

**DATED:**

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## Constitution

THE CASTELLORIZIAN ASSOCIATION OF NSW LIMITED  
(**Company**)

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## 1. NAME OF THE COMPANY

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The name of the Company is the Castellorizian Association of NSW Limited.

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## 2. TYPE OF COMPANY

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- (a) The Company is a not-for-profit public company limited by guarantee.
  - (b) Subject to this Constitution, each person who is a Member and each person who was a Member during the year ending on the day of the commencement of the winding up of the Company, undertakes to contribute to the property of the Company for:
    - (i) payment of debts and liabilities of the Company;
    - (ii) payment of the costs, charges and expenses of winding up; and
    - (iii) any adjustment of the rights of the contributories among Members.
  - (c) The amount that each Member or Past Member is liable to contribute is limited to \$10.00.
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## 3. REPLACEABLE RULES

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This Constitution displaces the Replaceable Rules to the extent that it is inconsistent with any Replaceable Rules.

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## 4. DEFINITIONS AND INTERPRETATION

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- (a) In this Constitution, unless there is something in the subject or context which is inconsistent:

**Act** means the *Corporations Act* 2001.

**Active Life Member** means a person who qualifies as an active life member pursuant to **clause 7.4**.

**Association Life Member** means a person who qualifies as an associate life member pursuant to **clause 7.5**.

**Associate Member** means a Member who is eligible in accordance with **clause 7.2** and admitted in accordance with **clause 7.3**

**Board** means the Board of Directors.

**Chairperson** means the person holding that office under this Constitution and includes any assistant or acting chairperson.

**Committee** means a committee established in accordance with **clause 48**.

**Company** means the Castellorizian Association of NSW Limited.

**Constitution** means this Constitution as amended or supplemented from time to time.

**Director** means any person holding the position of a director of the Company and **Directors** means the directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company.

**Financial Member** means a Member of the Company who has complied with **clause 12** of the constitution unless excepted in accordance with **clause 13(c)**. For completeness, a Financial Member includes an Active Life Member, Association Life Member and an Honorary Life Member. **Junior Vice-President** means the elected Chairperson of Directors' meetings if the President or the Senior Vice-President are unable or unwilling to act in accordance with **clause 45.1(c)**.

**Honorary Life Member** means a person who qualifies as an honorary life member pursuant to **clause 7.6**.

**Member** means a member of the Company.

**Office** means the registered office for the time being of the Company.

**Officer** has the same meaning as given to that term in section 9 of the Act.

**Ordinary Member** means a Member of the Company who is eligible in accordance with **clause 7.1** and admitted in accordance with **clause 7.3**.

**President** means the Director for the time being elected to chair the Board.

**Register** means the register of Members to be kept pursuant to the Act.

**Replaceable Rules** means the replaceable rules applicable to a public company limited by guarantee set out in the Act.

**Representative** means a person authorised in accordance with section 250D of the Act to act as a representative of a body corporate that is a member of the Company.

**Secretary** means the Director appointed as the secretary of the Company and includes any Director acting as an assistant or acting secretary.

**Senior Vice-President** means the elected Chairperson of Directors' meetings if the President is unable or unwilling to act in accordance with **clause 45.1(c)**.

- (b) In this Constitution, unless there is something in the subject or context which is inconsistent:
- (i) the singular includes the plural and vice versa;
  - (ii) each gender includes the other gender;

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- (iii) the word "person" means a natural person and any partnership, association, body or entity whether incorporated or not;
  - (iv) the words "writing" and "written" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
  - (v) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
  - (vi) a reference to any clause or schedule is to a clause or schedule of this Constitution;
  - (vii) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.
- (c) An expression used in a particular Part or Division of the Act that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division.
  - (d) The provisions of this Constitution displace the replaceable rules (but not replaceable rules which mandatorily apply to a public company) contained in the Act.
  - (e) Headings do not form part of or affect the construction or interpretation of this Constitution.

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## 5. OBJECTS AND PURPOSES

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- (a) The objects for which the Company is established are to promote, foster and celebrate the history, tradition, culture, customs, local contribution, language, ethos and bonds of kinship of people of Greek origin in Australia especially those who are natives of the Island of Castellorizo or persons of Greek descent from a district within 45 kilometres of the island of Castellorizo or are descendants of such natives, or are married to such natives or their descendants through social intercourse and good fellowship amongst those people by amongst other things:
  - (i) establishing and maintaining social, recreational, cultural and/or sporting associations; and
  - (ii) providing such facilities as may be required for such purposes
  - (iii) any other activities in furtherance of the above purposes.
- (b) The Company can only exercise the powers in section 124(1) of the Act to:
  - (i) carry out the objects of the Company set out in **clause 5(a)**; and
  - (ii) do all things incidental or convenient in relation to the exercise of power under **clause 5(b)(i)**.

