

Constitution of the

Macedonian Community of Adelaide and South Australia Inc.

December 2018

**{Amended in accordance with the provisions of this Constitution at an
AGM on 09 December 2018}**

Macedonian Community of Adelaide and South Australia Inc.

1. NAME

The name of the Association is the "*Macedonian Community of Adelaide and South Australia Incorporated*".

2. PREMISES

The Community's premises are situated at 146-148 Crittenden Road, Findon, South Australia; and/or at any other place as from time to time shall be determined by the members of the Association.

3. INTERPRETATION

In this Constitution the following words and expressions shall unless inconsistent with or repugnant to the context have the meanings set opposite them respectively, namely:-

"*annual general meeting*" means the general meeting of members held annually in accordance with the provisions of this constitution,

"*financial year*" means each period of twelve months commencing on the first (1st) day of July and ending on the next succeeding thirtieth (30th) day of June,

"*financial member*" means an individual person accepted as a member of the Association, by virtue of payment of the requisite fees and satisfaction of the other necessary membership criteria set out in this constitution,

"*general meeting*" means any general meeting of members held in accordance with the provisions of this constitution,

"*life member*" means a person who is the recipient of the award of life membership granted in accordance with the provisions of this constitution,

"macedonia" means the geographical territory historically and presently described as such in the region of the central Balkan peninsula of south-eastern Europe, comprising of the Republic of Macedonia* (former Yugoslavia), Aegean Macedonia (Greece), Pirin Macedonia (Bulgaria) and Prespa Macedonia (Albania), divided as a result of de iure partitions effected by the Treaties of Bucharest (1913) and Versailles (1919);

*nb. * The 'Republic of Macedonia'. This independent and sovereign state, while an autonomous region of the former federal Yugoslavia, was previously known as the "Peoples' Republic of Macedonia"(1944) and then the "Socialist Republic of Macedonia"(1974); upon declaring independence in 1991, it was constitutionally known as the "Republic of Macedonia", and recognized bilaterally as such by 147 countries; in September 2018, despite the failure of a subsequent plebiscite, the government of the day proposed a change in the state's name to the "Republic of North Macedonia", in accordance with the "Prespa Agreement" signed earlier that year between the governments of Macedonia and Greece, and despite overwhelming popular opposition in both countries. In January 2019, following ratification by both parliaments, and the amendment of the Macedonian constitution, the state formally (although unconstitutionally) became known as the "Republic of North Macedonia".*

"macedonian" (noun) means a person who identifies his/her ethnic, national, cultural and linguistic derivation from any of the four (4) parts of "ethnic" Macedonia (as described above), and who possesses the requisite ethno-cultural characteristics endemic and specific to Macedonia. The term in this sense is ethno-specific, and includes a national connotation; it does not therefore include a person who identifies his/her ethnic, national, cultural and linguistic derivation as being "Greek", "Bulgarian", "Serbian", "Yugoslav", "Albanian", or any other,

nb The use of this terminology, both as a noun and adjectivally, was also defined within article 7 of the Prespa Agreement 2018 (see above notation), but its usage in that regard does not conform with, nor is it intended to conform with, the definition of those terms in the provisions of this constitution

"macedonian" (adjective) means, in a descriptive sense, pertaining to the above,

"meeting" means any meeting of the Association or its organs at which members of the Association are present, convened in accordance with the provisions of this constitution,

"member" means any member of the Association or its organs accepted/appointed/elected in accordance with the provisions of this constitution,

"social member" means an individual person accepted as a social member, by virtue of payment of the requisite fees and satisfaction of the other relevant criteria,

"the association" means the Macedonian Community of Adelaide and South Australia Inc.,

"the committee" means any committee established for management purposes by the Association or its organs in accordance with the provisions of this constitution, but does not mean the Executive or Management Committees of the Association,

"the executive" means the Executive Committee of the Association, elected by its members at an annual general meeting in accordance with the provisions of this constitution,

"the management committee" means the full Management Committee of the Association established in accordance with the provisions of this constitution.

4. OBJECTS AND PURPOSES

4.1. The Association, established in 1947 as a secular, community-based entity, is a body directly promoting the interests of its members, and indirectly on an universal basis, the interests of its constituency, Macedonians presently and permanently resident within Adelaide and the state of South Australia; the Association has the character of a body corporate, and is incorporated (1958) pursuant to the Associations Incorporation Act 1985, as amended (SA).

4.2. The Association is a voluntary, non-profit and non-commercial body, and is non-party political or ideological, and shall not involve itself in partisan political activities of this nature.

4.3 The objects and purposes of the Association are:-

(A) to assist its members, other Macedonians, and new arrivals in understanding and appreciating the total Australian way of life, so as to facilitate and enable their free and equal integration into the mainstream community.

(B) to organize and provide for its members and others activities, services, resources, amenities and facilities, including but not limited to the following areas:-

- social functions;
- cultural, artistic, heritage and educational events and services;
- religious instruction, services and ceremonies;
- welfare, vocational and community development services;
- sporting and recreational services, amenities and activities;
- literary, language, publishing and broadcasting activities;
- settlement assistance.

(C) to advocate and promote unity and cohesion amongst the Macedonian community of South Australia for the purpose of effectively pursuing and achieving the legitimate goals and common aspirations of that community within that arena and beyond.

(D) to bring together within the Association Macedonians with a high degree of personal training, skill, knowledge and commitment, in order to work effectively towards achievement of the total objects and purposes of the Association.

(E) to render assistance and impart advices, by drawing upon its own resources, to other Macedonian organizations and persons which are interested in the objects and purposes of the Association, with a view to achievement of such objects and purposes.

(F) to organize and implement programs and projects directed at assisting Macedonians permanently resident in South Australia in understanding the socio-political system, laws, culture and way of life (including the mainstream English language) of the host society in that arena; to instill a sense of loyalty and respect for the host society; to assist Macedonians in settling and adapting to this society.

(G) to organize cultural, religious, sporting, musical, theatrical, literary and other educational events and activities for the purpose of making the wider South Australian community more aware of the Macedonian nation, its history and total cultural heritage.

(H) to promote the study of the Macedonian language and culture within South Australia by :-

(i) establishing research grants and scholarships with accredited learning and other institutions for the study of Macedonian language and culture;

(ii) awarding scholarships or otherwise assisting persons of Macedonian origin for the purpose of advancing their education in these fields.

(I) to promote to Macedonians and the wider South Australian community important and fundamental human values in society including the respect for peace, democracy, the environment, human rights and fundamental freedoms, gender equality, and the benefits of ethnic and cultural pluralism.

(J) to advocate, promote and work towards the permanent establishment of the Republic of Macedonia as an internationally-recognized and accepted sovereign and independent nation-state; to encourage the government and citizenry in that state to achieve social harmony, economic prosperity, national security, peaceful co-existence with its neighbouring states, an equitable integration into a federal Europe, and a socio-political existence based upon the principles of democracy, the rule of law, and the recognition, protection and advancement of basic human and civil rights and fundamental freedoms.

(K) to advocate, promote and work towards the permanent establishment, by democratic processes, of basic human and civil rights and fundamental freedoms, and self-determination, for Macedonians living in Greece, Bulgaria, Albania and Yugoslavia; and by such means to ensure for Macedonians, social and economic justice, cultural freedom, equal opportunity, non-discrimination, and a free and equal participation in the societies of those states.

(L) to advocate, promote and work towards the above (K), in the societies of the states outside of Macedonia in which Macedonians now permanently reside.

(M) to develop and maintain reciprocal links with government and non-government cultural, religious and educational organizations in the Republic of Macedonia with a view to promoting Macedonian culture and heritage in South Australia and beyond, and all ancillary matters deemed to be in the common interest of Macedonia and Macedonians.

(N) to develop and maintain reciprocal links with, to join and affiliate to/with other local, state, national/federal, international and trans-national Macedonian and other organizations with a view to promoting Macedonian culture and heritage internationally, and all ancillary matters deemed to be in common interest of Macedonia and Macedonians.

(O) such other complementary purposes not inconsistent with these objects.

4.4. In furtherance of the afore-described objects and purposes, the Association's mandate includes, without limitation:-

(A) developing and implementing fund-raising programs, for purposes not inconsistent with the above, and in the discharge of the same, providing funds or making donations to bodies with an interest in any aspect of the Association's objects.

(B) maintaining contact with and securing the cooperation of, all agencies, clubs, organizations and institutions, public, private and community, with an interest in any aspect of the Association's objects, for the purpose of making such objects complete, comprehensive and effective.

5. POWERS

5.1. In furtherance of its purposes and objects, the Association shall have, in addition to any statutory or regulatory power relevant to the jurisdiction in which it is incorporated, the following powers, to be exercised on its behalf by the Executive Committee, and by proper instrument of delegation, by authorized functionaries and officers thereof, with the proviso that no such power shall be exercised in a manner inconsistent with the objects or against the interests of the Association without the express and prior consent of the members in general meeting:-

(A) to purchase, take on, lease, rent, exchange or otherwise acquire any real or personal property.

(B) to borrow monies and to give security for the repayment thereof by way of mortgage, charge or otherwise.

(C) to sell or otherwise dispose of any of its property upon such conditions as are considered expedient, and to apply the proceeds of sale in accordance with any conditions under which such property was acquired or otherwise in accordance with this constitution.

(D) to buy, sell and supply goods of all kinds.

(E) to construct, maintain and alter buildings or works necessary or convenient for any of the objects or purposes of the Association, and to enter into contracts in respect thereof.

(F) to seek financial assistance from government, non-government and commercial bodies for implementation of the Association's objects.

(G) to accept gifts for the purposes of the Association.

(H) to take such steps by personal or written appeals, public meetings, community activities or other like events, as may from time to time be deemed expedient, for the purpose of securing contributions to the Association for its use in pursuance of its objects.

