



PROPOSAL FOR REFORM of AUSTRALIA EESTI SELTSIDE LIIT - May 2020

BACKGROUND

- *Austraalia Eesti Seltside Liit* (AESL, or *Liit*) was formed in January 1952 with a constitution and operating model that was appropriate for the times. While the constitution has been refreshed since 1952, the operating model has stayed the same – the AESL remains a peak body for Estonian community member organisations, with a decision-making Annual General Meeting (AGM) to set policy, and an Executive that generally rotates every 3 years, through the major Estonian community centres Sydney, Melbourne, and Adelaide.
- At the AESL AGM held in Melbourne on Sunday 26 January 2020, it was agreed unanimously that:
 - “AESL form a Committee to consider the purpose, function and structure of the future of AESL, and to review any previous work in this regard.
This Committee to report back to AESL by 31 May 2020”

TERMS USED

- Liit:** AESL, or any national body which takes its place
- Board:** The people elected by the AGM to manage the affairs of Liit
- Executive:** The key positions of Chairman, Deputy Chair, Secretary and Treasurer
- Committee:** The voting delegates/representatives at any General Meeting of the AESL [?]
- Organisation:** A group of at least five people, working on some endeavour aimed at fostering Estonian culture and heritage in Australia, and affiliated with Liit

The recommendations in this document have all been agreed to by the working party, who endorse these unanimously. Any items from the previous AESL Constitution not addressed herein are issues with which we are comfortable and no changes are suggested.

Dr Juho Looveer	Chair	Sydney
Lembit Suur		Canberra
Harry Ling		Brisbane
Martin Kurvits		Adelaide
Lembit Marder		Melbourne (originally also AESL)
Eric Nigol		Melbourne
Maie Barrow		Sydney
Anu van Hattem		West Australia
Sulev Kalamäe		Sydney

Signed:



30 May 2020

RECOMMENDATIONS

1. PURPOSE OF LIIT

1.1. Liit is and should remain the peak body of Estonian organisations in Australia.

1.1.1. The current role that Liit plays in supporting the Estonian Archives in Australia, and the national Estonian Festival in Australia should continue, and these two activities should be provided for in the Liit constitution.

1.1.2. In addition, it is important for Liit to maintain visible support for, and champion local and national cultural development activities in the Estonian community in traditional areas like language, handicrafts, folk-dancing and singing. It should do this even if its role as a source of grants funding for these activities diminishes.

1.2. Among other things, Liit should:

1.2.1. Be a cultural organisation sustaining a cultural footprint and living heritage for Estonians in Australia;

1.2.2. Help set the goals for Estonian community activities in Australia, including through a program of cultural development;

1.2.3. Act as an information clearing house, including by maintaining a website that communicates and reports on community events and raises issues for debate;

1.2.4. Be the voice for the community on policy issues, including political issues and incidents; and

1.2.5. Be a central contact point to and from other Estonian organisations overseas.

2. NAME OF LIIT

2.1. The name of the newly incorporated body should be "Council of Estonian Organisations in Australia" (Eesti Organisatsioonide Liit Austraalias)

3. MEMBERSHIP

- 3.1. Membership of Liit will be Organisations from across Australia, each of which should have at least five active and current financial members.
- 3.2. Each Organisation must pay an annual subscription to the Liit, as determined by the AGM .
- 3.3. The activity, viability and credentials of each member organisation should be reviewed from time to time.

4. BOARD and EXECUTIVE

- 4.1. The current rotating model for the Executive should be abandoned.
- 4.2. The optimum size for a Board is around seven to nine (7-9) people.
- 4.3. There are different structures for the formation of the Liit Board; each of which offers a viable model that should be considered for its merits.
 - 4.3.1. (Option 1) The Liit Board could be comprised of:
five (5) delegates elected or appointed by member organisations, or the key member organisation (Estonian Society or Selts) within each of the major states (New South Wales (NSW), Victoria, South Australia, Queensland and Western Australia),
plus an additional four (4) people elected at the AGM who are not necessarily tied to representing any particular state or territory
 - 4.3.2. (Option 2) The Board could be comprised of :
2 people from NSW
2 people from Victoria
2 people from South Australia
1 person or 2 people from Queensland
1 person from the Australian Capital Territory (ACT).
1 person from Western Australia
and possibly 1 person from Tasmania and 1 from Northern Territory
 - 4.3.2.1. For NSW, Victoria, South Australia, and Queensland,
one person could be nominated by the Selts,
and the other person elected by other community groups in that state
 - 4.3.2.2. These people would then be endorsed by the Liit AGM

- 4.4. The current positions of Deputy Chairperson, one per state or territory, are obsolete and should be abolished.
- 4.5. There should be a maximum cumulative term of six years of service for each Board member.
 - 4.5.1. After six years on the Board, a person should step down for a minimum of two years.
 - 4.5.2. This six-year term could be extended on a case-by-case basis by special resolution at an AGM.
- 4.6. One third of the Board should be up for election each year, to ensure some consistency and continuity, and to allow for the easing in for new people. How this operates in practice will depend on the model chosen.
- 4.7. The Liit Board should be able to co-opt people for special roles or tasks, as necessary.