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- (c) The income and property of the Company will only be applied towards the promotion of the objects of the Company set out in **clause 5(a)**.
  - (d) No income or property of the Company will be paid, transferred or distributed, directly or indirectly, by way of dividend or otherwise to any Members of the Company. However nothing in this Constitution will prevent payment in good faith to a Member:
    - (i) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Company;
    - (ii) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Company; or
    - (iii) of reasonable and proper rent for premises leased by any Member to the Company.
  - (e) The Company must be located in Australia.

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## 6. NUMBER OF MEMBERS

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The maximum number of Members of the Company is unlimited, but may be altered by the Board from time to time.

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## 7. ELIGIBILITY AND APPLICATION FOR MEMBERSHIP

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### 7.1 Eligibility for Ordinary Membership

- (a) A person is eligible for Ordinary Membership of the Company if that person:
  - (i) is a natural person over the age of 18 years; and
  - (ii) at the date of election to membership is a native of the Island of Castellorizo or persons of Greek descent from a district within 45 kilometres of the island of Castellorizo or are descendants of such natives, or a married to such natives or descendants, and who are residing in the Commonwealth of Australia; and
  - (iii) in the opinion of the Board holds the ideals of the promotion of the objects of the Company as set out in **clause 5**.

### 7.2 Eligibility for Associate Membership

A person is eligible for Associate Membership of the Company if that person:

- (a) is a natural person over the age of 18 years; and
- (b) in the opinion of the Board holds the ideals of the promotion of the objects of the Company as set out in **clause 5**,

provided that the number of Associate Members shall not exceed 25% of the total number of Members.

### 7.3 Application for Membership

- (a) Every application for membership of the Company must be lodged with the Secretary and must set forth the name, address, and specify the relevant credentials of the applicant as an Ordinary Member.
- (b) Applications for membership of the Company must be made in writing on a form approved by the Board for that purpose, be signed by the applicant, and shall be proposed by two Ordinary Members.
- (c) At the first meeting of the Board after an application for membership has been received the Board will in its absolute discretion:
  - (i) determine the admission or rejection of the applicant; or
  - (ii) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- (d) An applicant will be admitted to membership of the Company if 75% of Directors present and entitled to vote at a meeting of the Board agree by resolution to admit the applicant.
- (e) If the Board approves an application for membership the Chairperson must, as soon as practicable, notify the applicant in writing of their approval for membership.
- (f) If the Board rejects an application for membership the Chairperson must, as soon as practicable, notify the applicant in writing that their application has been rejected. The Chairperson is not bound to give reasons why the application was rejected.

### 7.4 Active Life Membership

- (a) Any person who at the date of this constitution had paid the necessary fee and been admitted as an Active Life Member for a period of 25 years will continue to be an Active Life Member for the remainder of the 25 year period since the payment of the fee. Thereafter, that person shall upon paying the annual subscription become an Ordinary Member in accordance with the constitution.
- (b) Active Life Members will have the same benefits and responsibilities as Ordinary Members.

### 7.5 Association Life Membership

- (a) Association Life Membership may be granted by a unanimous vote of the Board and 75% majority of the Members at a general meeting to any person or persons who has made an outstanding contribution to the Company.
- (b) Association Life Members will not be required to pay any annual membership fees.
- (c) Association Life Members will otherwise have the same benefits and responsibilities as Ordinary Members.



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- (d) Any person who at the date of this constitution had been granted Life Membership of the Association shall retain such membership and now be known as an Association Life Member.

#### **7.6 Honorary Life Membership**

- (a) Honorary Life Membership may be granted by a unanimous decision of the Board to:
- (i) A prominent citizen or sportsperson;
  - (ii) A member of one of the Houses of Parliament of New South Wales or the Commonwealth of Australia;
  - (iii) Any other dignitary or prominent person as identified by the Board.
- (b) Honorary Life Members shall not be entitled to attend or vote at any meeting of the Club, nominate or be elected to the Board or any office of the Club, or participate in the management, business and affairs of the Club in any way.
- (c) Honorary Life Members will not be required to pay any annual membership fees.
- (d) The Board shall have power to cancel the Honorary Life Membership at any time.
- (e) The Board shall not have the power to grant more than one (1) Honorary Life Memberships in any Financial Year.
- (f) Any person who at the date of this constitution had been granted Honorary Life Membership of the Association shall retain such membership.

