

MEMORANDUM & ARTICLES
OF
ASSOCIATION of UKRAINIANS in VICTORIA
3 - 11 Russell Street ESSENDON 3040



Amended on 15th of September 1985 & 21st of September 1986

*I certify this to be
a true copy of Memorandum and
Articles of Association of Ukrainians in Vic*

O. R. Bulka
O. R. BULKA LL.B.
103 BUCKLEY ST., ESSENDON 3040
VICTORIA AUSTRALIA
PUBLIC NOTARY

MEMORANDUM OF ASSOCIATION
OF
ASSOCIATION of UKRAINIANS in VICTORIA (A.U.V.)

1. The name of the Company is ASSOCIATION of UKRAINIANS in VICTORIA (A.U.V.) (hereinafter called A.U.V.)

OBJECTS of the A.U.V.

2. The said A.U.V. shall be a non-political, social and civic organization of Ukrainian resident in the State of Victoria.
3. The objects for which the A.U.V. is established are:-
- (a) To represent the Ukrainian Community in all aspects of Social and Civic life and to promote, support and protect the well-being and interest of Ukrainians on Victorian soil;
 - (b) To foster Ukrainian culture and tradition among the members;
 - (c) To diffuse amongst its members information on matters affecting their lives and interests and to print, publish, issue and circulate such papers, periodicals, books, circulars and other literary undertakings as may seem conducive to any of these objects;
 - (d) To promote, improve and elevate the education and training of its members to enable them to obtain or engage in suitable professions, occupations, trades or pursuits;
 - (e) To establish and conduct the schools, kindergartens, Sunday Schools and training courses for the children of its members;
 - (f) To establish, form and maintain libraries and otherwise to organize and make such other arrangements as will enable its members to have access to books, periodicals and journals in the Ukrainian and English languages;
 - (g) To consult and co-operate with our Associations or persons in Australia or elsewhere having similar objects or principles or whose co-operation may be beneficial to the A.U.V. or any of its subjects; and to promote and exchange with any such organization or persons information relating to the well-being of Ukrainians generally;
 - (h) To obtain and furnish information or otherwise acquaint its members with a knowledge of Australian institutions and the Australian way of life and to deepen understanding and friendship with the Australian Community;
 - (i) To provide facilities for social intercourse of members and their friends, and if thought fit, to afford them all or any of the usual privileges, advantages, conveniences and accommodation of a Club.
- A. To apply for, become the Grantee of, acquire and hold as and when permitted by law so to do, any Club Licence or other Licences, Permits or Authorities pursuant to the provisions of the Liquor Control Act, 1968 of the State for the time being in force or pursuant to any other Act or Acts to enable A.U.V. to provide for or sell to members and visitors, liquors, tobaccos or any other goods and to apply from time to time for the renewal or extension of any such Licences, Permits and Authorities and to hold such Licences, Permits and Authorities through a Nominee as contemplated by the Liquor Control Act 1968 or any re-enactment or amendment thereof.
- B. To engage and employ persons considered necessary for attainment of the objects of A.U.V. and to dismiss such persons and to pay to such persons in return for services rendered to A.U.V. salaries, wages, bonuses, gratuities and pensions.
- (j) To provide for the delivery and holding of lectures, exhibitions, theatrical performances, national commemoration days, public meetings and conferences calculated directly or indirectly to advance the morale and material well-being of its members;
 - (k) To allot or allocate moneys for the furtherance of any of the objects of the A.U.V.;
 - (l) To accept subscriptions, donations, bequests and trusts;
 - (m) To purchase, take on lease or exchange, hire or otherwise acquire any real or personal property, and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of A.U.V.;
 - (n) To sell, let, mortgage dispose of or turn to account all or any of the property or assets of the A.U.V. as may be thought expedient with a view to the promotion of its objects;
 - (o) To borrow or raise money for the purpose of the A.U.V. on such terms and on such security as may be thought fit;