(I) to make grants or loans to such persons and bodies and upon such terms and conditions (whether secured or unsecured) and with or without interest as may be deemed expedient.

(J) to invest any of the monies of the Association not immediately required for its purposes thereof in any form of investment as the Executive Committee may deem expedient.

(K) to vary the investments for the time being held by the Association for other investments as deemed expedient.

(L) to employ, appoint, engage, hire or otherwise contract servants, clerks, workers, employees and other persons including consultants whose services are necessary or desirable for the purposes of the Association, with power to determine by negotiation all terms and conditions in relation thereto, including the power to suspend or dismiss such persons, and to pay or otherwise remunerate such persons from the funds of the Association.

(M) to effect and maintain such insurances as are reasonably necessary for the purposes of the Association.

(N) to enact any by-laws or regulations pursuant to this constitution, which shall be binding upon the Association and its members; such enacted instruments shall be maintained in a register established for this purpose, and from time to time shall be made available for inspection by the members at the Association's premises.

(O) to develop and maintain reciprocal links with, to join and affiliate to/with other local, state, national/federal, international and trans-national Macedonian and other organizations with a view to promoting Macedonian culture and heritage internationally, and all ancillary matters deemed to be in the common interest of Macedonia and Macedonians.

(P) to do all such other things as shall be necessary and incidental to the carrying out of the objects and purposes of the Association.

6. MEMBERSHIP

6.1. Membership of the Association is open to any individual of Macedonian origin or background, supportive of and willing to work towards achievement of the objects of the Association, and who intends to abide by the rules and norms set out in the provisions of this constitution.

6.2. Membership of the Association is open to individuals of non-Macedonian origin or background, who also satisfy the afore-stated criteria, provided that the total membership of this type does not exceed twenty (20%) per cent of the Association's membership at any given point in time; however, although such membership shall confer voting rights in general meetings upon the said member, he/she shall be ineligible to hold elective office on the Executive of the Association.

6.3. The Executive Committee of the Association may from time to time create other classes of individual membership, such as "Social", "Associate", "Honorary" etc, pursuant to terms and conditions which it deems necessary and expedient in its absolute discretion; a class of corporate membership may also be created, notwithstanding but having regard to the provisions of sub clause 6.4 of this constitution, on the proviso however that if any entity not being an individual is admitted to membership, then the representative of that entity shall not have voting rights in general meetings.

6.4. Membership of the Association is not open to the following:-

- **unincorporated associations; incorporated bodies of any description;**
- **trading, commercial or profit-making entities;**
- **governmental and state bodies of any description;**
- **political parties and/or their community-based support mechanisms;**
- **trade unions.**

6.5. In order to be accepted into membership of the Association, a person must satisfy the Executive Committee that the following criteria have been met:-

Criteria:

(A) the applicant has submitted an application for membership on the prescribed form to the Secretary of the Association; different forms shall be used for those applying as new and former members, as distinct from those who are seeking to renew their membership, which expires at the end of the current calendar year.

(B) the applicant must pay the requisite membership fee, as determined from time to time by the Executive Committee in its absolute discretion; however, the Executive may in its absolute discretion, waive the said fee where financial hardship has been demonstrated.

(C) the applicant must be at least eighteen (18) years of age, and be a person of good character who in the opinion of the Executive, is genuinely interested in the affairs of the Association, shall work towards and support the achievement of its objects, and comply with the rules set out in the provisions of this constitution.

6.5.1. Membership shall confer voting rights in general meetings upon the person concerned.

6.6. Membership shall be annual, and shall cover the period of the calendar year (January to December). Membership forms for renewal of membership shall be sent to existing members by the Secretary of the Association by no later **than** the fifteenth (15th) day of November each year, to enable expedient renewal for the following year.

6.6.1. Applications for renewal of membership shall generally not be accepted by the Secretary after the fifteenth (15th) day of March in the relevant membership year.

6.6.2. Applications for membership from persons who previously held membership in the Association shall generally not be accepted after the fifteenth (15th) day of March in the relevant membership year.

6.6.3. The Executive shall have discretion to receive an application after the final date in respect of persons applying under 6.6.1. and 6.6.2. only where it is satisfied that there are exceptional circumstances and/or compelling reasons that apply in the case before it.

6.6.4. Applications for membership from new members may be received at any time during the calendar year, save and except during the period between the calling of the annual general meeting and the taking place of that meeting; such persons must be nominated in writing by a current member of the Association in the appropriate space on the relevant membership form.

6.7. Membership applications shall be considered at the first routine meeting of the Executive, or as soon as possible thereafter, and they shall be assessed against the relevant criteria for membership. If approved, the decision shall be noted in the formal minutes of that meeting; the Secretary shall then notify the applicant of the said decision, and provide the member with a membership card; the member's name shall also be entered into the Association's Register of Membership, which shall be maintained for this purpose by the Secretary, and which shall contain details of the membership for at least a period of five (5) years in arrears; if refused, the decision shall be noted as above; the Secretary shall then notify the applicant in writing of the said decision, setting out brief reasons for that decision.

6.8. Any person refused or otherwise deemed ineligible for membership by the Executive may, within twenty-eight (28) days of written notification, challenge such decision by written appeal directed to the Secretary of the Association. Such document must set out in full the grounds of appeal. The Executive Committee shall thereafter, within twenty-eight (28) days of such receipt, determine the appeal; it may in its absolute discretion invite the appellant to address it orally. Such decision shall be final. Full reasons for the decision in writing must be provided thereafter to the appellant as soon as possible.

6.9. The following classes of person shall be ineligible for membership of the Association:

- any person who is or has been a member, supporter or active within an organization whose constitution, platform, policies, philosophies, politics, or actions deny or misrepresent the ethno-cultural, historical, linguistic, national, religious or social status or heritage of Macedonia or Macedonians; or an individual holding such views or participating in such actions;
- any person who seeks to use the Association as a platform for propagating views or initiating action of a partisan political, ideological or other nature which are in conflict with the objects of the Association;
- any person who is a member, supporter or active within any other Macedonian organization whose platform, policies or activities seek to undermine or come into conflict with the objects of the Association.

6.9.1. In the event that a person described above makes application for membership, that application shall be automatically refused if the Executive is satisfied that the applicant comes within one of the classes so described; in the event that the person described above is a current member of the Association, and the Executive is satisfied that the person comes within one of the classes so described, that person shall become liable for instant suspension and/or expulsion pursuant to the provisions of section 7 of this constitution.

6.9.2. The Executive shall have discretion to invite the said person to appear before it and answer any questions that may be relevant to a consideration of matters concerning the provisions of section 6.9. of this constitution. In addition, the person may submit written material in seeking to establish that he/she does not come within the classes described above.

6.9.3 Any person who deliberately fails or has failed to disclose to the Executive relevant information pertinent to the Executive's consideration of matters under section 6.9. in respect of that person's membership application, shall be liable for instant suspension and/or expulsion pursuant to the provisions of section 7 of this constitution.

7. CESSATION OF MEMBERSHIP

7.1. A member shall cease to be a member of the Association if:-

- (A) he/she resigns from membership, by giving notice in writing to the Secretary;
- (B) he/she passes away;
- (C) he/she is expelled from membership of the Association, pursuant to subsection 7.1.1

7.1.1. A member may be expelled from membership for the following reasons -

- (A) misconduct detrimental to the Association, including conduct or action unbecoming, or contrary to the objects and purposes of the Association;
- (B) previous non-disclosure of information pertinent to the application for membership, or the continued holding of membership, in respect of sub-section 6.9. of this constitution.

7.1.2. The Executive Committee shall determine whether action to expel a member is warranted, and whether it should commence forthwith; that person shall thereafter be placed under immediate suspension of membership, thus freezing the member's rights and privileges; the Secretary must forthwith write to the suspended member advising of such decision, and giving full details of the nature of the charges against the suspended member; oral and/or written submissions must also be invited from the suspended member, in order for the decision to be challenged.

7.1.3. The suspended member shall then have fourteen days to prepare such submissions; an extension of time may be sought and granted in the Executive's discretion; in the event that no submissions are received, the Executive may proceed to expel the suspended member, and notify him/her in writing accordingly.

7.1.4. In the event of the decision being challenged, and following the making of submissions, the Executive shall proceed as expeditiously as possible to a final determination; it may either affirm or annul the suspension; in the event of an affirmation, the suspended member shall be expelled from membership forthwith, and notified in writing as soon as possible, setting out full reasons for the decision. A period of time may then be set, in the discretion of the Executive, within which no further application for membership shall be accepted by the Association from the expelled member.

7.1.5. In the event of expelling the member, that person shall have fourteen (14) days from receipt of the notification to petition the General Meeting of Members for restoration of his/her membership. Such petition must be forwarded in writing to the Secretary, and must set out the further grounds of appeal. The Executive shall then list the matter for hearing before the members at the next routine General Meeting; or alternatively, if no routine General Meeting is to be held within the next 180 days, convene a General Meeting for this and/or other purposes not later than 90 days after receipt of the petition; at such meeting, the expelled member shall be given the right to address the members. The General Meeting may then do any of the following matters:-

- affirm the expulsion and its term;
- set aside the expulsion and restore the person's membership;
- remit the matter to the Executive with directions on how to proceed further in the matter;
- conduct its own investigation in the matter by establishing a Board of Enquiry;
- appoint an independent arbitrator for investigation and recommendation.

8. LIFE MEMBERSHIP AND OTHER AWARDS

8.1. Eligibility

To be eligible for the award of life membership of the Association, a person must, in the opinion of at least two-thirds (2/3rds) of the members of the Board of Life Members, satisfy the following criteria:-

(A) held financial membership of the Association for a period of not less than ten (10) full consecutive calendar years, immediately before the year in which the nomination of that person for life membership is made; and

(B) been either a member of the Executive Committee, or a senior office-holder or functionary of any organ of the Association, for a period of not less than four (4) years during that period, or a recipient of the "Goce Delchev" medal, or if none of these criteria are met, in the opinion of at least two-thirds (2/3rds) of the members of the Executive Committee, has undertaken outstanding work to support the objects and purposes of the Association over that period of ten (10) years; and

(C) at various stages of the life of the Association, has been an active member of the Association, and has made a major contribution to any aspect of the Association's objects and purposes.