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### **8. MEMBERS' RIGHTS**

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All Members of the Company are entitled to attend general meetings of the Company but only Active Life Members, Association Life Members and Ordinary Members of the Company will be entitled to vote at general meetings of the Company.

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### **9. REGISTER OF MEMBERS**

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Upon approval of an application for membership by the Board, the Secretary will cause to be entered into the Register the name and address of the new Member, as supplied by the Member on their application for membership. The Chairperson will hold all signed applications and produce them if required to verify the identity of any person voting at any election or meeting of the Company.

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### **10. VARIATION OF MEMBERSHIP**

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The Board may:

- (a) not create a class of Membership, unless it is a class of prepaid Membership;

- (b) not vary or cancel rights of Members in a class; or
- (c) not transfer a Member or class of Members from one class to another.

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## 11. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

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A right privilege or obligation which a person has by reason of being a Member of the Company:

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

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## 12. ENTRANCE FEE AND SUBSCRIPTIONS

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- (a) A Member must on admission to membership, pay any amount as determined by the Board from time to time.
- (b) In addition to any amount payable by the Member under **subclause (a)**, a Member must pay to the Company an annual membership fee as determined by the Board:
  - (i) before 1 April in each calendar year; or
  - (ii) if the member becomes a Member on or after 1 April in any calendar year, then before 1 April in each succeeding calendar year.
- (c) For completeness, the Board may determine that no entrance fee or annual membership fee shall be payable (in whole or in part) in a given year and may extend the time for payment by any Member.

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## 13. CESSATION OF MEMBERSHIP

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A Member's membership will cease:

- (a) on the date that the Secretary receives written notice of resignation from that Member;
- (b) if the Member is expelled in accordance with **clause 14(a)**;
- (c) if the Member fails to pay the annual membership fee (if any) under **clause 12(b)** within the time frame specified in the invoice provided by the Company; however, the Board in its discretion, may resolve to extend the time to pay or waive the Members membership fees;
- (d) if the Member dies.

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## 14. DISCIPLINARY PROCEDURES

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- (a) If any Member or any Representative of a Member wilfully refuses or neglects to comply with the provisions of this Constitution or is guilty of any code of conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Company, the Board will have the power by resolution to censure, fine, suspend or expel the Member from the Company.
- (b) For the avoidance of doubt, conduct will be considered to be unbecoming if it
  - (i) causes no less than 6 Directors to think less of the Member's integrity; or
  - (ii) brings the Company into disrepute; or
  - (iii) breaches any of the Company's codes of conduct.
- (c) Any action taken by the Board in accordance with **clause 14(a)** is effective only after the Member has been given 14 days' notice of the resolution and has had the opportunity to be heard at the meeting at which the resolution is proposed.

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## 15. RIGHT OF APPEAL AGAINST DISCIPLINE OR SUSPENSION

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- (a) A Member has a right to appeal against their expulsion under **clause 14**.
- (b) A Member will be reinstated if 75% of Members at a general meeting of the Company convened for that purpose vote in favour of reinstating the Member.

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## 16. FINANCIAL YEAR

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The financial year of the company shall commence on the first of April and end on the thirty-first of March each year.

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## 17. ANNUAL GENERAL MEETING

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- (a) Subject to the Act, a general meeting must be held at least once in every calendar year and within the period of five (5) months after the end of the Company's financial year at such time and place as may be determined by the Directors to be called the "Annual General Meeting";
- (b) Meetings of the Company other than the Annual General Meeting shall be called "general meetings".
- (c) The business of the Annual General Meeting may include any of the following, even if not referred to on the notice of meeting:
  - (i) the consideration of the Annual Financial Statements, Directors' Declaration and Directors' Report and Auditor's Report;

- (ii) the election of Directors;
- (iii) the appointment of the auditor; and
- (iv) the fixing of the auditor's remuneration.

