

COUNCIL OF ESTONIAN SOCIETIES IN AUSTRALIA CONSTITUTION

1. Name

The name of the organisation is the '**Council of Estonian Societies in Australia**'.

2. Interpretation

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

- (i) 'Executive' means the executive of the Council as constituted pursuant to clause 7 hereof.
- (ii) 'Assembly' means the Assembly as constituted pursuant to clause 9 hereof.
- (iii) 'Audit Committee' means the Audit Committee of the Council as constituted to clause 11(d) hereof.
- (iv) 'The Archive' means the Estonian Archives in Australia.
- (v) 'The Fund' means the Estonian National Fund in Australia.
- (vi) 'The Council' means the Council of Estonian Societies in Australia.
- (vii) 'Members' means the constituent members of the Council of Estonian Societies in Australia.
- (viii) 'Charitable Member' means a member which is accepted by the Assembly as being a charitable organisation.
- (ix) 'Selection Meeting' shall mean the meeting called annually in each state or territory in accordance with clause 6 hereof.

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

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

3. Objects

- (a) To act as a charitable non-profit organisation;
- (b) To co-ordinate activities of Estonian community organisations in Australia in their pursuit of the preservation and advancement of Estonian culture and heritage;
- (c) To supply humanitarian aid to Estonia;
- (d) To act as a centre for distributing of information and financial aid to community organizations.

4. Membership

- (a) Any Estonian community organization,
 - (i) which has a membership of at least ten persons; and
 - (ii) of which the objects are consistent with the objects of the Council may apply to the Executive for membership of the Council.
- (b) The Executive shall consider an application for membership at its meeting next following receipt of the application and shall resolve whether to move acceptance or rejection of the application by the Assembly at the next annual general meeting of the Council.
- (c) If the Assembly votes to accept an application for membership then the applicant organisation shall be admitted to membership with effect from the conclusion of the annual general meeting of the Council at which membership was moved and accepted.
- (d) Termination of membership, shall be as follows:—
 - (i) A Member may resign from the Council at any time by delivering notice in writing to the Executive. The resignation shall take effect on the date of receipt of such written notice by the Executive or the date specified in the notice, whichever is later.

- (ii) If a Member fails to comply with any of the provisions of this constitution the Executive may propose termination of membership to the Assembly which shall then decide whether termination will occur.
 - (iii) In the event that the Executive resolves to propose termination of a Member's membership to the Assembly it shall notify the Member of the proposal not later than one month before the annual general meeting of the Council next following such resolution.
 - (iv) The Member shall be given a full and fair opportunity to present its case to the annual general meeting of the Council.
- (e) The executive body of each prospective Member shall submit to the Executive with its application for membership of the Council and thereafter at the commencement of each annual general meeting of the Council list of the names of all of its members.
 - (f) If at any time the total membership of any Member falls below ten persons, that Member shall immediately cease to be member of the Council EXCEPT where the member is a Charitable Member.
 - (g) Charitable Members shall be deemed at all times to have the minimum number of members required for membership of the Council and their membership fees and representation on the Assembly shall be calculated on the basis of a membership of ten (10) persons.
 - (h) Termination of membership of any Member does not preclude that Member from re-applying for membership at any time in the future.

5. Levies and Fees

- (a) On the recommendation of the Executive the Assembly shall at the annual general meeting of the Council determine a fee unit. The annual membership fee payable by each Member, shall be calculated by multiplying the fee unit by the total number of persons holding membership of that Member, if membership has fallen below 20, the fee is still to be paid based on a membership of 20.
- (b) The annual fee is to be paid by 31st May in each year.
- (c) Charitable Members shall pay the membership fee payable by a Member with a membership of 10 persons, irrespective of their actual membership.
- (d) A financial Member at any material time is a Member who is not then indebted to the Council in respect of the annual membership fee or any other payment whatsoever; and
- (e) Only financial Members may vote at the meeting of the Assembly.

