one (1) person to be a Life member each financial year.

6.4 Community-group associate membership

Anybody, whether incorporated or unincorporated, which is either:

- a community group; or
- a church;

may apply for Community-group associate membership of the Museum.

6.5 School-group associate membership

The following may apply for School-group associate membership of the Museum:

- a kindergarten; or
- a school offering either primary, secondary or tertiary education.

6.6 Business associate membership

Any entity, whether a sole trader, partnership or company may apply for Business associate membership of the Museum.

6.7 Entitlements of Different categories of membership

- (a) Individual members, Foundation members and life members:
- have the right to receive notices of and to attend and be heard at any meeting of members;
 - have a right to vote at any meeting of the members; and
 - are eligible to be elected to the Board or Working Committee under sub rule 21.
- (b) Community-group associate members, school-group associate member, business associate members and their respective nominate representatives:
- have the right to receive notices of and attend and be heard at any meeting of members;
 - do not have a right to vote at any meeting of the members; and
 - are not eligible to be elected to the Board or Working Committee under sub rule 21.

7. New Members

- 7.1 An application for membership:
- (a) in writing;
- (b) appropriately signed by the applicant; and
- (c) in the form decided by the Working Committee.
- 7.2 An application may be delivered to the secretary or treasurer by post or digital.

8. Membership fees

- 8.1 The subscription and joining fees for each class of membership shall be determined by the Board and Working Committee and shall be for a period of one year (1) and shall continue upon an annual subscription, payable on the date or within one month (1) of the anniversary of the commencement of that membership.
- 8.2 Individual subscription fees may attract a range of concessions as approved by the Board and Working Committee.
- 8.3 The fee for each class of membership shall be due and payable when, and in the manner, the Board and Working Committee decide.

- 8.4 A Life member shall not be required to pay any membership fee.
- 8.5 The method of payment for any annual subscription shall be determined by the Board and Working Committee.
- 8.6 Where a member's subscription is in arrears they shall not be entitled to claim Museum rights and privileges.

9. Nominated representative

- 9.1 If an applicant for membership is not an individual (that is, it is either an incorporated or unincorporated body), it must nominate 1 person (**nominated representative**) to represent it in the Museum. The application form must:
- state the name and address of the nominated representative; and
 - be signed by the nominated representative.

10. When membership ends

- 10.1 A member may resign from the Museum at any time by giving notice in writing or in person or by phone to the secretary, president or treasurer.
- 10.2 The resignation takes effect at:
- (a) the time such notice is received by the secretary or
 - (b) if a later date is specified in the notice - that later date.
- 10.3 The Working committee may terminate a member's membership if the member –
- (a) fails to comply with any of the provisions of these rules; or
 - (b) has fees in arrears for a period of twenty-three (23) months or more; or
 - (c) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Museum.
- 10.4 Before the Working committee terminates a membership, the committee must give the member full and fair opportunity to show why their membership should not be terminated.
- 10.5 If, after considering all representations made by the member, the Working committee decides to terminate the membership, the secretary of the Museum

must give the member a written notice of the decision.

- 10.6 Membership of an Individual member, Family member and Life member ceases on resignation, expulsion or death.
- 10.7 Membership of an Associated membership ceases on resignation or expulsion.

11. Appeal against termination of membership

- 11.1 A person whose membership has been terminated may give the secretary written notice of the person's intention to appeal against the decision.
- 11.2 A notice of intention to appeal must be given to the secretary within seven (7) days after the person receives written notice of the decision.
- 11.3 If the secretary receives a notice of intention to appeal, the secretary must, within twenty-one (21) days after receiving the notice, call a special Working committee meeting to decide the appeal in accordance with rule 37.
- 11.4 At the special Working committee meeting to decide an appeal, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
- 11.5 Also, the Working committee and the members of the committee who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
- 11.6 An appeal must be decided by a majority vote of the members present.
- 11.7 Any member (or former member who has had their membership terminated in the prior six-month period) who believes that the termination was conducted in a manner that was oppressive or unreasonable can apply to the Court for an order under the Act.