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## 18. CONVENING OF GENERAL MEETINGS

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- (a) Any three Directors may whenever those Directors think fit convene a general meeting of the Company.
- (b) Members with at least 5% of the votes that may be cast at a general meeting shall be entitled to require a general meeting to be convened in accordance with the provisions of the Act.
- (c) A general meeting of the Company may be convened at two or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

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## 19. NOTICE OF GENERAL MEETING

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- (a) Subject to consent to shorter notice being given in accordance with the Act, at least 21 days' notice of any general meeting must be given specifying:
  - (i) the place, day and hour of the meeting;
  - (ii) the general nature of any business to be transacted at the meeting;
  - (iii) if a special resolution is to be proposed, the details of and intention to propose it;
  - (iv) if the meeting is to be held in two or more places, the technology that will be used to facilitate this;
  - (v) any other information required by the Act; and
  - (vi) notice must be given to all members in accordance with **clause 55**.
- (b) The accidental omission to give notice of any general meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

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## 20. CANCELLATION OR POSTPONEMENT OF GENERAL MEETING

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- (a) Subject to the provisions of the Act and this Constitution the Board may cancel a general meeting of the Company:
  - (i) convened by the Board; or

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- (ii) which has been convened by a Member or Members pursuant to the Act upon receipt by the Company of a written notice withdrawing the requisition signed by that Member or those Members.
  - (b) The Board may postpone a general meeting or change the venue at which it is to be held. No business shall be transacted at any postponed meeting other than the business stated in the notice to the Members relating to the original meeting.
  - (c) Where any general meeting is cancelled or postponed or the venue for the same is changed:
    - (i) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution and in the case of the postponement of a meeting, the new place, date and time for the meeting; and
    - (ii) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

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## 21. QUORUM

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- (a) No business may be transacted at any general meeting unless a quorum of Members is present at all times during the meeting.
- (b) 35 Members entitled to vote constitute a quorum for all general meetings.
- (c) If within 30 minutes after the time appointed for holding a general meeting a quorum is not present:
  - (i) the meeting if convened upon the requisition of Members shall be dissolved;
  - (ii) in any other case:
    - (A) it will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may by notice to the Members appoint; and
    - (B) if at such adjourned meeting a quorum is not present within 30 minutes after the time appointed for the holding of the meeting the meeting shall be dissolved.

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## 22. CHAIRPERSON

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- (a) The President, or in the President's absence the Senior Vice-President, will be the Chairperson at every meeting of Members.
- (b) If:

- (i) there is no President or Senior Vice-President; or
- (ii) neither the President nor the Senior Vice-President is present within 15 minutes after the time appointed for holding the general meeting; or
- (iii) the President and the Senior Vice-President are unwilling to act as Chairperson of the general meeting,

then the Junior Vice-President shall act as Chairperson of the meeting.

If the President, Senior Vice-President and Junior Vice-President are absent or unwilling to act as the Chairperson then the Directors may elect a Director to chair the meeting of Members.

- (c) If there is a dispute at a general meeting about a question of procedure, the Chairperson may determine the question.
- (d) The rulings of the Chairperson on all matters relating to the order of business, procedure and conduct of the meeting shall be final and no motion of dissent from such rulings shall be accepted.

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## 23. ADJOURNMENTS

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- (a) The Chairperson of a general meeting at which a quorum is present:
  - (i) may adjourn a meeting with the consent of the meeting; and
  - (ii) must adjourn the meeting if the meeting so directs,
 to a time and place as determined.
- (b) No business may be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) A resolution passed at a meeting resumed after an adjournment is passed on the day it was passed.
- (d) It is not necessary to give any notice of an adjournment of a general meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

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## 24. DETERMINATION OF QUESTIONS

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- (a) At any general meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by:
  - (i) the Chairperson of the meeting; or
  - (ii) at least ten Members entitled to vote on the resolution.

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- (b) Before a vote on a resolution is taken, the Chairperson must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
  - (c) A declaration by the Chairperson of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Company which has been signed by the Chairperson of the meeting or the next succeeding meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
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## 25. POLLS

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- (a) A poll may be demanded:
    - (i) before a vote on a resolution is taken;
    - (ii) before the voting results on a show of hands are declared; or
    - (iii) immediately after the voting results on a show of hands are declared.
  - (b) If a poll is demanded it must be taken in such manner and at such time and place as the Chairperson of the meeting directs subject to **clause 25(e)**.
  - (c) The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
  - (d) The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
  - (e) A poll demanded on the election of a Chairperson or any question of adjournment of the meeting must be taken immediately.
  - (f) The demand for a poll may be withdrawn.
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## 26. VOTING RIGHTS

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A Member entitled to vote has one vote, whether on a show of hands or a poll.

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## 27. OBJECTION TO QUALIFICATION TO VOTE

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Any challenge as to the qualification of a person to vote at a general meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the Chairperson whose decision shall be final and conclusive and a vote allowed by the Chairperson shall be valid for all purposes.