8.1.1. The award of life membership is permanent and enduring, and cannot be removed by any act or instrument, save and except where information becomes available about the life member which would in the normal course where the Executive Committee is properly advised, lead to a rejection of an application for membership based upon the candidates failure to meet good character criteria under sub-clause 6.5.1 (C)

8.1.2. The Board may nominate from time to time other persons not of Macedonian origin or background for the award of honorary life membership of the Association on the basis of long-term support made to the Association; such persons shall not be entitled to a seat on the Board, nor to any of the rights and privileges of full life members.

8.2. Structure

The life members shall function as a Board of the Association, and shall elect one of their number as Chairperson, who shall hold office for a period of five (5) years. The Chairperson shall preside over the Board's activities, and represent its interests. The Board shall meet as often as deemed necessary in order to transact its business.

8.3 Functions and Responsibilities

The Board of Life Members shall:-

- (A) oversee and supervise all or any of the affairs, activities and interests of the Association;
- (B) nominate suitable candidates for the award of life membership to the Executive Committee for decision, in accordance with the criteria set out in subsection 8.1 above; the nominations are to be submitted to the Executive each year so as to enable the award to be determined and presented at the annual national day (Ilinden -2nd August) each year; the Board is not obliged to make such nomination if no suitable candidates are available; the Executive Committee may, by majority vote, either approve or reject the said nominations, and such decision shall be final; however, no decision to award life membership can be made by the Executive Committee unless that person has first been properly nominated by the Board, save and except for where no nomination at all has been forthcoming from the Board in the relevant year, and in the opinion of two-thirds (2/3rds) of the members of the Executive Committee, there are person/s who do satisfy the criteria set out in clause 8.1 of this constitution.

8.4. Rights and Powers

The Board members shall have the following rights and powers:-

(A) the right to attend any regular meeting of the Executive Committee, and to participate in any of the business of the said meeting, without however having voting rights. The Board members shall also have the right to attend any other special events, functions or meetings organized by the Association;

(B) should the Executive Committee be rendered unable to continue to discharge its duties for any reason, the Board shall convene an Extraordinary General Meeting as soon as possible, and no later than twenty-eight (28) days from the retirement of the Executive; the sole purpose of this meeting shall be the election of a new Executive Committee in accordance with the provisions of this constitution. The Board shall have the right to conduct all of the business of the Association until the said meeting, and during the course of the same.

(C) Board Members shall be exempted from the payment of membership fees, and their membership of the Association for this purpose shall be regarded as continuous. None of the above however, shall preclude them from enjoying the same basic rights and privileges that are enjoyed by financial members.

8.5. Privileges

Board Members shall have the following privileges:-

- (A) a special life membership card;
- (B) a certificate of life membership;
- (C) a life membership badge;
- (D) inclusion of his/her name, together with the year of the award, on an honour roll of Life Members erected and displayed with the Association's premises; where possible, the relevant member shall be entitled to the erection of a suitable framed photograph at a place within the premises where other such photographs are displayed.

8.6 "Goce Delchev" Medal

Where in the opinion of at least two-thirds (2/3rds) of the members of the Executive Committee, a member of the Association, including but not limited to persons who are unable to satisfy the full criteria for the award of life membership at that time as set out in this clause, has nonetheless demonstrated exceptional and/or outstanding commitment to supporting and achieving the objects and purposes of the Association for a period of time, may in their absolute discretion award to such person the "Goce Delchev" medal, which entitles the said person to a medal and certificate of distinction recognizing the service of the recipient to the Association ; however, such an award shall not entitle the recipient to the status, privileges or benefits of life membership of the Association.

8.6.1 Other Awards

Nothing herein shall prevent the Executive Committee of the Association, by majority resolution, and in its absolute discretion, from awarding to deserving recipients other awards and certificates of merit/appreciation as may be deemed appropriate.

9. THE ASSOCIATION'S ORGANS

9.1. The following organs shall be established within the Association:-

I. MACEDONIAN ORTHODOX CHURCH "ST. NAUM OF OHRID, THE THAUMATURGE"

9.1.1. The church is an integral part of the Association, and is established to serve the religious and spiritual needs of its members, and the wider Macedonian community; the Church is named after the Macedonian teacher and ecumenicalist, St. Naum of Ohrid, the Thaumaturge ('Miracle Worker'). The Church was founded by the Association in 1969, in the glorious tradition of the foundation Macedonian Orthodox Autocephalous Church in Australia (1956), with its seat in Melbourne, and with the blessing of the Holy Synod of the Macedonian Orthodox Church, with its seat in Skopje, Republic of Macedonia (1967), to offer religious services in the Eastern Orthodox faith to members of the Association and other parishioners.

9.1.2. The Church is affiliated with the Australian Diocese of the Macedonian Orthodox Church, and operates in accordance with the canonical, religious and spiritual jurisdiction of the Council of the Holy Synod of the autocephalous Macedonian Orthodox Church, which is based in Skopje, Republic of Macedonia; where the holy canons and/or provisions of other legal instruments of the mother church including its constitution and/or the statute/s of its diocesan organs, come into conflict with the provisions of this constitution, the policies and practices of the Association, and/or the laws and common practices of the jurisdiction of Australia, then the latter shall prevail and take effect.

{N.B. The annual general meeting of members of the Association, held on 13th December 2015, having achieved the necessary quorum, resolved to confirm that since 1997 the Association and its Church of "St. Naum of Ohrid" at Findon, SA has in practical terms operated outside of the framework of the Macedonian Orthodox Church with its seat in Skopje, Republic of Macedonia. In this regard the Association and its Church has not assented to the exercise of any jurisdiction by the "mother" Church. The Association, to all intents and purposes, has independently operated the Church of "St. Naum of Ohrid" and managed its parish, in concert with other like bodies across the Commonwealth of Australia, with such entities having formed the Association of Macedonian Communities in Australia Inc. (AMCA). In this respect also, the parish priest of the Church "St. Naum of Ohrid" has been appointed from outside of the ranks of the established clergy of the mother Church and without the formal consent of that Church's administrative organs including the relevant diocesan bishop; notwithstanding this the relevant parish priest has been a properly qualified minister of the eastern

orthodox faith and recognized under Australian law. The said meeting on the 13th December 2015 resolved to await the outcome of negotiations between the AMCA members and the Holy Synod of the Macedonian Orthodox Church, Skopje on the issue of those churches and their patron communities being reincorporated under the jurisdiction of the mother Church. These negotiations had commenced between the parties at meetings in Skopje in December 2012 but had not been concluded as at the date of the AGM in 2015. It was acknowledged that a formal resolution of the members in general meeting would be required in the future to complete the act of re-integration.)

(PS At its AGM in 2017, the members of the Association, by majority resolution, accepted the re-integration of the Macedonian Orthodox Church "St Naum of Ohrid", via its patron organization, the Association, into an officially established and registered second MOC diocese in Australia, the Macedonian Orthodox Diocese of Australia – Sydney (MODAS). This resolution was passed on the basis of the prior execution of a bi-lateral Deed of Agreement between the Association and the administrator of MODAS, His eminence Bishop Timotej, for and on behalf of the Macedonian Orthodox Church (Skopje, Macedonia) ; the provisions of the Deed, where necessary, protect the autonomous governance of the Association and its Church "St Naum of Ohrid", and of the right of the Association, to own and control its assets, under relevant Australian law, through its members. The said bi-lingual Deed was executed on 28 September 2016. The Association agreed to accept the appointment of a regular parish priest by Bishop Timotej, subject to the provisions of this constitution, and the governing documents of the diocese MODAS, and negotiations in this regard have continued to the date of the AGM amending this constitution. The members have nonetheless determined, through the Executive Committee, while accepting the canonical and spiritual jurisdiction of the "mother" Church through MODAS, to nonetheless abide the outcome of resolutions made at the Popular Assembly of the mother Church in October 2018 in Skopje, concerning a proposed redistribution of jurisdictional boundaries between the two Australian diocese – MODAS and MODANZ, affirming that the Association under no circumstances will agree to submit to the jurisdiction of Bishop Petar, the administrator of MODANZ. Further, it was equally resolved at the 2018 AGM that no change to the official name of the mother Church would be acceptable.)

9.1.3. The Church, its entity, name, objects, land, structures, physical improvements, and other assets and liabilities, shall at all times remain the exclusive proprietary interest of the Association; ultimate management of Church affairs shall vest in the Executive Committee, but may at all times be expressly or impliedly delegated to other organs of the Association and/or their officers, such as the Church Committee and the Church Reverend. The Church Committee may bring down its own rules of operation for the Church, in consultation with the Church Reverend and the parishioners, with the proviso that such rules not be inconsistent with the objects and purposes of the Association, or the provisions of this constitution; the Executive Committee shall have a right of veto in this regard.

9.1.4. Objects and Purposes

(A) To instruct its members and worshippers in the spirit of Orthodoxy.

(B) To preserve, advance and develop the glorious traditions of the Macedonian Orthodox Church.

(C) To develop mutual love and brotherly understanding, and in so doing to elevate its members and worshippers spiritually.

(D) To shape loyal and contributing citizens of Australia through moral and spiritual improvement.

(E) To preserve Christ's basis religious truths and teachings as revealed in the Holy Scriptures.