12. Grievance Procedures

- 12.1 A member who has a complaint against or a dispute with another member, or a member of the Board or Working committee, or the Museum must attempt to resolve this grievance by taking the following steps:
- (i) manage the complaint/dispute between themselves within fourteen (14) days of the dispute/complaint coming to the attention of each party; and
 - (ii) if a resolution has not been reached notify the Board within ten (10) days of the break down of negotiations and agree to the appointment of an independent mediator.
- 12.2 The mediator must be either,
- (a) a person chosen by agreement between the parties, or
 - (b) a person appointed by the Board, or
 - (c) a person recommended by the Law Society of South Australia.
- 12.3 The mediator is to ensure that,
- (a) a full and fair opportunity is given to both parties to put forward their position, and
 - (b) they do not determine the outcome.
- 12.4 If a resolution is not achieved through mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise at Law.

13. Register of members

- 13.1 The Working committee must keep a register of members of the Museum.
- 13.2 The register must include the following particulars for each member and nominated representative (if applicable) –
- (a) the full name;
 - (b) the postal or residential address;
 - (c) the email and telephone contact details, if known;
 - (d) the date of admission as a member;
 - (e) the date of death or time of resignation;
 - (f) details about the termination or reinstatement of membership;
 - (g) any other particulars the Working committee or the members at a general meeting decide.
- 13.3 The register must be open for inspection by members of the Museum at all reasonable times.
- 13.4 A member must contact the secretary to arrange an inspection of the register.

- 13.5 However, the Working committee may, on the application of a member of the Museum, withhold information about the member (other than the members full name) from the register available for inspection if the Working committee has reasonable grounds for believing the disclosure of the information would put the member or the Association at risk of harm.
- 13.6 The register of members is to be maintained by the Treasurer.

14. Register of donors

- 14.1 The Working committee must keep a register of donors of artefacts and donations.
- 14.2 The register must include the following particulars for each donor -
- (a) the full name;
 - (b) the postal or residential address;
 - (c) the email and telephone contact details, if donor nominates this;
 - (d) the date and nature of the donation (money or artefact);
 - (e) a description of the donation;
 - (f) a photograph of the artefact; and
 - (g) any other particulars the Working committee or the members at a general meeting decide.
- 14.3 The register of donors is to be maintained by the Treasurer.

15. Prohibition on use of information on register of members and donors

- 15.1 A member of the Museum must not—
- (a) use information obtained from the register of members or donors of the Museum to contact, or send material to, another member of the Museum for the purpose of advertising for political, religious, charitable, or commercial purposes;
- or
- (b) disclose information obtained from the registers to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Museum for the purpose of advertising for political, religious, charitable or commercial purposes.

16. Appointment or election of secretary

- 16.1 The secretary must be an individual residing in Adelaide, who is –
(a) another member of the Museum; or
(b) elected by the Museum as secretary; or
(c) a member of the Museum's Working committee.
- 16.2 If a vacancy occurs in the office of secretary, the members of the Working committee must ensure a secretary is appointed or elected within one (1) month after the vacancy occurs.
- 16.3 If the Working committee appoints a Museum member as a secretary to fill a casual vacancy on the Working committee, that person automatically becomes a member of the Working committee.

17. Removal of secretary

- 17.1 The Board and Working committee of the Museum may at any time remove a person appointed by the committee as a secretary.
- 17.2 If the Board and Working committee removes a secretary who is a person mentioned in rule 16.1(b) the person remains a member of the Working committee.

18. Functions of secretary

- 18.1 The functions of the secretary include, but are not limited to –
(a) calling meetings of the Museum, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Museum; and
(b) keeping minutes of each meeting; and
(c) keeping copies of all correspondence and other documents relating to the Museum.
- 18.2 The secretary will serve on both the Board and the Working committee.