6. Council Representative and its Selection Meetings

- (a) The Members in each geographical region of Australia shall elect a Council Representative for their geographical region in the following manner:-
 - (i) The incumbent Council Representative (or, in the geographical region where the Executive is for the time being resident, the Chairman) shall convene a Selection Meeting to be held at least one month before the annual general meeting of the Council;
 - (ii) The Selection Meeting shall be comprised of the number of delegates according to clause 9(b) from each Member in the geographical region and each delegate will have one vote;
 - (iii) The Selection Meeting shall elect a Council Representative who shall hold office from the annual general meeting of the Council next following the Selection Meeting until the subsequent annual general meeting of the Council;
 - (iv) The incumbent Council Representative (or in the geographical region where the Executive is for the time being resident, the Chairman) shall not be entitled to vote at the Selection Meeting;

- (v) During the residency of the Executive in a geographical region the Chairman of the Executive shall be the Council Representative for that geographical region and shall convene the Selection Meeting in accordance herewith;
 - (vi) The name of the Council Representative in each geographical region shall be announced to the annual general meeting of the Council by the Chairman of that meeting.
- (b) The roles and responsibilities of Council Representative shall be as follows:-
- (i) To liaise between the Executive and the Members in their geographical region;
 - (ii) To assist the Executive by organising the execution of tasks by Members in their geographical region;
 - (iii) To represent the views of the Members in their geographical region on specific matters to the Executive;
 - (iv) To convene the Selection Meeting in accordance with this Constitution.
- (c) The geographical regions referred to in this Clause are: Adelaide, Brisbane, Canberra, Melbourne, Perth, Sydney, Tasmania, Thirlmere and Wollongong.

7. Executive

- (a) (i) The Executive of the Council shall rotate between Melbourne, Adelaide and Sydney tri-yearly in that order;
 - (ii) If the candidate city does not accept the Executive for three years, it will remain resident for the accepted period and then rotate to the next city in which it may reside for no longer than three years.
- (b) Election of the Executive shall be annually as follows:-
- (i) The Council Representative in the city in which the Executive is next scheduled to reside shall compile a list of candidates for election to the Executive which he shall submit to the Selection Meeting.
 - (ii) Delegates from Members to the Selection Meeting may add further candidates to the list of candidates.
 - (iii) The Selection Meeting shall determine the number of members of the new Executive.
 - (iv) (1) If the number of candidates exceeds the number of vacant positions on the Executives then the Selection Meeting shall elect the required number of Executive members by secret ballot.
 - (2) If the number of candidates is equal to or less than the number of vacant positions on the Executive then all candidates shall be declared elected by the Selection Meeting and a list of the members elected shall be submitted to the annual general meeting for confirmation.
- (c) The members of the Executive shall be confirmed at the annual general meeting of the Council and shall hold office until the next annual general meeting.
- (d) The list of candidates shall be presented to the Assembly for confirmation, which shall be by show of hands unless a secret ballot is requested by the majority of the Assembly.
- (e) The Assembly may in extraordinary circumstances withhold confirmation and request the Selection Meeting in the city concerned to review the list of candidates and present a new list of candidates at an extraordinary meeting to be held a month after the annual general meeting, which may be carried out by a postal vote. Candidates previously selected are not automatically excluded from being presented again.
- (f) The Executive shall consist of at least seven (7) members including the following office bearers:-
- (i) Chairman
 - (ii) Two Vice-chairmen
 - (iii) Treasurer
 - (iv) Secretary
 - (v) Assistant Secretary, and

- (vi) Cultural Co-ordinator
 - (vii) Such other office bearers as the Selection Meeting deems desirable.
- (g) The Executive shall elect its office bearers from among its members at its first meeting after the annual general meeting.
- (h) A member may resign from the Executive at any time by notice in writing delivered to the Secretary of the Executive. The resignation will take effect from the date of receipt of the notice by the Secretary or the date specified in the notice whichever is the later.
- (i) (i) The Executive may appoint a person who is a current member of a Member to fill a casual vacancy on the Executive.
 - (ii) The person filling a casual vacancy shall hold office for the balance of the unexpired term of the Executive.
- (j) A quorum for meetings of the Executive is four persons, one of whom must be the Chairman of the Executive or his designated replacement.
- (k) The Executive shall meet at least once every two months.
- (l) The Executive shall make decisions by simple majority and the Chairman of the Executive shall have the casting vote.