 - (p) To invest the moneys of the A.U.V. not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
 - (q) To establish and support or aid in the establishment and support of any charitable or benevolent purposes in any way connected with the purposes of the A.U.V. or calculated to further its objects;
 - (r) By means of Welfare Office to bring consolation and assistance to those of its members, who through no fault of their own, find themselves in difficult financial circumstances;
 - (s) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
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4. The income and property of the Company wheresoever derived shall be applied solely towards the promotion of the objects of the Company set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of bonus otherwise however by way of profit to the Members of the Company PROVIDED THAT nothing herein contained shall prevent the payment in good faith of remuneration to any officer or servant or member of the Association or any other person in return for any service actually rendered to the Company nor to prevent the payment of interest at a rate not exceeding five per cent per annum on money borrowed from or lawfully due to any member of the Company or reasonable and proper rent for premises demised or let by a member to the Company; but so that no member of the Executive Committee or governing body of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and no remuneration or other benefit in money or money's worth shall be paid or given by the Company to any member of such Executive Committee or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent on premises demised or let to the Company.
5. The 4th and 11th paragraphs of this Memorandum contain conditions on which a Licence is granted by the Attorney-General to the Company in pursuance of Section 18 of the Companies Act 1938. For the purpose of preventing any evasion of the provisions of the said clauses, the said Attorney-General may, from time to time on the application of any member of the Company and on giving notice to the Company of his intention so to do, and after affording the Company an opportunity of being heard in opposition thereto, within such time as may be specified in such notice, impose further conditions which shall be duly observed by the Company.
6. The liability of the members is limited.
7. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that he is a member or with one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceased to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding \$10.00
8. If upon the winding up or dissolution of the Company there remains after the satisfaction of all debts the liabilities and property whatsoever the same shall not be paid or distributed among the members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent of at least as great as is imposed on the Company under or by virtue of Clause 4 thereof such institution or institutions to be determined by the members of the Company at or before the time of dissolution or in default thereof of such Judge of the Supreme Court as may have or acquire jurisdiction in the matter and if and so far as effect cannot be given to such provisions then to some charitable object.
9. True accounts shall be kept of the sums of money received and expended by the Company and the matter in respect of which such receipts or expenditure takes place and the property credits and liabilities of the Company and (subject to any reasonable restrictions as to time and manner or inspecting the same that may be imposed in accordance with the regulations of the Company for the time being) shall be open to the inspection of the members. Such accounts shall on the written request of the Attorney-General be produced for inspection by him or by any person authorised in writing by him for the purpose. Once in every year the accounts of the Company may be examined by one or more properly qualified auditor or auditors.
10. The place in Victoria in which the registered office of the Company is proposed to be situated is Melbourne.
11. No addition alteration or amendment shall be made in the regulations contained in the Articles of Association for the time being in force unless the same shall have been submitted to and approved by the Attorney-General for the State of Victoria.