19. Membership of the Board and its responsibilities

- 19.1 The Board (**responsible persons**) comprises the following positions, each of which has voting rights:
- (a) the president;
 - (b) the vice-president;
 - (c) the treasurer;
 - (d) the secretary; and
 - (e) no less than 3 other members.
- 19.2 The executive committee of the Board (19.1 (a), (b), (c) and (d)) will be comprised of the persons holding the same positions on the Working committee.
- 19.3 The members of the Board shall be the officers of the Museum.
- 19.4 Members of the Board who are not members of the Working committee must retire from office after two (2) years, but are eligible, on nomination, for re-election at an annual general meeting.
- 19.5 The Board may invite any person or persons to attend its meetings as an observer or consultant; however such person or persons shall not have voting rights.
- 19.6 Subject to these rules or a resolution of the members of the Museum carried at a general meeting, the Board is to exercise an overview and directing role to the Working committee's general control and management of the administration of the affairs, property and funds of the Museum as stated in rule 25.
- 19.7 The Board will meet at least twice (2) yearly, inclusive of the Annual General Meeting.
- 19.8 Application of rules 22, 23, 24 and 26 with the exclusion of sub rule 26. 2 pertaining to the Working committee apply to the Board.

20. Public Officer

- 20.1 The president will undertake the responsibilities of the Public Officer.
- 20.2 The Public Officer's duties include but not limited to:
- (a) being the representative to the ATO;
 - (b) reporting any suspected corruption, misconduct, and maladministration; and
 - (c) overseeing tax affairs such as record keeping and submitting museum returns.
- 20.3 The president as the Public Officer will have the authority to appoint another member of the Board to undertake any of the above duties (20.2) from time to time when it is deemed appropriate.
- 20.4 The position of Public Officer must be filled within 28 days of vacancy.

21. Membership of Working committee

- 21.1 The Working committee comprises the following positions, each of which has voting rights:
- (a) the president;
 - (b) the vice-president;
 - (c) the treasurer;
 - (d) the secretary; and
 - (e) no less than 3 other committee members.
- 21.2 The Working committee will report to and be guided by the Board through formal and informal meetings.
- 21.3 The immediate past president may be elected to a position on the Working committee under rule 29.
- 21.4 The Working committee may invite any person or persons to attend its meetings as an observer or consultant; however, such person or persons shall have no voting rights.
- 21.5 At each annual general meeting the members of the Working committee must retire from office if their tenure (2 years) is at end, but are eligible, on nomination, for re-election for any vacant position.
- 21.6 At each annual general meeting a retiring member of the Working committee may be nominated for several positions at the same election but may only hold the position they are first elected to.
- 21.7 In the event that a member is nominated at an annual general meeting for several positions, the member will only be appointed to the first position they are elected to and all other nominations for other positions lapse.
- 21.8 A member of the Museum may be appointed to a casual vacancy on the Working committee under rule 23.1 and 23.4.

22. Electing the Board and Working committee

- 22.1 A member of the Board and Working committee may only be elected as follows—
- (a) any two (2) members of the Museum may nominate another member (the *candidate*) to serve as a member of the Board or the Working committee;
 - (b) the nomination must be—
 - (i) in writing along with a supporting statement of 200 words; and

- (ii) signed by the candidate and the member who nominated him or her; and
 - (iii) given to the secretary or treasurer at least one (2) month before the annual general meeting at which the election is to be held;
 - (c) each member of the Museum present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the Board or Working committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 22.2 A person may be a candidate only if the person—
- (a) is an adult member with voting rights; and
 - (b) is eligible to be elected as a member under section 61A of the Act; and
 - (c) is eligible to be elected under rules
- 22.3 A list of the candidates' names in alphabetical order must be sent via post or digitally at least seven (7) days immediately preceding the annual general meeting.
- 22.4 If required by the Working committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 22.5 The Working committee will appoint two members at the general meetings to run the voting process and count votes.
- 22.6 The Working committee must ensure that, before a candidate is elected as a member of the Board or Working committee, the candidate is advised—
- (a) as to whether or not the Museum has public liability insurance; and
 - (b) if the Museum has public liability insurance—the amount of the insurance.
- 22.7 If the number of nominations for the Board or Working committee does not exceed the number of vacancies, those persons nominated shall be declared elected.
- 22.8 If the number of nominations received for the Board or Working committee exceeds the number of vacancies a secret ballot shall be conducted.
- 22.9 Nominations can be withdrawn in writing at any time prior to the annual general meeting.

