



**MELBOURNE'I EESTI ÜHING "KODU"**  
**ESTONIAN SOCIETY IN MELBOURNE**

*"EESTI MAJA" ESTONIAN HOUSE. 43 MELVILLE ROAD, WEST BRUNSWICK, VIC. 3055 AUSTRALIA*

**ESTONIAN SOCIETY IN MELBOURNE INC.**  
**CONSTITUTION**



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# CONSTITUTION

## 1. Name

The name of the organization to which this constitution applies is the Estonian Society in Melbourne.

## 2. Interpretation

(a) The following expressions shall have the following meanings when used herein:

“Society” means the Estonian Society in Melbourne

“Committee” means the Committee of Management of the Society as pursuant to clause 19 hereof

“Audit Committee” means the Audit Committee of the Society as constituted in clause 29(d) hereof

“Secretary” means the secretary of the Committee of Management of the Society.

(b) Words implying the masculine include the feminine and vice versa.

(c) Words implying the singular include the plural and vice versa.

## 3. Objectives

(a) To act as a charitable non-profit organization.

(b) To coordinate the activities of the Estonian community in Victoria in their pursuit of the preservation and advancement of Estonian culture and heritage.

## 4. Alteration of the Constitution

This Constitution and the objectives of the Society must not be altered except in accordance with the Act.

## 5. Membership

(a) Any individual whose objectives are consistent with the objectives of the Society may become a member by paying an annual subscription.



(b) The Society may act as an 'umbrella organization' for any Victorian Estonian community group whose objectives are consistent with the objectives of the Society.

(c) Honorary Membership may only be conferred by a vote of not less than two thirds of the members of the Society present at the annual general meeting and on the motion of the Committee.

(d) Those persons who are made Honorary Members by the Society in recognition of their services to, or for, the Society are exempt from paying annual subscriptions and entrance fees to events.

## **6. Register of members**

(a) The Secretary must keep and maintain a register of members containing:

(i) the name and address of each member; and

(ii) the date on which each member's name was entered in the register.

(b) The register is available for inspection free of charge by any member upon request.

(c) A member may make a copy of entries in the register.

## **7. Termination of membership**

(a) A member may resign from the Society at any time by submitting notice in writing to the Secretary. The resignation shall take effect upon its receipt by the Secretary or on the date specified in the notice whichever is the later.

(b) A member who is in arrears with his annual subscription after three reminder notices have been sent is deemed to have terminated his membership unless upon payment of all arrears the Committee determines otherwise.

(c) Termination of membership does not preclude the member from rejoining the Society at a future date.

## **8. Disputes and mediation**

(a) The grievance procedure set out in this section applies to disputes under the Constitution between:

(i) a member and another member; or

(ii) a member and the Society



- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be:
- (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement:
    - (1) in the case of a dispute between a member and another member, a person appointed by the Committee; or
    - (2) in the case of a dispute between a member and the Society, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (e) A member of the Society can be a mediator.
- (f) The mediator cannot be a member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The mediator, in conducting the mediation, must:
- (i) give the parties to the mediation process every opportunity to be heard; and
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (i) The mediator must determine the dispute.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **9. Levies and subscriptions**

- (a) On the recommendation of the Committee, the annual subscription will be determined at the annual general meeting.

- (b) The Society's financial year is from the first day of March to the last day of February.
- (c) The annual subscription must be paid by July 1 of each year.
- (d) A financial member is a member who has paid their annual subscription up to and including the current year.
- (e) Only a financial member may vote at any meeting of any body of the Society.

#### **10. Annual general meeting**

- (a) The Committee will set the date, time and place of the annual general meeting of the Society.
- (b) The annual general meeting shall be held within six weeks after the last day of February.
- (c) The notice convening the annual general meeting must indicate that the meeting is an annual general meeting.
- (d) The Secretary must, at least 14 days prior to an annual general meeting of the Society, ensure that a notice stating the place, date and time of the meeting, and the nature of the business to be conducted at the meeting, is sent to each member of the Society. If a special resolution has been proposed, the Secretary must ensure that each member of the Society is sent a notice as outlined above, at least 21 days prior to the meeting.
- (e) The ordinary business of the annual general meeting shall be;
  - (i) to confirm the minutes of the previous annual general meeting and of any general meeting held since that annual general meeting
  - (ii) to receive from the Committee reports upon the transactions and business of the Society during the preceding financial year
  - (iii) to elect members to the Committee
  - (iv) to elect members to the Audit Committee
  - (v) to receive, amend where necessary, and adopt the Committee's proposed budget and program of activities.
- (f) The annual general meeting may include any special business of which notice has been given in accordance with this constitution.



(g) A member intending to bring any business before a meeting must submit a copy of that business in writing or by electronic transmission to the Secretary. The Secretary will include that business in the notice of the next general meeting.