8. Powers and duties of the Executive

Subject to the review of its actions by the Assembly, to have care, control, custody, superintendence, management and administration in all respects of the affairs, business, funds and property of the Council and without limiting the generality of the foregoing:

- (a) To represent the Council, act on its behalf and act in accordance with the objects of the Council;
- (b) To draft the Council's budget, programme of activities and reports;
- (c) To implement the approved programme of activities in accordance with the budget approved by the annual general meeting;
- (d) To execute the decisions of the Assembly;
- (e) To accept applications for membership of the Council and make recommendations to the Assembly as to the acceptance or rejection of such applications;
- (f) To present considered recommendations to the Assembly on any matter;
- (g) To form sub-committees for the investigation of any matter and the implementation of special tasks;
- (h) To convene meetings of the Assembly;
- (i) To invest and deal with money of the Council not immediately required in such manner as it may from time to time determine;
- (j) To sign on behalf of the Council bills, notes, receipts, acceptances, endorsements, cheques, releases and documents;
- (k) To make and give receipts, releases and other discharges for money payable to the Council and for claims and demands on the Council;
- (l) To organise and conduct the collection of donations for the Fund; and
- (m) To withdraw Council's membership of any external organisation if it deems the activities of that organisation not to be in accordance with the objects of the Council or to be harmful to the Council, until such time as the Assembly has been consulted either during the annual general meeting or by written referendum.

9. Assembly

- (a) The Assembly consists of delegates elected by each Member.
- (b) Each Member is entitled to the following number of delegates to the Assembly:-
 - where the Member has a membership of 10—50, one delegate;
 - where the Member has a membership of 51—100, two delegates;
 - where the Member has a membership of 101—300, three delegates;
 - where the Member has a membership of 301—600, four delegates.
- (c) Each delegate may exercise up to two proxies in addition to his own vote.
- (d) A Member may appoint a delegate to act on the Member's behalf at the Assembly provided the proxy is in writing and signed by the Chairman and Secretary of the Member.
- (e) Proxies expire at the end of the meeting for which they were given.
- (f) The quorum of the Assembly shall be half of the possible delegates, whether attending in person or by proxy.
- (g) The Assembly may be convened by the Executive as required but not less than once a year.
- (h) (i) Half the Council's Members may require the convening of an extraordinary meeting of the Assembly;
- (ii) The Executive must issue a notice for an extraordinary meeting within two weeks of receipt of a demand by half the Council's Members. If the Executive fails to do so, then the parties requiring the extraordinary meeting are empowered to convene the meeting.
- (i) The notice of meeting, agenda and all other relevant material shall be sent to the Members at least one calendar month before the meeting of the Assembly.
- (j) The Assembly shall decide matters by a simple majority EXCEPT for amendments to the constitution, motions for the expulsion of Members and the winding up of the Council, for which a two-thirds majority shall be required.
- (k) A postal vote may be held for any motion requiring speedy resolution in accordance with the following procedure:-
 - (i) A postal vote must be initiated by the Executive;
 - (ii) The Executive shall forward each Member a ballot paper on which the motion shall be printed and containing provisions for the Member to vote for or against the motion;
 - (iii) Ballot papers must be accompanied by materials providing an analysis of the issue in respect of which the motion is being put and briefly setting out the arguments for and against the motion;
 - (iv) Members must be given at least four (4) weeks in which to cast their vote;
 - (v) Members shall return their ballot papers to the Audit Committee, who shall act as returning officers and compile a report of the results which they shall present to the Executive;
 - (vi) The result of the ballot shall be decided in accordance with Clause 9(j) hereof.