9.1.5. Church Reverend

(A) The Church Reverend is the senior officer of the Church and its parish; he is employed pursuant to a contract of service with the Association; the Reverend shall be paid a fair wage as agreed between the parties and having regard to relevant rates of remuneration which apply across the board to such positions; the Executive shall provide the Reverend with a duty statement, and shall require him to perform diligently the duties set out therein; the Reverend shall report in writing to the Executive in respect of these duties as often as is deemed necessary and expedient; in the discharge of such duties, he is responsible to the General Meeting of Members, through the Executive Committee.

(B) The Reverend shall be an ex-officio member of the Church Committee; he must attend all such meetings of the Committee, unless he has a proper excuse, and participate in all the business of the meeting without exercising a right to vote.

(C) The Reverend is appointed by the Bishop/Metropolitan of the Australian Diocese, and confirmed by the Archbishop; he is responsible to these persons in the exercise of his canonical responsibilities, through the Council of the Holy Synod, the Executive Committee of the Diocese and the Bishop's Deputy in Australia, who shall have the right to supervise the Reverend in the exercise of such responsibilities ; such supervision however shall be undertaken in full consultation with the Executive Committee of the Association, or where expressly delegated, with the Church Committee. In the event of a conflict between lawful and proper directions given to the Church Reverend by the Church hierarchy and those given by the Executive Committee, the latter shall prevail and take effect.

(N.B. In terms of the applicability of this sub clause, the annual general meeting of members, held on the 13th of December 2015, resolved to accept that since 1997 there has been no acceptable line of authority between the mother Church, its diocesan organs of Australia and the Church Reverend; however the outcome of the present negotiations to reintegrate the Church into the administration of the mother Church will determine in future how this provision is to apply in practice. In all other respects see the note above in relation to sub clause 9.1.2.)

(D) The Executive Committee shall be obliged to defend and safeguard the honour, reputation and dignity of the Reverend; the said Reverend however is duty bound to accept and carry out all proper and lawful directions of the Executive Committee in discharging his duties.

(E) The Reverend shall endeavour, where possible, to conduct all Church services in both the Macedonian and English languages.

II. BOARD OF LIFE MEMBERS

9.2.1. Refer to section eight (8) of this constitution.

9.2.2. The Board shall have the right to appoint an ex-officio representative to the full Management Committee of the Association.

III. MACEDONIAN SOCIAL CLUB "ILINDEN" INC.

9.3.1. There shall be established a Social Club "Ilinden", which shall be administered by the Association.

9.3.2. The objects and purposes of the Club shall be to organize and manage social and recreational activities for its members, members of the Association, and members of the wider Macedonian and mainstream Australian communities.

9.3.3. The Club shall establish its own legal personality by incorporation, and in so doing shall secure its own financial and other membership, bring down its own constitution, establish its own premises, and pursue and manage its own affairs and activities as appropriate, with the proviso that such activities not be inconsistent with the objects and purposes of the Association; the Executive Committee of the Association shall have the right to veto any decisions brought by the members or management of the Club that are deemed to be inconsistent with the Association's objects and purposes, or policies and practices, in its absolute discretion; the Executive Committee of the Association shall have the right to approve or reject any constitution brought down by the members of the Club in general meeting, or any amendments thereto; the Executive Committee of the Association shall have power to appoint a

simple majority of the members of the management organs of the Club, with the balance of such positions filled by routine election by the members of the club in general meeting, in accordance with the provisions of the Club's constitution.

9.3.4. The Club shall have power to make application for and maintain any licenses or other form of authority as are deemed necessary and expedient to the discharge of its objects and purposes.

9.3.5. The Club, its entity, name, objects, land, structures, physical improvements, and other assets and liabilities, shall at all times remain the exclusive proprietary interest of the Association.

9.3.6. The Club shall have the right to appoint an ex-officio representative to the full Management Committee of the Association.

IV. MACEDONIAN COUNCIL OF SOUTH AUSTRALIA

9.4.1. There shall be established a Macedonian Council of South Australia, which shall be administered by the Association.

9.4.2. The objects and purposes of the Council shall be the pursuance, under its own name, of activities within the theatre of the mainstream South Australian community and beyond, that advance, promote, enhance and protect the interests of the Association and its members, and the wider Macedonian community and cause, in any manner deemed by the Executive Committee of the Association to be not inconsistent with the objects and purposes of the Association.

9.4.3. Management of the affairs of the Council shall vest in its Executive Committee, appointed by the Executive of the Association upon terms and conditions deemed necessary and expedient in its absolute discretion.

9.4.4. The Council, its entity, name, objects, land, structures, physical improvements, and other assets and liabilities, shall at all times remain the exclusive proprietary interest of the Association.

9.4.5. The Council is affiliated with the Macedonian Council of Australia, a federally-established body.

9.4.6. The Council shall have the right to appoint an ex-officio representative to the full Management Committee of the Association.

V. ASSOCIATION OF FORMER REFUGEE CHILDREN FROM THE AEGEAN PART OF MACEDONIA ("DECA BEGALCI")

9.5.1. The Association of Refugee Children shall be a part of the Association.

9.5.2. The Refugee Children may bring down rules which define its objects, purposes, structure, management, activities and other ancillary matters, provided that nothing contained therein is inconsistent with the provisions of this constitution.

9.5.3. The Association of former Refugee Children is comprised of former refugee children from the Aegean part of Macedonia. It may only accept into membership any persons who are former refugee children, and persons who are members of the families of former refugee children, as long as such persons satisfy membership criteria established by the Association of former Refugee Children. Such members shall elect in general meeting persons to comprise the management committee of the Association of former Refugee Children, but only upon the proviso that such persons are also members of the Association (that is, the Macedonian Community).

9.5.4 The Association of former Refugee Children is affiliated with the Association of former Refugee Children from the Aegean part of Macedonia (Australia), a federally-established body, and through it, with the International Association of former Refugee Children from the Aegean part of Macedonia.

9.5.5. The Association of former Refugee Children shall have the right to appoint an ex-officio representative to the full Management Committee of the Association.

VI. SECTIONS

9.6.1. There shall be established within the Association the following sections which shall pursue activities for their stated purposes:-

Womens' Section

-women's affairs, social, recreational

Senior Citizens' Club

-aged issues, social, recreational

Youth Group

-youth issues, social, recreational

Society of Macedonian Professionals "VOX"

-vocational issues, information, education, cultural, social

Cultural Society "ISKRA"

-publishing, information, history, politics, literary, cultural

Folkloric Ensemble "SLOBODA"

-folkloric performance, dance, music, social

Ethnic School "Sts. Kiril & Metodi"

-language instruction, cultural, education, literary, history

"MACEDONIA UNITED" Soccer & Sports Club

-soccer, sports, recreational, social

Community Media Program (Radio & TV)

-broadcasting, information, cultural

Heritage Movement "Spas"

-preservation and promotion of cultural heritage material

9.6.2. The Association may establish other sections as are deemed necessary and expedient from time to time; the procedure for so doing is as follows :-

(A) A steering committee of no less than six (6) current members of the Association shall present a written proposal for establishment of a new section to the Executive Committee; such proposal shall clearly identify the intended objects and purposes of the said section; and the proposed activities.

(B) The Executive Committee shall then consider and determine the proposal; in the event of approving the proposal, the steering committee shall be requested to convene a general meeting of interested persons from amongst the membership of the Association for the purpose of ratifying the objects and purposes, and electing a management organ; in the event of rejecting the proposal, the Executive Committee shall advise the steering committee of its right to petition the next routine general meeting of the Association, where the matter can then be decided with finality by the members.

9.6.3. The sections are internal organs of the Association, and as such do not have power to establish themselves as separate entities by way of registration, incorporation or otherwise; they may however secure their own membership, devise their own rules of establishment and operation, including their stated objects and purposes, and pursue and manage their own affairs and activities as appropriate, with the proviso that such rules and activities not be inconsistent with the objects and purposes of the Association; the Executive Committee of the Association shall have the right to veto any decisions brought by the members or management of the sections that are deemed to be inconsistent with the Association's objects and purposes, its policies and practices, or with any provisions of this constitution, in its absolute discretion.

9.6.4. It shall be a precondition of membership of the sections that a person be either a financial or life member of the Association; however, there shall be no other conditions for such membership, save and except for satisfaction of the criteria for membership of the sections themselves; such criteria shall be devised by the members of the sections, and approved by the Executive Committee of the Association, which shall also approve any changes thereto.

9.6.5. The sections may not levy fees or dues for membership; their membership shall not be subject to meeting any financial requisites; however, the sections may, in their discretion, seek donations or contributions from persons, including members, who may for these purposes be described as "financial supporters" of the sections, and who may be granted certain rights and privileges by the management in its discretion, save and except for the right to vote in general meetings of the section, which shall be the exclusive right of the members of that section only.

9.6.6. The sections shall not separate funds at their disposal from the major Association accounts by way of separate bank account or otherwise, save and except in the following instances :-

(A) where funds by way of government and other grants or sponsorships have been provided to the section, which require clear and separate accounting procedures to be followed;

(B) where a submission in writing is made to the Executive Committee of the Association that alternative financial procedures are required for the proper and efficient financial management of that body; the Executive Committee may, in its absolute discretion, approve or reject such submission, and such decision shall be final.

9.6.7. Except as otherwise described above in sub-section 9.6.6., all monies collected or received by the sections in pursuance of their legitimate activities shall be paid forthwith into the major bank account of the Association, by way of specially designated "pay-in books" provided to the section specifically for this purpose by the Association's treasurer; all drawings subsequently from that account for the purposes of the section shall be made by the said treasurer with the approval of the Executive Committee of the Association.

9.6.8. The terms of office of the management committees of the sections shall be two years; such election shall take place at a specially convened annual general meeting of that section held once in every two calendar years; these committees shall comprise of at least six (6) officers - President, Secretary, Treasurer, plus three (3) other members - and any number of other members, including deputies to the above office bearers.