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## 28. PERSONS OF UNSOUND MIND AND MINORS

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- (a) A Member of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health or who is a minor may vote whether on a show of hands or on a poll by that Member's committee or by such other person as properly has the management or guardianship of that Member's estate or by the public trustee (as the case may be) and the committee or other person or trustee may vote by proxy or Representative.
- (b) Any person having the right of management or guardianship of the person or estate in respect of a Member as referred to in **clause 28(a)** must not exercise any of the rights conferred under that clause unless and until the person has provided to the Board satisfactory evidence of the appointment of the person accordingly.

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## 29. CHAIRPERSON'S CASTING VOTE

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In the case of an equality of votes whether on a show of hands or on a poll the Chairperson of the meeting of Members at which the show of hands is taken or at which the poll is demanded is entitled to a casting vote.

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## 30. RIGHT OF NON-MEMBERS TO ATTEND GENERAL MEETING

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- (a) The Chairperson may invite any person who is not a Member to attend and/or address a general meeting.
- (b) Any auditor of the Company shall be entitled to attend and/or address a general meeting.

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## 31. RIGHT TO APPOINT PROXIES

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- (a) A Member who is entitled to attend and vote at a general meeting of the Company may appoint a person as the Member's proxy to attend and vote for the Member at the meeting and such person must be a Member.
- (b) If a Member appoints a proxy the proxy is entitled to vote either on a show of hands or on a poll.

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## 32. APPOINTING A PROXY

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- (a) The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing.
- (b) The instrument of proxy is valid if it contains the information required by the Act which at the date of this Constitution is the following information:
  - (i) the name and address of the Member;



- (ii) the proxy's name or the name of the office of the proxy; and
  - (iii) the meetings at which the instrument of proxy may be used.
- (c) An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- (d) An instrument of proxy shall not be treated as invalid merely because it does not specify all of the information required by **clause 32(b)**.
- (e) An instrument of proxy may be revoked at any time by notice in writing to the Company.

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### 33. LODGEMENT OF PROXIES

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- (a) An instrument appointing:
- (i) a proxy and the power of attorney or other authority (if any) under which it is signed or executed or a certified copy of that power or authority; or
  - (ii) an attorney to exercise a Member's voting rights at a general meeting or a certified copy of that power of attorney,
- must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the general meeting not less than 48 hours (or such shorter period as the Board may allow) before the time appointed for the holding of the meeting or adjourned meeting as the case may be at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.
- (b) For the purposes of this clause it will be sufficient that any document required to be lodged by a Member be received in legible form via whatever means the notice of meeting permits at the place at which the document is required to be delivered by the Member and the document shall be regarded as received at the time the document was received at that place. For completeness, a legible copy of the document will be sufficient for the purposes of this **clause 33**.

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### 34. VALIDITY OF PROXIES

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- (a) A vote exercised pursuant to an instrument of proxy, a power of attorney or other instrument of appointment is valid notwithstanding:
- (i) the death or unsoundness of mind of the Member;
  - (ii) the bankruptcy or liquidation of the Member;
  - (iii) the revocation of the instrument of proxy or the power of attorney or any instrument under which the instrument or the power was granted,

if the Company has not received at its Office written notice of the death, unsoundness of mind, bankruptcy, liquidation or revocation at least 48 hours (or such shorter period as the Board may allow) prior to the time appointed for the holding of the general meeting or adjourned meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

- (b) A proxy who is not entitled to vote on a resolution as a Member may vote as a proxy for another Member who can vote if the appointment specifies the way the proxy is to vote on the resolution and the proxy votes that way.
- (c) A person holding a proxy may not hold any more than 5 proxy votes.

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### **35. RIGHTS OF PROXIES AND ATTORNEYS**

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- (a) The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.
- (b) Unless a Member by the instrument of proxy directs the proxy to vote in a certain manner the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.
- (c) A proxy will not be revoked by the appointor attending and taking part in any general meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.
- (d) The Chairperson of a general meeting may require any person acting as a proxy to establish to the satisfaction of the Chairperson that he is the person nominated as proxy in the form of proxy lodged under this Constitution. If the person is unable to establish his identity he may be excluded from voting either upon a show of hands or upon a poll.

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### **36. NUMBER AND APPOINTMENT OF DIRECTORS**

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- (a) The number of Directors must not be less than 7 and the maximum is 9.
- (b) A Director must be a native of the Island of Castellorizo or persons of Greek descent from a district within 45 kilometres of the island of Castellorizo or are descendants of such natives, or are married to such natives or descendants, and who are residing in the Commonwealth of Australia. However, persons married to such natives or descendants shall never constitute more than one third of the Directors elected.
- (c) A Director must be a Member of the Company.
- (d) Commencing 3 years from 1 April 2018 a Director must have been a Financial Member of the Company for no less than 3 years prior to their appointment as a Director.