## **11. Powers and duties of the annual general meeting**

The powers and duties of the annual general meetings are:

- (a) To discuss and decide all questions of policy and principle and to give direction to the Committee.
- (b) To amend and adopt the Constitution.
- (c) To wind up the Society.
- (d) To decide whether the Society will;
  - (i) form associations with any external organizations whose objectives are deemed to be compatible with those of the Society, or
  - (ii) withdraw from any association with external organizations whose objectives have become incompatible with those of the Society.

## **12. Special general meetings**

- (a) In addition to the annual general meeting, any other general meeting may be held in the same year.
- (b) All general meetings other than annual general meetings are considered to be special general meetings.
- (c) The Committee may, whenever it deems appropriate, convene a special general meeting of the Society.
- (d) The Secretary must, at least 14 days prior to a general meeting of the Society, ensure that a notice stating the place, date and time of the meeting, and the nature of the business to be conducted at the meeting, is sent to each member of the Society. If a special resolution has been proposed, the Secretary must ensure that each member of the Society is sent a notice as outlined above, at least 21 days prior to the meeting.
- (e) If more than 18 months would elapse between annual general meetings, the Committee must convene a special general meeting before the expiration of that period. If a special general meeting has already been convened in that period, a further special general meeting does not have to be convened.



- (f) The committee must, on written request of members representing not less than 5 percent of the total number of members, convene a special general meeting of the Society.
- (g) The request for a special general meeting must;
  - (i) state the objective(s) of the meeting
  - (ii) be signed by the members requesting the meeting
  - (iii) be submitted to the Secretary.
- (h) If the Committee does not cause a special general meeting to be held within one month after the date on which the request is submitted to the Secretary, any or all of the members making the request, may convene a special general meeting to be held not later than 3 months after that date.
- (i) If a special general meeting is requested by members in accordance with this clause, it must be convened by the Committee and all reasonable expenses incurred in convening the special general meeting must be refunded by the Society to the persons incurring the expenses.

### **13. Special business**

- (a) All business that is conducted at a special general meeting is considered to be special business.
- (b) All business conducted at the annual general meeting, other than that conducted under the Constitution as ordinary business of the annual general meeting, is deemed to be special business.

### **14. Quorum at annual and special general meetings**

- (a) Twenty members present constitute a quorum for the conduct of the business of a general meeting.
- (b) No item of business may be conducted at a general meeting unless a quorum of members entitled under this constitution to vote is present.
- (c) If a quorum is not present within half an hour after the appointed time for the commencement of a general meeting;
  - (i) the meeting, if convened by the Committee, will proceed with the members present constituting a quorum provided the number is not less than ten



- (ii) in the case of a meeting convened upon request of members – the meeting must be dissolved.

### **15. Presiding at annual and special general meetings**

A member shall be elected to preside as chairman at each general meeting of the Society. These duties will expire at the end of each general meeting.

### **16. Adjournment of meetings**

- (a) The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time and/or place.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with clause 10(d) in this document.

### **17. Voting at annual and special general meetings**

- (a) Upon any issue arising at a general meeting of the Society, a member has one vote only.
- (b) All votes must be given in person.
- (c) In the case of an equality of voting on an issue, the chairman of the meeting is entitled to exercise a second or casting vote.
- (d) A member is not entitled to vote at a general meeting unless a financial member of the Society in accordance with clause 9.
- (e) Honorary Members are entitled to vote at any general meeting.

### **18. Manner of determining whether a resolution is carried**

When a resolution presented at a general meeting of the Society is decided upon with a show of hands;

- (a) the chairman will declare that the motion has been
  - (i) carried, or
  - (ii) defeated



(b) An entry to that effect will be recorded in the minute book of the Society as evidence of the outcome of the vote.

(c) Matters at a general meeting shall be decided by a simple majority EXCEPT in the case of amendments to the Constitution and the winding up of the Society, for which a two-thirds majority of members present is required.

## **19. Committee of Management**

(a) The affairs of the Society shall be managed by the Committee of Management.

(b) The Committee;

(i) shall control and manage the business and affairs of the Society; and

(ii) may, subject to this constitution, exercise all such powers and functions as may be exercised by the Society, other than those powers and functions that are required by this constitution to be exercised by general meetings of the members of the Society; and

(iii) subject to this constitution, has power to perform all such functions as appear to the Committee to be essential for the proper management of the business affairs of the Society.

(c) The Committee shall consist of;

(i) the office holders of the Society;

(ii) at least one ordinary member – all of whom shall be elected at the annual general meeting of the Society in each year;

(iii) if the annual general meeting fails to elect an ordinary member, then with the consent of the members at the annual general meeting, the Committee may appoint an ordinary member at a later date.

## **20. Office holders**

(a) The officer holders of the Society shall be;

(i) a Chairman

(ii) a Deputy-Chairman

(iii) a Secretary

(iv) a Treasurer.