9.6.9. The committees must have regular meetings, and at least on one occasion monthly; at such meetings, regular minutes must be kept, in addition to any other necessary documentation, such as regular financial records, such documentation must be transferred into the archives of the Association upon the completion of the mandate.

9.6.10. Each section shall appoint an ex-officio representative to the full Management Committee of the Association, in accordance with the provisions of this constitution.

VII. COMMITTEES

9.7.1. There shall be established within the Association the following committees, which shall pursue activities for their stated purposes, and whose members shall be appointed by the Executive Committee of the Association; for practical purposes, the committees shall be treated as sub-committees of the Executive Committee :-

Church

-religious and church affairs, welfare issues, assisting the Church Reverend;

Welfare

-assist and supervise the Social Welfare Worker, general welfare activities, maintenance of the Settlement and Welfare Office and the Information Bureau;

Social

-organization of the annual social activities calendar for the Association, assisting the sections, other organs and the special interest village, town and regional committees with their social activities (kotori, visheni, peshoshnica, pelagonia, bitola, prilep, prespa, kochani etc.); assist and supervise the management of the Social Club "Ilinden" with maintenance of the Club and its facilities;

Human Rights

-pursuance of objects and purposes of the Macedonian Human Rights Movement; the Committee is affiliated with the Australian-Macedonian Human Rights Committee, a federally-established body, and through it, with the international Movement;

Secretariat

-liaison, promotions, public relations, inter-ethnic representation, grants, educational and cultural affairs (including the scholarship exchange fund); assisting the responsible officers

Treasury

-review of income, expenditure, liabilities, assets, and periodic review of books of account, in conjunction with the responsible officers.

9.7.2. The Executive Committee may establish other committees as are deemed necessary and expedient from time to time, in its absolute discretion.

9.7.3. The committees are sub-committees of the Executive Committee, and as such do not have power to establish themselves as separate entities by way of registration, incorporation or otherwise; however, they may pursue and manage their own affairs and activities as appropriate with the consent of the Executive Committee, with the proviso that such activities not be inconsistent with the objects and purposes of the Association; the Executive Committee shall have the right to veto any decisions brought by the committees that are deemed to be inconsistent with the Association's objects and purposes, its policies and practices, or with any provisions of this constitution, in its absolute discretion.

9.7.4. The committees shall not separate funds at their disposal from the major Association accounts by way of separate bank account or otherwise, save and except in the following circumstances :-

(A) where funds by way of government and other grants or sponsorships have been provided to the committee, which require clear and separate accounting procedures to be followed;

(B) where a submission in writing is made to the Executive Committee of the Association that alternative financial procedures are required for the proper and efficient financial management of that body; the Executive Committee may, in its absolute discretion, approve or reject such submission, and such decision shall be final.

9.7.5. Except as otherwise described above in sub-section 9.7.4., all monies collected or received by the committees in pursuance of their legitimate activities shall be paid forthwith into the major bank account of the Association, by way of specially designated "pay-in books" provided to the committees specifically for this purpose by the Association's treasurer; all drawings subsequently from that account for the purposes of the committee shall be made by the said treasurer with the approval of the Executive Committee of the Association.

9.7.6. The committees must comprise a minimum of three (3) members, one of whom must be a member of the Executive Committee, who shall be the committee's chairperson; other members of the Association may be co-opted from outside of the Executive Committee; the committees shall be constituted at the first routine meeting of the new Executive Committee following the annual general meeting, or as soon as possible thereafter; the term of appointment shall be for two years, or the life of the Executive Committee.

9.7.7. The committees must have regular meetings, and at least quarterly; at such meetings, regular minutes must be kept, in addition to other necessary documentation, such as regular financial records; the committees must report on their activities at least quarterly to the Executive Committee of the Association.

10. GENERAL MEETINGS

10.1. The general meeting of members is the highest organ of authority of the Association, and the membership in this forum is the bearer of all of the rights and responsibilities conferred by the provisions of this constitution and the relevant laws of the jurisdiction of South Australia.

10.2. The general meeting of members brings forward the constitution of the Association, and has power to alter the same in accordance with the provisions set out herein.

10.3. The general meeting of members has power, by way of a special resolution of two-thirds (2/3rds) of the members present and voting at the said meeting, to make null and void all or any decisions made by the Executive Committee and other management organs of the Association; in this same manner, it may also, by reference to the grounds set out in sub-section 11 3.2. of this constitution, remove from office any members of such bodies, and upon such occurrence immediately fill that position by expeditious election; proper written notice of any such proposed special resolution must be given to all members in accordance with the provisions of this constitution relating to special resolutions at general meetings.

10.4.1. A quorum of at least fifty-one (51%) percent of the current membership (financial and life) is required for a general meeting to lawfully proceed; in the event of such quorum not being achieved, the general meeting may lapse, and a further meeting shall be convened with an identical agenda within a period of four (4) weeks from such date; at such further meeting, any resolution passed by a simple majority of those present and voting (except as otherwise expressed in the provisions of this constitution) shall be valid without regard to the numbers present at the meeting.

10.4.2. In the event that a majority of those present and voting at the general meeting without quorum so resolve, the meeting may proceed and consider the items of business in the agenda, with the proviso that any provisional resolutions arrived thereat shall not be binding upon the membership of the Association until such time as they are ratified by a majority present and voting at the further meeting called within four (4) weeks; such provisional resolutions may however be annulled or set aside at the further meeting.

10.5. No proxy votes shall be cast at general meetings of the Association.

10.6. The members of the Association shall receive written notification of each general meeting in accordance with the requirements as to time set out in sub-section 10.10.1. of this constitution; the Secretary of the Association shall forward such notices by postal mail, facsimile or electronic mail, to the addresses of the members as they appear in the Association's register of membership; such notification shall also include, where relevant, an agenda, nomination form, financial statement, proposed amendments to this constitution and any other necessary documentation.

10.7. Unless exceptional circumstances apply, the annual general meeting shall be held once in each calendar year, with no more than a period of fifteen (15) months elapsing between such meetings; extraordinary and other general meetings may be convened at the discretion of the Executive Committee at any time and for any purpose not inconsistent with the provisions of this constitution, or alternatively by the Secretary of the Association when presented with a valid petition from no less than Thirty-three and a third (33 1/3%) percent of the current membership (financial and life) requesting such a meeting; such request must set out in full the grounds upon which such request is made, including the substance of any resolutions proposed to be moved at such meeting.

10.8. The general meeting shall elect the members of the Executive Committee of the Association in accordance with the provisions of this constitution, and unless exceptional circumstances apply, the mandate of the members of the Executive shall be a period of at least twenty-four (24) calendar months.

I. THE ANNUAL GENERAL MEETING

10.9.1. The agenda of the annual general meeting shall be as follows:-

- (a) President welcome, apologies, confirmation of agenda, opening address
- (b) Minutes of last AGM, and discussion; acceptance
- (c) Secretary's report, and discussion; acceptance
- (d) Treasurer's report, and discussion; acceptance
- (e) Items of Business / General Matters
- (f) Elections
- (g) President's summary and comments
- (h) Close

10.9.2. The President of the Association shall preside at the annual general meeting, and shall have the right to determine procedures with respect to the maintenance of order and discipline; such decisions and directives shall be final; in the event of elections for new Executive Committee positions, following item (e) in sub-section 10.9.1. above, the President shall declare all relevant positions on the Executive vacant, and surrender control of the chair in accordance with the provisions of this constitution; the elections shall then proceed.

10.9.3. In relation to each agenda item, the President or presiding officer shall first introduce the matter and set an approximate time limit for discussion. Any person desiring to speak in respect of that item shall indicate thus by raising his/her hand, and shall proceed when nominated to do so by the chair, in consecutive order. Each person speaking shall have an absolute right to speak without interjection, save only from the

chair as to time. A person shall have the right to speak only once in respect of a topic being discussed on the floor except:-

- the mover of a resolution shall have the right of reply;
- where a speaker or other person is asked a direct question from the floor;

Where appropriate, agenda items under discussion shall be concluded within the set time limit by way of resolution, which shall be moved by a mover and seconded, and then put to the meeting on a vote. Voting shall be either by a show of hands or by secret ballot, and such shall be determined by the chair in his/her absolute discretion; where a motion is properly moved and seconded, the chair shall then invite discussion, with the same rules as set out in this sub-section apply.

10.9.4. Non members of the Association may attend the annual general meeting only upon the invitation of the President; such persons shall not be entitled to speak at such meeting, nor participate in any of the business, save and except where the President or presiding officer deems it necessary, in his/her absolute discretion.

10.9.5. The provisions of this section (10) shall equally apply to any general meeting of members convened by the Association, including any extraordinary general meeting.

10.9.6. Any person deliberately and continuously breaching the provisions of this section shall be liable to a first and final warning from the chair. In the event that a further breach occurs, the President or presiding officer shall have the right to cite that person for willful misconduct, and in his/her absolute discretion, apply either of the following sanctions :-

- suspend the person for any further participation in the proceedings of the said meeting;
- dismiss the person from the meeting by ordering him/her to leave the premises forthwith

II. ELECTION PROCEDURES

10.10.1. In accordance with sub-section 10.6. of this constitution, the Secretary shall provide no less than twenty-one (21) days written notice of general meetings; such notice shall be despatched in every instance in order to meet the above- described time limit.

10.10.2. The Executive Committee shall set a date for the Annual General Meeting (AGM) in order to comply with the requirements of sub-section 10.10.1.; where the AGM agenda includes the election of a new Executive Committee, the incumbent Executive, prior to the despatch of the notice of the AGM, shall in accordance with the provisions of this section, appoint an "Independent Electoral Panel" (IEP) to oversee and manage the electoral process.