5. ANNUAL GENERAL MEETING (AGM)

- 5.1. The AGM is the decision-making body that sets policies and strategic direction, affiliates and disaffiliates member Organisations, sets annual membership fees for Organisations, agrees to budgets and business plans, and makes other key decisions for the Liit.
- 5.2. The AGM will also serve as a forum for the Estonian community in Australia, to meet and discuss the preservation and furtherment of the cultural and heritage.
- 5.3. Only official and credentialed delegates of member Organisations (see above and below) may vote on procedural matters, including the election of a Chair, or formal resolutions, at an AGM.
These official and credentialed delegates constitute the Committee of the Liit.
- 5.4. Each AGM will elect a Chair for the meeting.
- 5.5. Any other interested person or representative of a non-member organisation of Liit may attend an AGM as a visitor/observer, but has no voting rights, and may only speak with the permission of the meeting Chair.

5.6. To save on time and costs, General Meetings (including the AGMs) may be held electronically, preferably by videoconferencing means.

5.6.1. However, on each occasion that there is a national Estonian Festival (Eesti Päevad) or some other national major Estonian cultural event, the AGM should be held in conjunction with these events.

5.7. The Board/Executive will bring an updated multi-year Business Plan, policy recommendations and other ideas for furthering Liit objectives to each AGM for discussion and adoption. The Business Plan will form the basis of the operations of the Board/Executive for the coming operating year.

6. VOTING AT GENERAL MEETINGS

6.1. Each member organisation will nominate persons to be credentialled as voters on their behalf at an AGM or at any other general meeting. These nominated voters will constitute the Committee of the Liit.

Various options could be considered for allocating the votes that an Organisation can exercise at a meeting:

6.1.1. (Option 1) Current model =

1 vote for up to 50 members of an Organisation;

2 votes if 51-100 members

3 votes if over 100 members.

6.1.2. (Option 2)

1 vote for being affiliated with less than 20 members;

2 votes if 20-59 members

3 votes if 60-99 members

4 votes if 100-149 members

5 votes if 150 members or more.

6.2. Voting through electronic channels should be permitted to allow for electronic participation, for example, through videoconferencing.

6.2.1. Electronic voting should be allowed if viable.

6.3. On particular issues that arise out-of-session and require a vote of Organisations, voting via email outside of meetings should be permitted.

6.4. Allow for observers at all general meetings.

7. WHO DETERMINES THE EXECUTIVE POSITIONS OF CHAIR, DEPUTY CHAIR, SECRETARY AND TREASURER?

7.1. There are a number of options:

7.1.1. (Option 1) The AGM elects a Chair, and the Board works out all other positions; or

7.1.2. (Option 2) The AGM elects all four (or more) positions; or

7.1.3. (Option 3) The Board determines all of these positions from within its membership as determined by the AGM.

7.2. Persons appointed to the Board may resign at any time. They should only be replaced through the same mechanism through which they were appointed.

7.3. Persons appointed to the Boards may be removed at any time by the AGM or by a general meeting.

7.4. Board members do not gain a right to vote at AGMs or general meetings by virtue of their membership of the Board.

8. FINANCIAL

8.1. Liit should not undertake onerous and complicated financial tasks, for example, fund-raising, funds management, grant-giving, etc

8.2. The Liit Board may hold and invest Liit funds with a registered banking or financial institution as directed by the AGM or otherwise, as deemed suitable, appropriate and necessary by the Board.

8.3. Nothing should prevent an agent from investing and managing funds on behalf of Liit. For any funds investment, the AGM should agree on the agent and determine the overall risk appetite for the investment, and set any other parameters as appropriate.

8.4. There are many advantages in having one specialised and centralised community funds management and grant-giving body, with responsibility for funds investment, fund raising and granting activity.
Previous work with ECFA (formerly ERC), based on a Memorandum of Understanding, should be resurrected in due course.

- 8.5. The AGM sets the directions and approves the general budget for Liit for the year.
- 8.6. The Liit Executive/Board will have the discretion to adjust the annual budget as circumstances arise.