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- (e) The Company may appoint a person as a Director by resolution passed in a general meeting.
  - (f) Except in the case of a casual vacancy, a Director will serve a term of 2 years from the effective date of appointment and may be eligible for re-election by the Members as a Director for an unlimited number of further 2 year terms.
  - (g) A Director may appoint an alternate to exercise some or all of the Director's powers for a specified period. Any alternate director must be an Ordinary Member or an Association Life Member or an Active Life Member of the Company. If the appointing Director requests the Company to give the alternate notice of Directors' meetings, the Company must do so. When an alternate exercises the Director's powers, the exercise of the powers is just as effective as if the powers were exercised by the Director. The appointing Director may terminate the alternate's appointment at any time. An appointment and its terms or a termination must be in writing and given to ASIC and the Company.
  - (h) In the event of a casual vacancy occurring in the office of a Director, the Board may appoint a Member to fill such casual vacancy and any such appointee shall hold office until the next general meeting where voting for Directors is to occur.
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### 37. VACATION OF OFFICE

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- (a) Any Director may retire from office on giving written notice to the Company at the Office of his intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Company).
- (b) The office of a Director shall become vacant if the Director:
  - (i) resigns in accordance with **clause (a)**;
  - (ii) becomes an insolvent under administration (within the meaning of the Act); or
  - (iii) becomes prohibited from being a director of a company by reason of any order made under the Act;
  - (iv) becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under the law relating to mental health;
  - (v) resigns by notice in writing to the Company;
  - (vi) is absent without permission of the Board from meetings of the Board held for more than 6 months and the Directors resolve that his or her office be vacated; or
  - (vii) subject to the Act is removed from office by a special resolution of the Members in a general meeting.

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### 38. POWERS OF DIRECTORS

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- (a) All day to day control, management and conduct of the Company shall be vested in the Board who shall exercise all such powers of the Company as are not by the Act or by this constitution required to be exercised in any other manner.
- (b) The Board shall not dispose of or sell any real property of the Company unless:
  - (i) the property has been independently valued and:
  - (ii) the disposal or sale has been approved at a general meeting of Members at which a majority of votes supported the disposal or sale; and
  - (iii) the sale is by way of public auction or by open tender by an independent real estate agent or auctioneer, or in such other manner as may be unanimously approved by the Board or approved by a majority of votes at a general meeting of Members of the Company.

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### 39. PAYMENTS TO DIRECTORS

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- (a) A Director may not be paid directors' fees for serving as a Director.
- (b) The Directors shall be entitled to be paid or reimbursed for all travelling and other expenses reasonably incurred by them in connection with any meeting of the Directors, any meeting of a committee, general meetings of the Company and otherwise in connection with the business or affairs of the Company.

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### 40. FUNDS AND ACCOUNTS

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- (a) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Company must be signed, drawn, accepted, endorsed or otherwise executed as the case may be by at least two Directors if the Company has two or more Directors. The Directors may determine that a negotiable instrument may be signed, accepted, drawn, endorsed or otherwise executed in a different way.
- (b) The bank accounts of the Company shall be operated by such person, or persons as determined by the Board from time to time
- (c) The Company may have any number of separate accounts.

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### 41. CONFERMENT OF POWERS

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- (a) The Board may from time to time confer upon any Director for the time being or any other person as they may select such of the powers exercisable under this Constitution by the Board as it may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as it may think expedient.

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- (b) Powers conferred under this clause may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.

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## 42. CONTRACTS AND CONFLICTS OF INTEREST

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- (a) The Company may enter into contracts or arrangements with other companies or bodies in which a Director has an interest, provided it does so according to the usual commercial terms and conditions that apply to such contracts or arrangements.
- (b) A Director must disclose an interest in accordance with the Act and the Secretary must record all declarations in the minutes of the relevant meeting.
- (c) A Director who has an interest in a contract or arrangement made by the Company and has disclosed this interest to the Board subject to compliance with section 195 and related provisions of the Act still may:
- (i) vote on the matter;
  - (ii) be counted in determining whether or not a quorum is present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement;
  - (iii) sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement; and
  - (iv) vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement.
- (d) A Director's failure to make disclosure under this clause does not render void or voidable a contract or arrangement in which the Director has a direct or indirect interest.
- (e) A general notice given to the Board by a Director that the Director is an officer, a member of or otherwise interested in any specified corporation or firm stating the nature and the extent of the Director's interest in the corporation or firm shall, in relation to any matter involving the Company and that corporation or firm after the giving of the notice, be a sufficient disclosure of the Director's interest, provided that the extent of the interest is no greater at the time of first consideration of the relevant matter by the Board than was stated in the notice.