23. Resignation, removal or vacation of office of Board or Working committee member

- 23.1 A member of the Board or Working committee may resign from the committee by giving written notice of resignation to the secretary.
- 23.2 The resignation takes effect at—
(a) the time the notice is received by the secretary; or
(b) if a later time is stated in the notice—the later time.
- 23.3 A member may be removed from office at a general meeting of the Museum if:
(a) a two-thirds majority of the members present and eligible to vote at the meeting vote in favour of removing the member; or
(b) is absent without leave from the committee for three (3) consecutive meetings or absent for more than three (3) meetings in the year.
- 23.4 Before a vote of members is taken to remove any member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 23.5 A member does not have a right of appeal against his/her removal from office under this rule.
- 23.6 A member shall immediately vacate the office of member in the circumstances mentioned in section 64(2) of the Act.

24. Vacancies on Board or Working committee

- 24.1 If a casual vacancy occurs on the Board or Working committee, the continuing members thereof may appoint a replacement being a member of the Museum to fill the vacancy until the next annual general meeting.
- 24.2 The continuing members of the Board or Working committee may act despite a casual vacancy on the Board or Working committee.
- 24.3 However, if the number of committee members is less than the number fixed under rule 26.1 as a quorum of the Board or the Working committee, the continuing members may act only to—
(a) increase the number of Board or Working committee members to the number required for a quorum; and or
(b) call a general meeting of the Museum.
- 24.4 A member appointed to fill a casual vacancy has a vote on the Board or the

Working committee as appropriate.

- 24.5 A member appointed to fill a casual vacancy will require confirmation by a majority of members of the Board and Working committee.

25. Functions of Working committee

- 25.1 Subject to these rules or a resolution of the members of the Museum carried at a general meeting, the Working committee has the general control, management and administration of the affairs, property and funds of the Museum subject to sub rule 19.6.

- 25.2 The Working committee has authority to interpret the meaning of these rules and any matter relating to the Museum on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.23.3 and sub rule 19.6. The Working committee may exercise the powers of the Museum—

(a) to borrow, raise or secure the payment of amounts in a way the members of the Museum decide; and

(b) to secure the amounts mentioned in sub rule 24.2(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Museum in any way, and

(c) to purchase, redeem or pay off any securities issued.

- 25.3 The financial powers of the Working committee in rule 24 exclude all artefacts and items of the collection from being used as security for any type of financial instrument.

- 25.4 The Working committee may delegate any of its powers (except the power to delegate) to subcommittees appointed to undertake, consistent with rules and direction of a committee member, certain activities that benefit the Museum.

26. Meetings of Board and Working committee

- 26.1 Subject to this rule 25 the Working committee may meet and conduct its proceedings as it considers appropriate.

- 26.2 The Working committee must meet at least once every two (2) months to exercise its functions.
- 26.3 The Working committee must decide how a meeting is to be called.
- 26.4 Notice of a meeting is to be given in the way decided by the Working committee.
- 26.5 The Working committee may hold meetings or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 26.6 A committee member who participates in the meeting as mentioned in sub rule 25.5 is taken to be present at the meeting.
- 26.7 A question arising at a committee meeting is to be decided by a majority of members of the committee present at the meeting and, if the votes equal, the question is to be decided by the chairperson. This vote be in addition to any deliberative vote entitlement. vote are shall
- 26.8 A member of the Working committee must not vote on a question about a contract or proposed contract with the Museum if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- 26.9 The president is to preside as chairperson at a Working committee meeting unless the position is handed to another member of the committee by the president.
- 26.10 If there is no president or if the president is not present within 15 minutes after the time fixed for a Working committee meeting, the vice-president shall act as chairperson, however if neither are present the members may choose one of their number to preside as chairperson at the meeting.
- 26.11 A meeting of the Working committee may be summoned by the president at any given time or by the secretary upon the request of three (3) committee members and held within twenty one (21) days of the call.
- 26.12 Where business needs to be transacted outside of Working committee meetings a resolution, approved by a majority of Working committee members in identical official form, shall be as valid as if it had been passed at a duly convened Working committee meeting.