We the several persons whose names, addresses are subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES & ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS

Bohdan de Chemeth - Diplom Agriculturist
102 Grey Street EAST MELBOURNE

Konstantyn Himmelreich - Diplom Agriculturist
6 Layfield Street SOUTH MELBOURNE

Myrosław Shegedyn - Teacher
24 View Street ST ALBANS

Wasył Lytwyn - Lawyer
83 Fitzwilliam Street KEW

DATED this 2nd day of May 1954

WITNESS to the above signatures:

(Sgd.) Alexander Prestashewsky,
125 Ormond Road ELWOOD

AMS

ARTICLES OF ASSOCIATION
OF
ASSOCIATION of UKRAINIANS in VICTORIA (A.U.V.)

MEMBERSHIP

1. The number of members which the A.U.V. is proposed to be registered is 2,000, but the Committee may from time to time register an increase of members.
2. Membership of A.U.V. shall consist of Ordinary Members, Branch Members, Honorary Life Members and Temporary Members.

(a) Ordinary Members:

A person over the age of 18 years who is of good character and who declares himself to be of Ukrainian descent and who has not disgraced his national dignity and his spouse may be elected as an Ordinary Member of the Association.

(b) Branch Members:

A person who possesses the qualifications listed in Article 2 (a), who resides in or near the localities in which branches of A.U.V. are established, may be elected as Branch Members by Sub-Executive Committees of branches, provided his membership application is confirmed by the Executive Committee of the Association. Upon election and confirmation, Branch Members shall have the same rights, privileges and obligations as Ordinary Members.

(c) Honorary Life Members:

Any person friendly towards the Ukrainian Community whether of Ukrainian descent or not, who has rendered outstanding services to the Association or Ukrainian cause, may be nominated by the Executive Committee as an Honorary Life Member of the Association. Such nomination shall be submitted to the next General Meeting of the Members of the Association, who may elect such person as an Honorary Life Member by a simple majority of those present at the meeting, and entitled to vote. Honorary Life Members shall have the same rights, privileges and obligations as Ordinary Members however, they shall be exempt from payment of all fees and subscriptions to the Association.

Honorary Life Members of the Association shall be entitled to receive an appropriate scroll, a special badge or such decoration as may be awarded by a resolution of an Annual General Meeting. In addition their names shall be placed on the Roll of Honour and displayed in a prominent place at the main centre of the main centre of the Association.

(d) Temporary Members:

A person possessing any of the following qualifications may be elected as Temporary Member of the Association.

- (i) Any person who is a member of any other club, association, league or body situated in the Commonwealth of Australia or any territory thereof, which has objects and eligibility for membership substantially similar to those of the Association.
- (ii) Any person outside the Commonwealth of Australia, who is in correspondence with the Association concerning matters of general or special interest to the Association, and has expressed his willingness to keep the Association informed of matters of special or general interest thereto.
- (iii) Any person who is attending at the Association's premises in connection with any convention or conferences or in connection with any sporting, cultural, educational or social function which is taking place at the Association's premises.

All Temporary Members must be proposed by one Ordinary Member, Branch Member or Honorary Life Member and seconded by another such member. Such nomination shall be submitted to an election committee which may consist of any two members of the Executive Committee, who may then elect the person so nominated as a Temporary Member, if they think fit. Persons possessing the qualifications set out in paragraph (i) and (ii) hereof may be so elected as Temporary Members for any period not exceeding two months, provided that they may not be so elected on more than four occasions in any one year. The number of Temporary Members elected pursuant to paragraph (i) and (ii) hereof, shall not exceed 40. Persons possessing the qualifications set out in paragraph (iii) hereof may be elected only for the day or days on which they are attending the Association's premises in connection with any convention or conference or in connection with any sporting, cultural, educational or social function. Temporary Members shall be subject to the following conditions and regulations namely:

- (iv) They shall not propose any new members to the Association;
- (v) Their temporary membership may be cancelled at any time by the Praesidium (Presidential Commission);
- (vi) They shall not be entitled to be elected as members of the Executive Committee;
- (vii) Without the permission of the chairman of a meeting, they shall not be entitled to attend any meetings of the Association, Executive Committee, sub-committees or commissions, nor take part in any discussion at any such meetings;
- (viii) They shall not be entitled to vote at any meeting of the Association, Executive Committee, sub-committee or commission;
- (ix) They shall not be required to pay any subscription or any levy to the Association.