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## 43. MEETINGS OF DIRECTORS

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- (a) The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as it thinks fit provided that they shall meet together not less than 6 times each calendar year.
- (b) A Director may at any time and the Secretary upon the request of a Director shall convene a meeting of Board by giving at least 24 hours' notice of the meeting to all Directors.

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- (c) Notice of a meeting of Board need not be in writing.
  - (d) A Board meeting may be convened or held using any technology consented to by all Directors. The consent may be a standing one. A Director may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.
  - (e) All resolutions of the Directors passed at a meeting of Board where a quorum is present but where notice of the meeting has not been given as required to each Director, or any act carried out pursuant to such resolution, shall, provided each Director to whom notice was not given subsequently agrees to waive the same, be as valid as if notice of the meeting had been duly given to all Directors.

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#### 44. QUORUM

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A majority of Directors entitled to attend a meeting of the Board who are personally present (or in conference in accordance with **clause 43**) form a quorum. A quorum must be present at all times during the meeting. A Director who is disqualified from voting on a matter pursuant to **clause 42** shall be counted in the quorum despite that disqualification.

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#### 45. CHAIRPERSON OF DIRECTORS' MEETINGS

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##### 45.1 President and Vice-Presidents

- (a) The Directors shall elect a Director as President, who will act as Chairperson of all Directors' meetings.
- (b) The President will hold office for a term of two years or until such time as they cease to be a Director of the Company or a vote of no less than 6 Directors removes them from that office whichever first occurs.
- (c) The Directors may elect from their number, a Senior Vice-President, who will act as Chairperson of Directors meetings if the President is either unable or unwilling to act.
- (d) The Senior Vice-President will hold office for an initial term of two years or until such time as they are no longer a Director of the Company or a vote of no less than 6 Directors removes them from office, whichever first occurs.
- (e) The Directors may elect from their number, a Junior Vice-President, who will act as Chairperson of Directors meetings if the President and the Senior Vice-President are either unable or unwilling to act.
- (f) The Junior Vice-President will hold office for an initial term of two years or until such time as they are no longer a Director of the Company or a vote of no less than 6 Directors removes them from that office, whichever first occurs.

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## 46. VOTING

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- (a) A resolution of the Board must be passed by a majority of votes of the Directors present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Directors will for all purposes be taken to be a determination of the Board.
- (b) Each Director shall have one vote.
- (c) In case of an equality of votes at a meeting of the Board, the Chairperson has a casting vote in addition to a deliberative vote.

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## 47. RESOLUTIONS BY DIRECTORS

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- (a) The Board may pass a resolution without a Board meeting being held if all the Directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document. The resolution is passed when the last director signs.
- (b) A document which is received by the Company in legible form via whatever means and which purports to have been signed by a Director shall for the purposes of this clause be taken to be in writing and signed by that Director at the time of the receipt of the document by the Company in legible form.
- (c) An email transmission which is received by the Company and which purports to have been sent by a Director shall for the purposes of this clause be taken to be in writing and signed by that Director at the time of the receipt of the email transmission by the Company.
- (d) In addition, a Directors' meeting may be called or held and resolutions may be passed using any technology consented to by all the Directors. The consent may be a standing one. A Director may only withdraw consent within a reasonable period before the meeting or the putting of the resolution.

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## 48. COMMITTEE OF DIRECTORS

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- (a) The Board may form and delegate any of its powers to a Committee consisting of such Directors and other persons as it thinks fit and may from time to time revoke such delegation. All such Committees must be chaired by a Director.
- (b) A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board.
- (c) The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board contained in this Constitution.

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- (d) A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board are required by the Act and this Constitution to be made entered and signed. A copy of these minutes shall be tabled at the next Board Meeting.

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## 49. VALIDATION OF ACTS OF DIRECTORS

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All acts done:

- (a) at any meeting of the Board; or
- (b) by any person acting as a Director,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Director or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Director and had been entitled to vote.