27. Quorum for, and adjournment of, Board or Working committee meeting

- 27.1 At a Working committee meeting four (4) and at a Board meeting six (6) members elected or appointed to the committee, as at the close of the last general meeting of the members consisted with rule 26.3 form a quorum.
- 27.2 If there is no quorum within 30 minutes after the time fixed for a working committee meeting called on the request of members of the committee, the meeting lapses.
- 27.3 No item of business can be resolved if a quorum is not present during the time that an item is being considered.

28. Special meeting of Board or Working committee

- 28.1 When the secretary receives a written request signed by at least 3 members of either –
- (a) the Board; or
 - (b) the Working committee; or
 - (c) members of the Museum
- the secretary must call a special meeting of that committee by giving each member of the committee notice of the meeting within 21 days after the secretary receives the request.
- 28.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 28.3 A request for a special meeting must state—
- (a) reasons the special meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 28.4 A notice of a special meeting must state—
- (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- 28.5 A special meeting of the Board or Working committee must be held within 21 days after notice of the meeting is given to the members of the Board or Working committee.

29. Minutes of Board and Working committee meetings

- 29.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board and Working committee meeting are recorded in the minutes.
- 29.2 To ensure the accuracy of the minutes, the minutes of each Board or Working committee meeting must be signed by the chairperson of the meeting or the chairperson of the next Board or Working committee meeting, verifying their accuracy.

30. Electing the immediate past president to the Working committee

- 30.1 The immediate past president may be elected to the position of President by a majority of the members at an annual general meeting.
- 30.2 When so elected, the immediate past president position will have a term of two (2) years, expiring at the commencement of the bi-annual general meeting.
- 30.3 At the end of the two (2) year term as immediate past president, the member in that position may be nominated for another two (2) year term.
- 30.4 The same member elected to the president's position for four (4) consecutive terms may not be nominated at the annual general meeting for the fifth consecutive term or be appointed as president during that fifth term.
- 30.5 However, under exceptional circumstances such as there are no nominees for the position of president the immediate past president may be appointed for a fifth term if willing.

31. Functions of subcommittees

- 31.1 The Working committee may appoint members to subcommittees when such a sub-committee is required and or beneficial as expressed in rule 24.4.
- 31.2 Members on subcommittees shall conform to any written procedures and rules that may be approved by the Working committee.
- 31.3 The Working committee, at its discretion, may dismiss or not appoint a

subcommittee or individual members of that subcommittee when the subcommittee has either fulfilled its purpose or is not conforming to Museum procedures.

- 31.4 A member of a subcommittee who is not a member of the Working committee is not entitled to vote at a Working committee meeting.
- 31.5 A subcommittee may or may not elect a chairperson for its meeting.
- 31.6 A subcommittee may meet and adjourn, as it considers appropriate, subject to directions of the Working committee.
- 31.7 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 31.8 A subcommittee will keep a record of its decisions and provide a regular report of its activities to the Working committee and at the annual general meetings.