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- 3. (a) Every candidate for ordinary membership or branch membership shall be proposed by one and seconded by another Ordinary Member, Branch Member or Honorary Life Member of the Association, to both of whom the candidate shall be personally well known. Every nomination shall be made in writing and shall give the full name and address of the candidate and be signed by the candidate and his proposer and seconded and shall be in such form as the Executive Committee shall from time to time require. Every nomination for membership shall be lodged with the secretary or administrative officer of the Association or in case of branch members, with the secretary of the branch sub-executive committee.
 - (b) The names and addresses of persons proposed as Ordinary Members or Branch Members of the Association shall be displayed in a conspicuous place in the Association's premises at Essendon, for at least a week before their election or confirmation, and an interval of not less than two weeks shall elapse between nomination and election of Ordinary Members, or nomination and confirmation of Branch Members.
 - (c) Election of Ordinary Members and confirmation of Branch Members shall be made by a majority of the Executive Committee. The Executive Committee may reject any nomination for ordinary membership or any application for confirmation of branch membership, without assigning any reason for such rejection. A record shall be kept by the Secretary of the Association of the number of members of the Executive Committee voting on the question of election of Ordinary Members or confirmation of Branch Members.
 - (d) Upon election of Ordinary Members or confirmation of Branch Members, the secretary or such other person as shall be appointed for this purpose by the Executive Committee, shall give notice of election or confirmation to each candidate, by posting same to the address given in the nomination and shall issue with such notice an account for entrance fees and subscriptions due and payable by the member which account shall specify the due date of payment. Any person elected or confirmed to membership shall be entitled to any privileges or membership until he has paid the entrance fees and subscription fees rendered to him with the notice. If such person fails to pay such entrance fees and subscription within a period of one month from the date of such notice, his election or confirmation may be declared null and void by the Executive Committee.
 - (e) Every person elected or confirmed to membership and informed of his election or confirmation shall be deemed to agree to pay the entrance fee and annual subscription and to be bound by the Memorandum and Article of the Association and by the Association's by-laws from time to time in force and the payment of the said entrance fee or part thereof, and/or the said subscription or part thereof, shall be conclusive evidence of such agreement.
 - (f) The amount of entrance fee payable by Ordinary Members and Branch Members upon election and confirmation shall be fixed by a General Meeting of the Association.
 - (g) (i) The amount of a member's annual subscription shall be fixed from year to year by the General Meeting of the Association but shall not be less than that prescribed by the Liquor Control Act, 1968.
 - (ii) Unless otherwise fixed as aforesaid, the annual subscription shall be as follows:

Ordinary Members	\$20.00
Branch Members	\$10.00
Ordinary Members and Branch Members being pensioners or full time students	\$ 5.00
 - (iii) Annual subscriptions shall be due and payable yearly in advance on the 1st day of July, in each and every year. Any member whose subscription has remained unpaid for a period of three months after it has become due, shall become automatically suspended and shall not be entitled to use the privileges of membership until the arrears are paid in full. Any member whose subscription has remained unpaid for a period of four months after it has become due, shall cease to be a member of the Association. Such person may be re-elected to membership by the Executive Committee on payment of all arrears of subscriptions and without a further entrance fee.
4. All members except Temporary Members shall have the right to exercise active and passive rights of election. Members may take a personal part in General Meetings, subject to exemptions provided in paragraph referred to Branches.
5. Every member shall be obliged to fulfill honestly the regulations of this constitution and the resolutions of the General Meetings.
6. Members shall have the right to take part in the social life of the Association, and to use rooms and equipment of the A.U.V. and Branches.
7. A member of A.U.V. shall cease to be a member of A.U.V.:
- (a) If he shall voluntarily tender his resignation by first giving one month's notice in writing to the Secretary of his intention to resign, provided that a resigning member shall pay all monies due and payable by him to A.U.V. before lodging a notice of his intention to resign.
 - (b) If his subscription has remained unpaid for a period of four (4) months after it has become due.
 - (c) If the Executive Committee of A.U.V. expels a person from membership of A.U.V.