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## 50. MINUTES

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- (a) The Board must cause minutes to be kept in accordance with the Act for the purposes of recording:
- (i) the names of the Directors present at each meeting of the Directors and of Directors present at each meeting of any Committee;
  - (ii) all orders, resolutions and proceedings of general meetings and of meetings of Directors and of Committees;
  - (iii) such matters as are required by the Act to be recorded in the record books of the Company including without limitation all declarations made or notices given by any Director of his interest in any contract or proposed contract or the holding of any office or property whereby any conflict of duty or interest may arise.
- (b) Such minutes shall be signed by the Chairperson of the meeting, or the Chairperson of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

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## 51. SECRETARY

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- (a) There must be at least one Secretary appointed to that office by the Board. Such Secretary may be an honorary Secretary.
- (b) The Board may remove any Secretary from that office.



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## 52. AUDIT

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- (a) A registered company auditor must be appointed if required by law.
- (b) The remuneration of the auditor must be fixed and the auditor's duties regulated in accordance with the Act.

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## 53. EXECUTION OF DOCUMENTS

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- (a) Without limiting the manner in which the Company may execute any contract, including as permitted under section 127 of the Act, the Company may execute any agreement, deed or other document by:
  - (i) two Directors signing the same; or
  - (ii) one Director and one Secretary signing the same.
- (b) Nothing in this Constitution requires the Company to execute any agreement, deed or other document under common seal for the same to be effectively executed by the Company.

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## 54. ACCOUNTS AND INSPECTION

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The Board shall cause proper financial records to be kept and must distribute copies of the financial reports of the Company and a Directors' report in accordance with the requirements of the Act and also from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them will be open to the inspection of Members.

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## 55. SERVICE OF NOTICES

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- (a) A notice may be given by the Company to any Member by:
  - (i) serving it on the Member personally;
  - (ii) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Company for the giving of notices;
  - (iii) facsimile to the facsimile number supplied by the Member to the Company for the giving of notices; or
  - (iv) sending it to the electronic address supplied by the Member to the Company for the giving of notices.
- (b) Any Member who has not left at or sent to the Office his place of address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.

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- (c) Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the day after the date of posting. Service of a notice to a Member outside Australia shall be deemed to have been made in the ordinary course of the post.
  - (d) Where a notice is sent by electronic means such as e-mail, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the business day after it is sent.
  - (e) Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer of the Company to that effect shall be conclusive evidence of service.

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## 56. NOTICES OF GENERAL MEETING

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Subject to **clause 55(b)**, notice of every general meeting must be given in any manner authorised by this Constitution to:

- (a) every Member; and
- (b) the auditor for the time being of the Company.

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## 57. WINDING UP

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The Company may be dissolved or wound up by a special resolution of Members at a meeting of Members. If any surplus remains following the winding up of the Company, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or corporation which has:

- (a) Hellenic or Castellorizian ideals;
- (b) objects which are similar to the objects of the Company as set out in **clause 5(a)**;
- (c) a governing document which requires its income and property to be applied in promoting its objects; and
- (d) a governing document which prohibits it from paying or distributing its income and property amongst its Members to an extent at least as great as imposed on the Company by **clause 5(d)**.

The identity of the corporation or institution is to be determined by the Members and failing such determination being made, by application to the Supreme Court for determination.

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## 58. INDEMNITY

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To the extent permitted by law, every Officer (and former Officer) of the Company shall be indemnified out of the funds of the Company against all costs, expenses and liabilities incurred as such an Officer or employee (or former Officer or employee). However, no such Officer (or former Officer) shall be indemnified out of the funds of the Company under this clause unless:

- (a) it is in respect of a liability to another person (other than the Company or a related body corporate to the Company) where the liability to the other person does not arise out of conduct involving a lack of good faith; or
- (b) it is in respect of a liability for costs and expenses incurred:
  - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the Officer (or former Officer) or in which the Officer (or former Officer) is acquitted; or
  - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the Officer (or former Officer) under the Act.

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## 59. PAYMENT OF INDEMNITY POLICY PREMIUM

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- (a) To the extent permitted by law the Company may at the discretion of the Board enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Company against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for:
  - (i) a liability arising out of conduct involving a wilful breach of duty in relation to the Company; or
  - (ii) a contravention of sections 182 or 183 of the Act.

The Board shall have the discretion to approve the terms and conditions of any such policy of insurance.

- (b) Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Company shall not be required to indemnify the Officer under **clause 58** except to the extent that the indemnity affected by the insurance policy does not fully cover the persons liability.

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## 60. INDEMNITY TO CONTINUE

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The indemnity granted by the Company contained in **clauses 58** and **59** shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.