10.10.3. The IEP shall comprise of three (3) persons, and shall be appointed by the Executive Committee in its absolute discretion; however, in making such appointment, the Executive shall give full and proper consideration to the following selection criteria:-

(A) at least one member of the IEP must be a current life member of the Association, who shall become the chairperson of the IEP;

(B) the remaining members. of the IEP, if not life members of the Association, must be long-standing, contributing members of the Association, who are respected for their independence, integrity, fairness and objectivity;

(C) the members of the IEP must not be current members of the Executive Committee, nor persons who are to be candidates in the election of the new Executive.

10.10.4. Once appointed, the names of the IEP members are to be advertised within the Association by whatever appropriate means available, including within the notice of meeting sent to members; relevant contact numbers shall also be included.

10.10.5. The notice of meeting shall include a nomination form for candidates for election to the Executive Committee; the form shall require disclosure of the following information with respect to the candidate:-

- full name, address and contact numbers
- date and place of birth
- current citizenship
- current occupation
- years of membership of the Association
- current and previous positions within the Association
- membership of other Macedonian organizations
- other information relevant to section 6.9. of this constitution
- the position/s sought/nominated
- a declaration from the candidate as to whether he/she has committed any criminal offence for which a record exists within a period of seven (7) years prior to the year of nomination.

Each candidate must be nominated by a proposer and seconder, both of whom must be current members of the Association; the candidate may be self-proposed; the candidate must sign his/her consent for the nomination on the form provided; the name and signature of the proposer and seconder must also appear on the said form; the form must be dated at the point of signature; a candidate may be nominated for more than one position contemporaneously, but no more than two; if successful in the election for the first nominated position, that person's candidature for the second position shall automatically be withdrawn.

The form shall also make provision for the IEP to record the date of receipt; to record the eligibility check, any further comments, and the signature of the chairperson of the IEP.

10.10.6. All completed forms must be returned to the Association's postal address to be received no later than seven (7) days prior to the holding of the AGM; no late applications shall be received under any circumstances; the completed forms must be clearly addressed to the chairperson of the IEP, or to the IEP itself; under no circumstances are the forms to be received or viewed by any person other than the chairperson or members of the IEP unless expressly delegated.

10.10.7. The chairperson of the IEP shall convene a meeting of the IEP as soon as practicable after the closing date for nominations, and in any event not later than forty-eight (48) hours after such time; the purpose of such meeting shall be the assessment and determination of the eligibility of the candidates against the criteria set out in this section. The Chairperson of the IEP may refer to the Executive Committee at this point for further information or clarification about its own role or the candidates for assessment of eligibility.

10.10.8. All nominations assessed as valid shall then be included in a list of candidates for the election, which list shall clearly state the full name of the candidate and the nominated position; such list shall then be displayed within the Association's premises at convenient points, and advertised by whatever appropriate means available. A second list shall be prepared and similarly displayed and advertised with respect to those candidates deemed ineligible for election by the IEP; the IEP may, in its absolute discretion, speak to the nominee where it is unable to make an immediate decision, in order to seek clarification or further information from that person; incomplete applications, or those unsigned by the relevant parties, shall be assessed as invalid; however, where it is apparent to the IEP that the provision of certain information has been innocently overlooked, it may accept that further information; however, the IEP may not accept further information from any person where such information clearly contradicts information already provided; the decision of the IEP with respect to the candidature of all persons shall be final.

10.10.9. To be eligible for election as a member of the Executive Committee of the Association, a person must satisfy the following criteria:-

- be a current financial or life member of the Association, and
- have been a financial or life member of the Association for a period of not less than two (2) full consecutive calendar years immediately before the year in which the nomination of that person for election to the Executive Committee is made, and
- during such period have shown a genuine interest and been active in the affairs of the Association

The following persons shall not be eligible for election to any elective office within the Association:-

- any person who is a functionary, office-holder or member of the Executive or Management Committees of other Macedonian organizations in South Australia external to the Association and its affiliates, shall be ineligible to be elected to or to hold any position on the Executive Committee of the Association and/or the management committees of the sections, boards, committees and other internal organs of the Association.

10.10.10. Upon the President or presiding officer declaring all relevant positions on the Executive Committee vacant in accordance with sub-section 10.9.2., the Chairperson and members of the IEP shall assume control of the AGM, and proceed to conduct the election in accordance with the procedures set out herein; in so doing they shall have the right to exercise all of the powers provided to the President or presiding officer pursuant to this section.

10.10.11. The election of officers shall proceed consecutively in accordance with the positions set out in section 11. ("Executive Committee") of this constitution, and commence with the position of President where relevant, or the next most senior office-holder. The IEP members shall distribute specially-prepared ballot papers for each position to all persons eligible to cast a vote, being all current financial and life members of the Association present; such ballot papers shall clearly identify all of the eligible candidates for such position by way of full name, and provide a box next to each such name where a vote for that candidate may be marked; only one such box shall be so marked (save and except for the position of committee member where up to nine (9) boxes may be marked); ballot papers marked in any other fashion (outside of the box, no markings, more than one marked, other writings etc.), shall be held to be informal, and shall not count; save and except that nothing herein shall be taken to impinge on the right of the IEP to determine valid and informal votes in its absolute discretion, where that body, by at least a majority decision, is satisfied as to what the real intention of the voter was in casting such vote.

10.10.12. The IEP shall tally the vote total with reference to the register of attendance, and where there is a significant discrepancy in the respective numbers, it may in its absolute discretion, direct that a repeat vote take place forthwith, particularly where the result of the ballot may be affected.

10.10.13. In relation to the major Executive positions of President, Secretary and Treasurer, the chairperson of the IEP shall invite each of the candidates to give a brief oral dissertation about their candidature to the AGM; no other persons shall be allowed to speak during this process.

10.10.14. In relation to the position of President, any candidate securing a simple majority of votes (51 %) percent shall be declared the winner; in the event that no such majority is secured by any one candidate, a second round of voting shall take place forthwith between the two highest scoring candidates from the first ballot, and the candidate with the highest score shall then be declared the winner; for all other Executive positions, the candidate with the highest first-up score shall be declared the winner; in the event that only one candidate has nominated for a position, that person shall be declared elected to that position without the need for a vote; in relation to the position of committee member, if a lesser number of candidates have been nominated than there are positions available, those candidates shall be declared elected, and others may then be co-opted by way of acclamation from the floor of the meeting; this procedure shall also be adopted where there have been no nominations received for the major positions on the Executive Committee.

10.10.15. At the conclusion of the election process, the Chairperson of the IEP shall invite the newly elected members of the Executive Committee to take their places at the committee table, and the AGM shall continue pursuant to the set agenda.

10.10.16. All completed ballot papers, candidate lists, nomination forms and other electoral documents shall be retained by the Secretary of the Association for verification purposes where necessary.

11. MANAGEMENT

11.1. Executive Committee

11.1.1. There shall be established an Executive Committee of the Association, which shall be elected by the members of the Association at the annual general meeting for a full mandate of no less than twenty-four (24) calendar months, unless exceptional circumstances apply; the Executive Committee shall be the primary organ of management of the Association.

11.1.2. The composition of the Executive Committee shall be as follows:-

- President
- Vice-President
- Secretary (who shall be the Public Officer of the Association)
- Treasurer
- Assistant Secretary
- Assistant Treasurer
- Committee Members (5), one of whom shall be designated as Coordinator of Committees by election at the first routine post-AGM meeting of the Executive.

No office-holder on the Executive Committee shall hold the same office for more than six consecutive calendar years; such restriction shall not apply to ordinary committee members.

The following positions shall be subject to re-election, pursuant to the provisions of sub clause 11.1.1 above, in each even year;

President
 Treasurer
 Assistant Secretary
 and three (3) Committee members.

The following positions shall be subject to re-election, pursuant to the provisions of sub clause 11.1.1 above, in each odd year;

Vice President
 Secretary
 Assistant Treasurer
 and two (2) Committee members,

save and except that by way of transitional provisions, the first elected Executive Committee members in time who are due to be re-elected in odd years, shall serve a first term of only 12 calendar months.

11.2. Executive Committee - Function and Role

11.2.1. The function and role of the Executive Committee shall be the following:-

- (A) to carry out, develop and implement the decisions of the annual general meeting of members;
- (B) to carry out, develop, implement and work towards the realization of the objects of the Association, consistent with any decisions as to policy and direction made by the AGM;
- (C) to carry out, develop and implement an annual program approved by the AGM;
- (D) to assume primary responsibility for management of the Association's administration;
- (E) to assume primary responsibility for management of the Association's budget and finances; and all and any other resources (fiscal, physical, human) belonging to the Association;
- (F) to represent the interests of the Association in dealing with external persons and bodies;
- (G) to promote the existence of the Association and publicize its objects and purposes;
- (H) to do all such other things as shall be necessary and incidental to the carrying out of the objects and purposes of the Association.

11.2.2. The Executive Committee shall have power, where it deems it necessary and expedient, to take final and binding decisions concerning important matters of policy and administration, without reference to a general meeting of members, save and except that nothing herein shall deprive the membership of exercising its rights in general meeting as defined in section 10.3. of this constitution.

11.2.3. The Executive Committee shall have power, where it deems it necessary and expedient, to appoint various sub-committees to assist it in its responsibilities, and for any purposes not inconsistent with this constitution, including the right to delegate all or any of its powers to the sub-committees for such purpose.

11.2.4. The Executive Committee shall supervise all or any of the activities of the organs of the Association, as defined in section 9 of this constitution.

11.2.5. The Executive Committee shall take all necessary steps to protect and safeguard the interests of the Association, and its property and assets, and it may take appropriate legal action where it deems it necessary; it shall set all fees, prices, charges, wages etc. in its absolute discretion; it has the right to refuse, suspend and annul membership of the Association, the right to refuse entry to any person whom it is reasonably believed has, is or shall engage in behaviour unbecoming, to any part of the Association's premises; the right to refuse to hire or let any part of the

Association's premises; any person affected by such decision may seek redress in accordance with the procedures set out in this constitution, or in any event, by making formal complaint in writing to the Executive Committee.