10. Powers and duties of the Assembly

The powers and duties of the Assembly are: -

- (a) To receive and adopt the Executives annual reports, budgets and proposed programme of activities;
- (b) To amend and adopt the constitution;

- (c) To determine the membership fee;
- (d) To confirm the Executive and Audit Committee of the Council;
- (e) To decide and discuss all questions of policy and principle and to give directions to the Executive;
- (f) To accept and expel Members;
- (g) To wind up the Council;
- (h) To establish, amalgamate or disband such committees as it considers necessary to promote the objects of the Council on such conditions as it considers appropriate;
- (i) To join any external organisations whose objects are deemed to be compatible with those of the Council and to withdraw from any external organisations whose objects have become incompatible with the Council's.

11. Finance

- (a) Subject to the direction of the Assembly, the finances of the Council shall be under the control of the Executive who may open bank accounts in the name of the Council.
- (b) The Executive shall appoint at least four of its members (one of whom shall be the Treasurer) jointly on behalf of the Council to operate such accounts, any two being authorised to sign, negotiate and endorse cheques and other instruments.
- (c) The Treasurer shall keep proper accounts and at the end of each financial year shall prepare statements of accounts for that year for adoption by the Assembly at the annual general meeting.
- (d) (i) The Council Representative in the City in which the Executive is next scheduled to reside shall compile a list of candidates for election to the Audit Committee which shall submit to the Selection Meeting and the Selection Meeting shall elect members of the Audit Committee in accordance with the same procedure used for election of the Executive under Clause 7(b) hereof and shall submit the elected members to the annual general meeting for confirmation.
- (ii) Three auditors shall be confirmed each year at the annual general meeting, forming the Audit Committee. They shall audit and certify the annual statement of the finances of the Council.
- (iii) Any vacancy on the Audit Committee shall be filled by the Executive until the next annual general meeting.
- (e) Funding for the Council, its subsidiary the Archive, and the Fund shall be derived from the following sources:-
 - i) Membership fees
 - ii) Donations and gifts
 - iii) Sale of the Council's publications
 - iv) Bequests and legacies
 - v) Other activities within the scope of the Council's objects.
- (f) The Fund shall consist of donations made to the objects of the Council and shall remain under the control of the Treasurer, who shall organise the annual donation appeal.
- (g) Any real estate bequeathed, granted or donated to the Council, the Archive or Fund for the purpose of promoting their aims and objects shall be held in the names of three trustees.
- (h) Any monies or chattels bequeathed, granted or donated to the Council, the Archive or Fund for the purpose of promoting their aims and objects shall come directly under the control of the Executive.
- (i) The Council's financial year is from 1st November to the 31st October.
- (j) Any expenditure outside approved budget of more than \$5000 on the item must be approved by the Assembly. Permission for the expenditure may be sought in writing according to the procedures for a postal vote.

12. Trustees

- (a) There shall be three trustees when and if required who shall be elected by the Assembly for purposes of holding land on behalf of the Council.
- (b) The trustees and Executive shall enter into an agreement which stipulates the length of office and guide lines as to the management of all real estate.
- (c) A trustee may resign at any time by delivering to the Secretary notice in writing to that effect.
- (d) The Executive has the power to appoint a person to fill any casual vacancy.
- (e) A person filling a casual vacancy shall hold office until the next annual general meeting.

13. Disposal of Property

- (a) The Council may be wound up by a resolution to that effect passed by a two-thirds majority of those present at an Assembly meeting, the resolution having previously been placed on the Agenda.
- (b) The surplus funds and property of the Council (after payment of all debts and expenses) shall be distributed as the Assembly directs to such Estonian charitable body or bodies having objects as near as possible similar to the objects of the Council.

14. Amendments of Constitution

- (a) This constitution may be amended from time to time by a resolution carried by a two-thirds majority of those present at an annual general meeting of the Assembly.
- (b) The Secretary shall give members of the Assembly at least one calendar month's notice of the proposed amendment.

15. Standing Orders

The Assembly may from time to time make, amend or repeal standing orders, not inconsistent with this Constitution, for the internal management of the Council.

2006

*Ingliskeelne AES Liidu põhikiri on vastu võetud
Esindajatekogu koosoleku poolt 1. jaanuaril 1994 Sydneys.*

*See ingliskeelne AES Liidu muudetud põhikiri, on vastu võetud
Esindajatekogu koosolekul 31. detsembril 2005 Sydneys.*