32. Notice of special general meeting

- 32.1 The secretary may call a general meeting of the Museum.
- 32.2 The secretary must give at least 14 days' notice of the AGM to every member of the Museum.
- 32.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 32.4 The Working committee may decide the manner in which the notice must be given.
- 32.5 However, notice of the following meetings must be given in writing when—
 - (a) a meeting called to hear and decide the appeal of a person against the Working committee's decision—
 - (i) to reject the person's application for membership of the Museum; or
 - (ii) to terminate the person's membership of the Museum;
 - (b) a meeting called to hear and decide a proposed special resolution of the Museum.
- 32.6 A notice of a special general meeting must state the business to be conducted at the meeting.

33. Resolutions of Working committee without meeting

- 33.1 A written resolution signed by each member of the Working committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 33.2 A resolution mentioned in sub rule 32.1 many consist of several documents in like, each signed by one (1) or more members of the committee.

34. Powers of the executive committee

- 34.1 The executive of the Working committee may meet at any time agreed by the president or secretary.
- 34.2 At every meeting of the executive a simple majority (3 out of 4) of the number of members of the executive shall constitute a quorum.
- 34.3 The executive may make any decision concerning the general control and management of the administration of the affairs of the Museum that must be made prior to the next scheduled meeting of the full Working committee.
- 34.4 No decision of the executive shall be binding on the Working committee unless and until it is ratified by a meeting of a majority of the Working committee.
- 34.5 The executive shall have the power to request the secretary to convene a special meeting of the Working committee or a special general meeting in unusual or urgent circumstances arising before the next scheduled Working committee meeting.
- 34.6 The executive may exercise such other powers as are specifically delegated to it by the Board and Working committee or general meeting.

35. Tenure of the president, vice-president, secretary and treasurer (“other executives”)

- 35.1 The same member elected to one of the other executive positions for four (4) consecutive terms may not be nominated at the next annual general meeting for a fifth consecutive term (ninth year”) to that same position.

- 35.2 Following the expiration of the fifth term referred to in sub rule 34.1, the member may be nominated again for that same position.
- 35.3 At the annual general meeting where a member may not be nominated for their past position under sub rule 34.1, that person may be nominated for and elected to or appointed to a different position on the Working committee during the fifth term.

36. Annual general meetings

- 36.1 Each annual general meeting must be held-
- (a) at least once a year and;
 - (b) within 5 months after the closing date of the reportable financial year.

37. Business to be conducted at annual general meeting

- 37.1 The following business must be conducted at each annual general meeting of the Museum—
- (a) receiving the Museum's financial statement and audit report for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the Board and Working committee that fall due;
 - (d) appointing an auditor or certified accountant to audit financial statements for the present financial year.
- 37.2 Any other business for which due written notice has been given.

38. Notice of special general meeting

- 38.1 Any general meeting of the members of the Museum other than the annual general meeting is a **special general** meeting.
- 38.2 The secretary may call a special general meeting of the Museum.
- 38.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

- 38.4 The secretary must give at least twenty-one (21) days notice of the meeting to members of the Museum.
- 38.5 If a special resolution is to be passed the notice must include:
- (a) the time and place of the meeting and
 - (b) the details of the proposed resolution to be moved and
 - (c) a description of why the proposed resolution is necessary and
 - (d) a statement by the Working committee that the special resolution may only be passed by those present or by their proxy vote.
- 38.6 Notice is deemed to have been provided to a voting member if the notice has been directly posted, sent electronically or hand delivered to their last known address in accordance with what has been advised and recorded in the Register of Members.
- 38.7 A proposed special resolution presented to a meeting without completing rule 37.5 has no effect.
- 38.8 Notice of a special general meeting must be given in writing when—
- (a) a meeting is called to hear and decide the appeal of a person against the Working committee's decision—
 - (i) to reject the person's application for membership of the Museum; or
 - (ii) to terminate the person's membership of the Museum;
 - (b) a meeting is called to hear and decide a proposed special resolution of the Museum.
- 38.9 A notice of a special general meeting must state the business to be conducted at the meeting.