11.3. Proceedings of the Executive Committee

11.3.1. The Executive Committee shall meet in regular session, where possible, on at least one (1) occasion in each fortnight; more frequent sessions may be held; no less than one session shall be held in a given calendar month; a quorum for such meetings shall be six (6) persons, or alternatively where a vacancy/ies exists in the Committee, at least fifty-one (51%) percent of the current Executive Committee members.

11.3.2. The proceedings of the Executive Committee shall be carried out in the following manner:-

- (A) In advance of any session of the Executive Committee, those persons with matters for discussion must notify either the President or Secretary at least two (2) clear days before the session, and such officers shall then endeavour to place this item in the appropriate place in the agenda. In the event of such notice not being provided, the matter may be discussed under "General Matters", by the giving of notice to the chair at the commencement of the session.
- (B) Members of the Committee shall apologize in advance to either the President or Secretary in the event of an inability to attend a session of the Executive Committee. If there is no attendance without apology for three (3) consecutive sessions, the person may be suspended by a majority vote of the Executive pursuant to the provisions of section 11.5. of this constitution.
- (C) The session shall commence promptly at the appointed time, and in the event that the President is not present at such time, the next most senior officer shall preside.
- (D) The agenda for each regular session shall be:-
- Opening, welcome, apologies
 - Reports, including financial – representatives and others
 - Previous minutes
 - Business arising from minutes – maximum time limit of thirty (30) minutes, and comprising of reports from persons with responsibilities from the previous session
 - Correspondence
 - Items of business
 - General matters
 - Close

(E) The Secretary shall record the minutes of meeting in a book kept specifically for this purpose, in either hard copy or electronic formats, and where possible do both; these minutes shall be kept in a secured location (including electronic) and where they are in electronic format, a backup copy must be maintained.

(F) In relation to each matter listed under "items of business", the President or presiding officer shall first introduce the matter and set an approximate time limit for discussion; any person desiring to speak in respect of that item shall indicate thus by raising his/her hand, and shall proceed when nominated to do so by the chair, in consecutive order. Each person speaking shall have an absolute right to speak without interjection, save only from the chair as to time. A person shall have the right to speak only once in respect of a topic under discussion except:-

- the mover of a resolution shall have the right of reply;
- where a speaker or other person is asked a direct question.

Where appropriate, items under discussion shall be concluded within the set time limit by way of resolution, which shall be moved by a mover and seconded, and then put to the meeting on a vote. Voting shall be either by a show of hands or by secret ballot, and such shall be determined by the Chair in his/her absolute discretion; where a motion is properly moved and seconded, the Chair shall then invite discussion, with the same rules as set out in the sub-section applying; in the event of a tied vote, the President or presiding officer shall have a casting as well as deliberative vote; in all instances, matters shall be decided upon a majority vote of the Executive Committee, with each person having one (1) vote; no proxy votes shall be cast at sessions of the Executive Committee.

(G) Representatives of the Association's organs, and other officers including the Association's employees, shall have an opportunity to present oral and/or written reports in respect of their activities to the Executive at the full Management Committee meetings, which shall be held in accordance with the provisions of section 12 of this constitution; save in exceptional circumstances, and as directed by the chair, the maximum time allowed for such reports shall be five (5) minutes.

(H) In respect of general matters, the nominated person shall briefly introduce his/her topic, and the same rules shall then apply as to discussion. Any person not having previously indicated to the chair their item at the commencement of the meeting must seek leave from the chair to speak on their proposed item at this juncture. The time limit on general matters shall be thirty (30) minutes.

(I) Any person deliberately and continuously breaching the provisions of this section shall be liable to a first and final warning from the chair. In the event that a further breach occurs, the President or presiding officer shall have the right to cite that person for willful misconduct, and in his/her absolute discretion, apply all or any of the following sanctions :-

- suspend the person from any further participation in the proceedings of that session;
- dismiss the person by directing him/her to leave the premises forthwith;
- fine the person.

In the event that the person cited fails to comply with any such directive from the chair, the President or presiding officer may then direct the Executive to consider invoking its powers under sub-section 11.5. of this constitution; should any person be cited for misconduct three times in a given calendar year, the Executive shall automatically consider the exercise of its power under sub-section 11.5.; the Executive may appoint one of its own members to act as "disciplinary officer", to assist the chair in ensuring that the provisions of this sub-section are complied with at all times.

(J) All members of the Executive Committee are under an obligation, though always pertaining to the particular circumstances, to safeguard and defend the honour, dignity and reputation of the President, and to observe and carry out his/her lawful directions.

11.4. Duties of the office-holders

11.4.1. The duties and responsibilities of the office-holders of the Executive Committee shall be as set out hereunder:-

(A) President

The President is the chief executive officer of the Association; he/she shall preside at general meetings of the Association, at sessions of the Executive and full Management Committees, and other Association functions and events; he/she shall represent the Association at all appropriate times, direct the other members of the Executive in their responsibilities, and supervise and direct the Association's administration and budget; he/she shall deal with other persons and bodies transacting business with the Association; the President exercises primary responsibility in carrying out the respective decisions of the AGM and the Executive Committee.

(B) Vice-President

The Vice-President shall assist the President in the discharge of his/her responsibilities; he/she will assume the President's responsibilities during the latter's absence; the vice-president shall ensure that at all times appropriate respect is paid to the President when discharging his/her function.

(C) Secretary

The Secretary shall have the primary responsibility for directing the Association's administration and operations; he/she shall direct the flow of correspondence to and from the Association, supervise the liaison, public relations and promotional activities of the Association, and liaise with the Association's membership, maintaining the register of membership for this purpose; the Secretary shall be responsible for notifying the membership in respect of all meetings, in accordance with the provisions of this constitution; he/she is responsible for keeping the minutes of meeting of the Executive and full Management Committees.

(D) Treasurer

The Treasurer shall exercise primary responsibility for the financial affairs of the Association, and in this respect shall maintain all of the Association's books of account, transaction records, records of stock, plant and inventory; he/she shall prepare the annual financial statement for presentation to the members at the AGM; the Treasurer shall maintain a ledger book and balance sheet in order to report to the Executive Committee at its regular sessions the financial situation of the Association at any given point in time; he/she shall supervise the Association's employees with a view to ensuring that all appropriate deductions are maintained, liabilities met, entitlements paid, and insurances effected; the Treasurer shall also be responsible for periodically reviewing the Association's property and other assets, to ensure that they are properly maintained and protected; he/she shall liaise with other persons and bodies transacting business with the Association.

(E) Assistant Secretary and Assistant Treasurer

The Assistant Secretary and Assistant Treasurer shall assist the Secretary and the Treasurer in the discharge of his/her/their duties, and assume these responsibilities in his/her/their absence.

(F) Committee Members

The Committee Members shall in general assist the office-holders in the discharge of their duties and responsibilities, as directed by the President and Coordinator of Committees, in their absolute discretion.

(G) Coordinator of Committees

The Coordinator of Committees shall be appointed at the first routine post-AGM meeting of the Executive from amongst the committee members; this person shall preside over the affairs and activities of the committee members as a body, and direct them in their responsibilities to assist the office-holders, in consultation with the President; he/she shall also supervise and liaise with the Committees of the Association, and report periodically to the President and Executive Committee in respect of the affairs of these sub-committees; the Coordinator shall also have responsibility for assisting the Treasurer in managing the stock, assets, plant and inventory of the Association, and shall also assist the same in preparation of the annual statements; for this purpose he/she shall be enabled immediate access to all of the Association's documentation and records.

11.5. Cessation of Membership

11.5.1. A person shall cease to be a member of the Executive Committee if:-

- he/she resigns from the Committee, by giving notice in writing to the Secretary;
- he/she passes away, or is rendered incapacitated, thereby unable to continue his/her activities;
- he/she is dismissed from the Executive Committee.

11.5.2. A person may be dismissed from the Executive Committee for the following reasons:-

- (A) failure to properly and diligently discharge the duties of that office;
- (B) irregular attendance at sessions of the Executive Committee without any or any adequate reason;
- (C) misconduct detrimental to the Executive Committee and/or the Association, including conduct or action unbecoming, or contrary to the objects and purposes of the Association;

(D) previous non-disclosure of information pertinent to that person's membership of the Association, or the continued holding of such membership, in respect of sub-section 6.9. of this constitution.

11.5.3. The Executive Committee shall determine whether action to dismiss the person is warranted, and whether such should commence forthwith; that person shall then be placed under immediate suspension, thus freezing the person's rights and privileges as a member of the Executive Committee; the Secretary shall then forthwith write to the suspended person advising of such decision, and giving full details of the nature of the charges against the said person; oral and/or written submissions must also be invited from the suspended person, in order for the decision to be challenged.

11.5.4. The matter shall then proceed in like manner to the procedures set out in section 7.1. of this constitution, save that the issue under determination in this instance is the person's membership of the Executive Committee, and not his/her membership of the Association.

11.5.5. In the event of a vacancy being created by a person ceasing to be a member of the Executive Committee, that position shall be filled in the following manner:-

(A) In the event of the vacancy being for a senior office-holder -

- the assistant to that person shall assume the once for the rest of the term;

(B) In the event of the vacancy being for an assistant officer holder -

- a committee member by election shall assume the once for the rest of the term;

(C) In the event of the vacancy being for a committee member -

- a person from amongst the members of the Association may be co-opted to fill that position for the rest of the term, provided that he/she is able to satisfy the requirements for election to the Executive Committee as set out in sub-section 10.10.9. of this constitution; such a co-optee shall enjoy the full rights and privileges of the person whom he/she replaced.