(b) Each officer of the Society shall hold office until the next annual general meeting following his election. The office holder is eligible for re-election when his term is completed.

(c) The Committee shall elect its officer holders from among its members at its first meeting after the annual general meeting.

(d) In the event of a casual vacancy in any office referred to in Section 20(a) the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to, and including, the conclusion of the annual general meeting next following the date of the appointment.

## **21. Ordinary members of the Committee**

(a) Subject to this constitution, each ordinary member of the Committee shall hold office until the annual general meeting next after the date of election but is eligible for re-election.

(b) In the event of a casual vacancy occurring in the office of an ordinary member of the Committee, the Committee may appoint a member of the Society to fill the vacancy and the member appointed shall hold office, subject to this constitution, until the conclusion of the annual general meeting next following the date of the appointment.

## **22. Election of office holders and ordinary Committee members**

(a) The outgoing Committee will propose at the annual general meeting the number of members to make up the committee for the upcoming year.

(b) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated shall be deemed to be elected and further nominations for the remaining vacancies may be received at the annual general meeting.

(c) The ballot for the election of officer holders and ordinary members of the Committee must be conducted at the annual general meeting by a secret ballot.

## **23. Vacancies on the Committee**

The office of an office holder of the Society, or of an ordinary member of the Committee, becomes vacant if the office holder or member;

(a) ceases to be a member of the Society; or



(b) becomes an insolvent under administration within the meaning of the Corporations Law; or

(c) resigns from office by notice submitted in writing to the Secretary.

#### **24. Meetings of the Committee**

(a) The Committee must meet at least four times in each year at a time and place determined by the Committee.

(b) Special meetings of the Committee may be convened by the Chairman or by three members of the Committee.

(c) The Chairman or, in the Chairman's absence the Deputy-Chairman, presides at committee meetings.

#### **25. Notice of Committee meetings**

(a) Notice of each Committee meeting must be provided to each member of the Committee at least seven days before the meeting.

(b) Notice must be provided to members of the Committee of any special meeting specifying the general nature of the business to be discussed. No other business may be conducted at such a meeting.

#### **26. Quorum for Committee meetings**

(a) Three members of the Committee constitute a quorum for the conduct of the business of a meeting of the Committee and must include either the Chairman or Deputy Chairman.

(b) No business may be conducted unless a quorum is present.

(c) If within half an hour of the time appointed for the meeting a quorum is not present, the meeting lapses.

(d) The Committee may act in spite of any vacancy on the Committee.

#### **27. Voting at Committee meetings**

(a) Questions arising at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee, shall be determined on a show of hands or, if a



member requests, by a poll taken in such a manner as the person presiding at that meeting may determine.

(b) Each member present at a meeting of the Committee, or at a meeting of any sub-committee appointed by the Committee (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **28. Minutes of meetings**

The Secretary must keep minutes of the proceedings and resolutions of each general meeting and Committee meeting, together with a record of the names of persons present at Committee meetings.

## **29. Funds**

(a) The Treasurer of the Society must;

(i) collect and receive all moneys due to the Society and make all payments authorized by the Society; and

(ii) keep correct accounts and books showing the financial affairs of the Society with full details of all receipts and expenditure connected with the activities of the Society.

(b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Committee.

(c) The funds of the Society shall be derived from annual subscriptions, entrance fees to events, donations and such other sources as the Committee determines.

(d) Two auditors shall be elected each year at the annual general meeting, forming the Audit Committee. They shall audit and certify the annual financial statements of the Society.

(e) Any vacancy on the Audit Committee shall be filled by the Committee appointing a member of the Society until the next annual general meeting.

## **30. Seal**

(a) The common seal of the Society must be kept in the custody of the Secretary.



(b) The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures of two members of the Committee.

### **31. Notice to members**

Except for the requirement in section 10(d) and 12(d), any notice that is required to be given to a member on behalf of the Society, under this constitution may be given by;

- (a) delivering the notice to a member in person; or
- (b) sending it by prepaid post addressed to the member at the address shown for that member in the register of members; or
- (c) electronic transmission, if the member has requested that the notice be given to him in this manner.

### **32. Winding up the Society**

In the event of the winding up of the Society, the assets of the Society (after payment of all debts and expenses) shall be distributed as the annual general meeting directs, to such Estonian charitable body or bodies having objectives as near as possible to the objectives of the Society.

### **33 Custody and inspection of books and records**

- (a) Except as otherwise provided in this constitution, the Secretary must keep in his custody or under his control all books, documents by any member of the Society.
- (b) All accounts, books, securities and any other relevant documents of the Society must be available for inspection free of charge by any member upon request.
- (c) A member may make a copy of any accounts, books, securities and any other relevant documents of the Society.



### **34 Discipline, suspension and expulsion of members**

The constitution of the Society does not contain a separate rule for the discipline, suspension and /or expulsion of members. Such action, if necessary, will be dealt with under rule 8. Disputes and mediation.