39. Quorum for general meeting and adjournment thereof.

- 39.1 The quorum for a special general meeting is at least double the number of members elected or appointed to the Working committee plus (1) one at the close of the Museum's last annual general meeting. (See rule 1)
- 39.2 A special general meeting must not commence unless there is a quorum of members when the meeting opens for business.
- 39.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Working committee or the Museum, the meeting lapses.

- 39.4 If there is no quorum within 30 minutes after the time fixed for a special general meeting called other than on the request of members of the Working committee or the Museum—
- (a) the meeting is to be adjourned for at least twenty-one (21) days; and
 - (b) the Working committee shall then decide the day, time and place of the adjourned meeting.
- 39.5 The chairperson may, with the consent of members at which there is a quorum, and must if directed by the meeting, adjourn the meeting time to a time and a place to be agreed at the meeting.
- 39.6 If a meeting is adjourned under sub rule 38.4 only the business left unfinished at the meeting from which the adjournment took place may be conducted at the newly determined meeting.
- 39.7 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 39.8 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

40. Procedure at special general meeting

- 40.1 A member may take part and vote in a general meeting in person, by proxy or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 40.2 A member who participates in a meeting as mentioned in sub rule 39.1 is taken to be present at the meeting.
- 40.3 At each general meeting—
- (a) the president is to preside as chairperson;
 - (b) where there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president shall preside as chairperson; and
 - (c) if there is no vice-president or if the vice-president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Working committee members present must elect one of their number to be chairperson of the meeting; and
 - (d) the chairperson must conduct the meeting in a proper and orderly manner.

41. Voting at a special general meeting

- 41.1 At a general meeting, each question, matter, or resolution, must be decided by a majority of votes of the members present.
- 41.2 Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson shall have a casting vote as well as a primary vote.
- 41.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 41.4 The method of voting is to be:
 - (a) in person or absentee vote for election of the Board or Working committee; and
 - (b) in person or by written proxy for all other business.
- 41.5 If at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 41.6 If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in a manner the chairperson decides.
- 41.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

42. Minutes of special general meetings

- 42.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each general meeting are entered in the minutes.
- 42.2 To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting; and
 - (b) the minutes of each annual general meeting must be physically or digitally signed by the chairperson of a Working Committee meeting held within two months of that annual general meeting, verifying their accuracy.
- 42.3 If a written request is made by a member of the Museum, the secretary must, within 28 days of the request —
 - (a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting on request.

- 42.4 Release of minutes will be declined if any confidential, personal, commercial or legal information will be exposed.
- 42.5 The names of all attendees shall be recorded.

43. Proxies

- 43.1 An instrument appointing a proxy must be in writing and be in the following or similar form -

<p><i>General Proxy</i></p> <p>Greek Museum Of Adelaide Inc, c/o 40 Carbenet Dr. Hackham. SA 5163 I, _____ of _____ (<i>address</i>) Being a member of the Museum, appoint _____ (<i>name of proxy</i>) of _____ (<i>address</i>) as my proxy to vote for me on my behalf at the Annual or General Meeting of the Museum, to be held on _____ day of _____ 20____ and at any adjournment of the meeting.</p> <p>Signed this _____ day of _____ 20____ . _____ Signature</p>
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- 43.2 An instrument appointing a proxy must be signed by the appointor, and available at each meeting so required.
- 43.3 An instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 43.4 Each instrument appointing a proxy must be given to the secretary –
(a) twenty-four (24) hours before the start of a meeting if electronically sent, or
(b) before the start meeting at which the person named in the instrument proposes to vote.

- 43.5 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form -

Specific Direction Proxy

Greek Museum of Adelaide Inc, c/o 40 Carbenet Dr. Hackham. SA 5163

I, _____ of _____ (address)

Being a member of the Museum, appoint _____ (name of proxy)

of _____ (address)

as my proxy to vote for me on my behalf at the **Annual or General Meeting**

of the Museum, to be held on _____ day of _____ 20_____

and at any adjournment of the meeting.

Signed this _____ day of _____ 20_____ .