11.6. The Council

11.6.1. The senior office-holders of the Executive Committee may, in their discretion, meet as often as deemed necessary in order to transact and expedite the administrative responsibilities of their offices; this body shall be known as the "Council", and shall comprise of the President, Vice-President, Secretary, Treasurer, and Coordinator of Committees; minutes of such sessions shall be kept; the Council shall have power to take administrative decisions without reference to the Executive Committee, provided that after each session the minutes pertaining to same are read to the Executive Committee at its next routine session; the Council shall not have power to make binding policy decisions without reference to the Executive Committee.

12. FULL MANAGEMENT COMMITTEE

12.1. The full Management Committee shall comprise of the Executive Committee, and one (1) ex-officio representative of the following organs of the Association :-

- Macedonian Orthodox Church "St. Naum of Ohrid, the Thaumaturge"
- Board of Life Members
- Macedonian Social Club "Ilinden" Inc.
- Macedonian Council of South Australia
- Association of former Refugee Children from the Aegean Part of Macedonia
- Sections
 - -womens' section
 - -senior citizens' club
 - -youth group
 - -society of Macedonian professionals "VOX"
 - -cultural society "ISKRA "
 - -folkloric ensemble "SLOBODA "
 - -ethnic school "STS. KIRIL & METODI"
 - -"MACEDONIA UNITED " soccer & sports club
 - -community media program (Radio & TV)
 - -heritage movement "SPAS"

and one ex-officio representative of any other organ that may from time to time exist within the Association; subject to the discretion of the Chair, a representative of any Association affiliates may also attend full management committee meetings to provide a report.

12.2. The role of the full Management Committee is to facilitate and enhance greater cooperation, communication and harmony within the Association, and particularly as between the Executive Committee and the Association's organs.

12.3. The full Management Committee shall meet on at least one (1) occasion per month; such meeting shall comprise of a regular session of the Executive Committee, together with reports from the ex-officio representatives.

12.4. The ex-officio representatives may participate in all of the business of the said meeting as equal members of the full Management Committee; however, they shall only be entitled to vote in respect of matters before the full Committee concerning their particular body; they may not propose motions, nor exercise a vote with respect to the affairs of any other organ of the Association, nor with respect to any of the other routine business of the Executive Committee.

12.5. All deliberations of the full Management Committee shall be recorded by the Secretary in the minutes of meeting in the normal way.

12.6. Ex-officio members shall take their place on the Committee at the first routine post-AGM meeting of the full Management Committee; they are to be appointed by their respective management in time for such meeting, and notification of such appointment must be forwarded to the Secretary of the Association in writing, setting out full details of the name and contact numbers of the representative; representatives must be members of the management organs of their respective bodies.

12.7 Should an organ fail to appoint a representative as required, or should a representative fail to attend full Management Committee meetings on a regular basis, that body shall be deemed ineligible for funding by the Association.

13. FINANCE

13.1. The income of the Association is derived from the following sources :-

- (A) membership fees
- (B) voluntary donations
- (C) proceeds of cultural, artistic, sporting, religious and social events
- (D) public campaigns (e.g. grants)
- (E) such other proper and legitimate acts and means as the Executive Committee may from time to time determine.

13.2. The income from all of the above-described activities enters the treasury of the Association, and is used for the Association's objects and purposes.

13.3. No portion of the Association's income and proprietary interests shall be paid or transferred in any way by way of profit to the Association's members, office-bearers, voluntary workers, servants or consultants; provided that nothing herein shall prevent the payment in good faith of remuneration of any of the above-mentioned or other like person for the following :-

- services actually rendered to the Association pursuant to an agreement;
- out-of pocket and other similar expenses incurred on the Association's behalf.

13.4. The Association shall keep such accounting records as are necessary to correctly record and explain the financial transactions and position of the Association; such records are to be maintained in accordance with Australian accounting standards; in this regard the Association shall contract properly accredited professional persons, where necessary, to provide advice and assistance in ensuring that these standards are met.

13.5. The Executive Committee shall prepare an accounting record and statement promptly after each financial year in respect of the Association's activities during that financial year. Such report and statement shall comprise of at least a balance sheet and either a statement of income and expenditure or a profit and loss statement, and shall be audited where necessary by an appropriate independent authority, in accordance with the provisions of section 14 of this constitution.

13.6. All cheques for payment of Association outgoings and expenses shall be signed by at least two (2) officers, one of whom shall be the Treasurer of the Association ; in the alternative, such outgoings and expenses may be paid, at the discretion of the Treasurer, or by direction of the Executive Committee, by means of electronic banking, on the strict proviso that any such transaction at the point of such disbursement, is evidenced by a second authorized person, namely either a registered signatory on the Association's bank accounts or as per clause 13.7 below, another person/s expressly delegated by the Executive Committee for this purpose.

13.7 The Treasurer of the Association, at his/her discretion, shall be entitled to maintain a "petty cash float" at all material times, and unless expressly authorized by the Executive Committee, of an amount of no more than **Two Thousand (\$2,000.00) Dollars**, for the express purpose of carrying out minor transactions involving the Association's funds. Cash funds to enable both the establishment and replenishment of the said float, may be drawn from the Association's relevant account/s either by way of cheque or by cash withdrawal, on the strict proviso that the Treasurer and/or expressly delegated officer, do maintain at all times complete and relevant documentation evidencing such float replenishment and the outgoings and expenditures made by way of the cash float, and the Treasurer shall provide such reports as routinely as may be necessary in this regard to the Executive Committee.

13.8. The responsibilities described in this section may be delegated by the Executive Committee to such other officers and persons as the Executive may from time to time determine.

13.9. Costs associated with the travel or attendance of representatives of the Association at meetings, conferences, seminars or other such proper and legitimate occasions, shall be met from the treasury of the Association; save and except where the Executive determines that it is more appropriate that the costs be borne from other sources, and provides only a partial subsidy.

14. AUDIT

14.1. The accounts of the Association shall be prepared and independently audited in accordance with the relevant laws of the jurisdiction in which the Association is incorporated.

15. MINUTES

15.1. Proper minutes shall be kept of all proceedings of the Association and its organs.

15.2. Such minutes shall be signed by the officer presiding at the meeting at that or the next succeeding meeting.

15.3. Where minutes are recorded and signed they shall until the contrary is proved be evidence that the said meeting was convened and duly held, and shall be deemed an accurate and approved record of the business of the meeting and the resolutions passed thereat.

15.4. The minutes shall be recorded in each instance by the Secretary of the relevant body, or an officer assisting, and shall be maintained as a public record by that officer in accordance with the laws relating to same of the jurisdiction in which the Association is incorporated.

16. ARCHIVES

16.1. All documentation maintained and operated by the Association's officers, functionaries, employees and other authorized personnel, and in particular, all necessary instruments operated as part of the secretarial, treasury and other executive functions of the Executive and full Management Committees of the Association and its organs, shall be maintained where possible at the Association's premises, and upon completion of the lawful mandate of such persons, all such documentation shall be archived at a convenient place within those premises; enforcement of these responsibilities, together with maintenance of the Association's archives, shall be the responsibility of the Board of Life Members.

17. PROPERTY

17.1. Decisions regarding the sale and acquisition of real and other property of the Association are to be approved by the general meeting of members where the value of such property exceeds \$20,000.00, and in such circumstances, the following conditions shall apply:-

- a majority of two-thirds (2/3rds) of those present and voting must give such approval; and
- no decision shall be taken to sell any permanent structure/s of the Association unless the same is to be replaced with a similar structure of at least equivalent size and value.

18. PUBLIC OFFICER

18.1. The Association shall appoint its duly elected Secretary to hold office as Public Officer under the provisions of the Associations Incorporation Act 1985 as amended.

19. THE SEAL

19.1. The Association shall have a common seal upon which its corporate name shall appear in legible characters.

19.2. The seal shall not be used without the express authorization of the Executive Committee (as per 19.3.), and every use shall be supervised by the Secretary of the Association.

19.3. The seal shall be kept in the custody of the Secretary, or such other officer of the Association as the Executive Committee may from time to time determine.

20. INSURANCE BENEFITS

20.1. The Association shall take out and maintain at its expense appropriate insurances with respect to its voluntary officers, committee members and other workers, including paid employees and others, in order to protect such persons from sickness or accident that may be caused, arise out of or occur during the course of their work with the Association, and to indemnify them and the Association against any claims that may be made in respect to the performance of their duties.

21. AMENDMENTS TO THE CONSTITUTION

21.1. Subject to approval by a resolution of two-thirds (2/3rds) of the members present and voting at a general meeting of the Association, this constitution may be altered, rescinded, added to or replaced by substituted rules. Such amendments shall be registered with the appropriate authority in accordance with the relevant laws of the jurisdiction in which the Association is incorporated.

1.2. Formal notice of amendment must be given in writing to all members of the Association at least twenty-one (21) days prior to the holding of the said meeting. Resolutions from the floor of the said meeting may then approve, reject or further alter the rules under consideration; however, no parts of this constitution may be amended without the above-mentioned written notice being given to all members, so that amendments from the floor of the meeting in respect of rules not under consideration according to the agenda of the notice of meeting may not be proposed or moved.

21.3. Amendments to this constitution shall be deemed to take immediate effect following the approval or adoption of a resolution in general meeting, and such shall be incorporated into the main body of this document as soon as practicable after the said meeting; this constitution shall bind the Association and every member to the same extent as if they had respectively signed and sealed it, and agreed to be bound by all of the provisions thereof.

22. WINDING UP

22.1. The Association may be wound up by a resolution of two-third's (2/3rds) of the current membership in general meeting to this effect; however, formal written notice of such resolution must be forwarded to all members at least twenty-one (21) days prior to the holding of such meeting; the members may then approve or reject such motion; in the event of approval, the Association shall cease to exist forthwith, and shall be wound up in accordance with the provisions of this constitution and the relevant laws of the jurisdiction in which it is incorporated.

22.2. If upon a winding up of the Association there remain any surplus assets, such shall be appropriated or applied for the benefit of any other Macedonian organization, association or trust established for like objects and carrying out like activities to that of the Association.