9. SUB COMMITTEES AND WORKING PARTIES

- 9.1. Liit may establish specific purpose working parties and sub-Committees as it sees fit.
 - 9.1.1. For any working party or sub-Committee – the top person (Chair, Head, etc) should be appointed by the AGM, or by the Liit Board and endorsed by the Liit Committee at the next general meeting, or if outside a six month period before the next scheduled general meeting, by member Organisations out-of-session by email.
- 9.2. Any such appointments should be reviewed annually by the AGM. The appointee to any position must furnish a written report on their activities to each AGM.
- 9.3. An appointed person may be granted the authority to organise appropriately qualified people to work with them. They should advise the Board of the names of the identified personnel and their qualifications.
 - 9.3.1. The Liit Board should have the right of veto over any person.
- 9.4. An appointed person does not become a member of the Board by virtue of their appointment.
 - 9.4.1. Any working party or sub-Committee they lead does not become, and may not affiliate as a member Organisation of Liit.
 - 9.4.2. An appointed person does not gain a right to vote at AGMs or general meetings by virtue of appointment.

10. ESTONIAN ARCHIVES IN AUSTRALIA

- 10.1. Nominations for the Board of the Estonian Archives in Australia must be made by the AGM under a separate agenda item at each AGM and considered at the same time as other elections and appointments.

- 10.2. Liit should continue to provide, either direct or indirectly, for the annual operating funding of the Archives.
- 10.3. Operational decisions for the Archives are made by the Archives Board. The Directors of the Board are responsible for these decisions and the operations of the Archives under the relevant legislation.

11. NATIONAL ESTONIAN FESTIVALS (INCLUDING EESTI PÄEVAD)

- 11.1. A document should be developed which clearly sets out the principles and guidelines for each Eesti Päevad and similar events. This should include a pro forma template that requires the identification of the formal title of the event; its purpose and scope; the responsibilities of the organising committee and the scope of their authority; financial arrangements and limits; reporting arrangements, etc.
- 11.2. Such events should be organised in conjunction with a local Selts (where there is one).
 - 11.2.1. The completed pro forma document should be sent with a Letter of Agreement signed by the Chair of the Liit Board, together with any delegated authority from Liit, to the local Selts and the head of the organising committee.
 - 11.2.2. The proforma document should be returned, signed, by both the local Selts and the head of the organising committee.
 - 11.2.2.1. This Letter of Agreement could serve as a contract, thus extending public liability insurance as needed and available.
 - 11.2.2.2. The formal title of the event should not be used until signed copies have been executed by all parties.
- 11.3. The local Selts should identify the head of the organising committee, to be agreed to by the Liit Board.
 - 11.3.1. The head of the organising committee is to organise their committee membership, in consultation and agreement with the local Selts, and for endorsement by the Liit Board.

11.4. Each Eesti Päevad or similar event should be self-funding, and cost neutral to Liit

11.4.1. Any funds allocated to Eesti Päevad or similar event by Liit should be by way of a cash float to assist with start-up costs, and NOT to underwrite losses.

11.4.2. Liit should ensure that its legal and financial liabilities are limited with any such undertaking.

11.4.3. Nothing should prevent the local Selts or organising committee in their own right from seeking separate grant funding or commercial sponsorship from other sources.

11.5. When Eesti Päevad are being organised in a city, the Liit Board member(s) from the state or territory within which the city is located should be involved to monitor the activities, planning, finances, etc. and should report to each Board meeting on their views on progress and emerging issues.

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NEXT STEPS IN THIS PROCESS

1.	by 30 June 2020	This report to be circulated to all current Liit members for consideration, along with the proposed time frame and any necessary action lists,	
2.	June 2020	AESL needs to Schedule an Extraordinary General Meeting of Liit for August 2020 to discuss this report and agree to further actions	
3.	by 31 July 2020	Any responses from member organisations due back to Liit	
4.	August 2020	Extraordinary General Meeting of Liit to be held to discuss this report and agree to further actions - in person or via electronic meeting	
5.	September 2020	If agreed to, a brief to be given to lawyer Mr Davids Darzins, to prepare a Constitution in accordance with the previous version and the newly agreed upon directions, and to organise for the desired incorporation of Liit. <i>[Mr Darzins is a lawyer operating in Victoria, and is conversant with Victorian Corporate Law; He is of Latvian descent, and has worked on a similar Constitution for the Australian Latvian Association. He has indicated that he would undertake this work on a pro bono basis.]</i> Liit would also need to appoint 3 people to work with Mr Darzins on this work	
6.	October - December	Development of new Constitution and necessary paperwork for incorporation	
7.	December 2020	Notices to be prepared for Liit EGM/AGM in January 2020, to consider and approve new Constitution and associated paperwork	
8.	January 2021	Liit Extraordinary General Meeting (and AGM) - to approve new Constitution etc - elect new Liit Board to finalise process, etc	
9.	February-March 2021	Incorporation to take place	
10.	April 2021	New EGM to enact incorporated Constitution, elect new Board, office bearers, etc if necessary	