Signature

This form is to be used in favour of /against (strike out whichever is not wanted) the following resolutions – **(List relevant resolutions and voting directions.)**

44. Alterations to the rules of the Constitution

- 44.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a special general meeting or the annual general meeting and passed by a three-quarter majority.
- 44.2 Any amendment, repeal or addition to the rules is only valid if it is registered by the chief executive recognized under the Act.
- 44.3 If the Museum is registered as a charity with the ACNC, the ACNC must be notified in writing of any alterations to these rules.

45. Common seal

- 45.1 The Working committee must ensure the Museum has a common seal.
- 45.2 The common seal must be—
 - (a) kept securely by the Working committee; and
 - (b) used only under the authority of the Working committee.
- 45.3 Each instrument to which the seal is attached must be signed by the president or the vice president of the Working committee and countersigned by—
 - (a) the secretary; or
 - (b) another member of the Working committee appointed by the Working committee.

46. Funds and accounts

- 46.1 The funds of the Museum must be kept in an account in the name of the Museum in a financial institution decided by the Working committee.
- 46.2 Records and accounts must be kept safely at the office of the Association in the English language showing full and accurate particulars of the financial affairs of the Museum and open to inspection by the Board and Working committee members.
- 46.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt if the amount has not already been electronically transferred.
- 46.4 A payment by the Museum of \$100 or more must be made by electronic funds transfer or Museum debit card or equivalent payment unless the executive decides otherwise in an extenuating circumstance.
- 46.5 A payment of \$100 or more must be signed or authorised by any two (2) of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any one (1) of three (3) other members of the Museum who have been authorised by the Working committee.
- 46.6 However, one (1) of the persons who makes the payment must be the president, the secretary or the treasurer.
- 46.7 Petty cash accounts must be kept on the Museum's financial recording system and the Working committee must decide the amount of petty cash to be kept

in those accounts.

- 46.8 All expenditure must be approved or ratified at a Working committee meeting or in the case of large expenditure ratified by the Board.
- 46.9 A member is entitled to be properly reimbursed for any reasonable out of pocket expenses, money lent or proper charges, provided the Working committee has authorised those reimbursements in advance.

47. General financial matters

- 47.1 On behalf of the Working committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 47.2 The income and property of the Museum must be used solely in promoting the Museum's objects and exercising the Museum's powers.

48. Documents

- 48.1 The Working committee must ensure the safe custody of books, documents, instruments of title and securities of the Museum.

49. Financial year

- 49.1 The end date of the Museum's financial year is June 30 in each year.

50. Indemnity

- 50.1 Members of the –
 - (a) Board and
 - (b) Working committee and
 - (c) any person authorised to act for the Museummay be indemnified against any –
 - (a) liability or

(b) cost
defending any proceedings whether civil or criminal incurred in such capacity
only when judgement is given in their favour or they are acquitted.

51. Winding up or revocation

- 51.1 The Museum may only be dissolved at a special general meeting convened for that purpose.
- 51.2 The resolution must be passed by a three-quarter majority in accordance to rules 37, 38, 39, 40, 41, and 42.
- 51.3 Subject to sub rule 50.2 at the time of winding up or dissolution of the Museum, any property or funds held by the Museum must not be paid or distributed to any of the members of the Museum (subject to rule 50.4) but must be given or transferred to some other institution or institutions determined by the members at or before the time of dissolution which:
- (a) is charitable at law;
 - (b) has similar objects to the Museum.
- 51.4 Prior to the dissolution of the museum but after 50.2, donors or their benefactors will be informed in writing of the museum's dissolution.
- 51.5 If at the time of winding up or dissolution of the Museum the donor or the family of the donor request their artefact(s) to be returned, they must:
- (a) make the request in writing and
 - (b) make the request prior to the distribution of artefacts to other like appropriate institutions.

52. Application of Associations Incorporation Act 1985

- 52.1 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 applied.

Mr. Panagiotis Mavraidis
Secretary

Record date of this revised edition amendments acceptance by members 11/12/2022