~~and the following inserted in lieu thereof:~~

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2. (a) Subject to these rules, the Executive Committee may by resolution:
- (i) Suspend a member from membership of A.U.V. for a specified period.
 - (ii) Expel a member from A.U.V., if the Executive Committee is of the opinion that the member --
 - (a) Has refused or neglected to comply with these rules, or
 - (b) The conduct of the member has been or is injurious to the character, interests or activities of A.U.V.
- (b) A resolution of the Executive Committee under sub-clause (a) --
- (i) Does not take effect unless the Executive Committee, at a meeting held not earlier than fourteen (14) and not later than twenty eight (28) days after the service on the member of a notice under sub-clause (c) confirms the resolution in accordance with this clause.
- (c) Where the Executive Committee passes a resolution under sub-clause (a), the Secretary shall, as soon as practicable, cause to be served on the member a notice in writing --
- (i) Setting out the resolution of the Executive Committee and the grounds on which it is based.
 - (ii) Stating that the member may address the Executive Committee at a meeting to be held not earlier than fourteen (14) and not later than twenty eight (28) days after service of the notice.
- (c) (iii) Stating the date, place and time of the meeting.
- (c) (iv) Informing the member that he may do one or more of the following:
- (a) Attend the meeting.
 - (b) Give to the Executive Committee before the date of that meeting a written statement seeking the revocation of the resolution:
- AND
- (c) Not later than twenty four (24) hours before the date of the meeting, lodge with the Secretary a notice to the effect that he wishes to appeal to the Annual General Meeting of the A.U.V. against the resolution.
- (d) At a meeting of the Executive Committee held in accordance with sub-clause (b) the Executive Committee --
- (i) Shall give to the member an opportunity to be heard.
 - (ii) Shall give due consideration to any written statement submitted by the member, AND
 - (iii) Shall by resolution, passed by a simple majority, determine whether to confirm or to revoke the resolution.
- (e) Where the Secretary receives a notice under sub-clause (c) (iv) (c), that the member wishes to appeal to the Annual General Meeting of the A.U.V., the Secretary will include the matter in the agenda for the forthcoming General Meeting.
- (f) At a General Meeting of the A.U.V. --
- (i) The Executive Committee may place before the meeting details of the grounds for the resolution and the reasons for passing of the resolution.
 - (ii) The member shall be given an opportunity to be heard; AND
 - (iii) The members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- (g) If at the General Meeting --
- (i) Two-thirds (2/3) of the members vote in person in favour of the confirmation of the resolution, the resolution is confirmed; AND
 - (ii) In any other case, the resolution is revoked.
- (h) The name of a person who has ceased to be a member of the A.U.V. shall be removed from the Register of Members.

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AUTHORITIES OF A.U.V.

9. Authorities of the A.U.V. shall be --
 - (a) General Meeting (Annual and Special)
 - (b) Executive Committee
 - (c) Commission of Auditors
10. The legislative and highest authority of the A.U.V. shall be a General Meeting (Annual and Special).
11. The Executive Committee shall convene an Annual Meeting once every year giving notice and proposed agenda to all members not less than four (4) weeks prior to the date of the Annual Meeting. The notice shall be exhibited in the rooms of the A.U.V. in Essendon, and copies sent to the Executive Committees of all Branches. Where possible, notices concerning General Meeting shall be published in Ukrainian newspapers throughout Australia.
12. (a) A General Meeting of A.U.V. shall have authority to proceed when a quorum is present.
(b) 50 members personally present, being members entitled under these rules to vote at a General Meeting shall constitute a quorum.
(c) 20% of members of a Branch, being members entitled under these rules to vote at a Branch General Meeting, shall constitute a quorum for a General Meeting of a particular Branch of the A.U.V.
13. In the absence of such a quorum, a valid General Meeting may be held commencing not less than one (1) hour after the time appointed for the Meeting, those members then present shall constitute a quorum, provided that such a resolution shall be contained in the notice convening the General Meeting.
14. All resolutions (other than special or extra ordinary resolutions) at General Meetings shall be taken by a primary majority of votes of members subject to exemptions provided in special paragraphs of this constitution. Should a deadlock occur, the Chairman of the Meeting shall have a casting vote.
15. A General Meeting shall be competent to decide any matter connected with the life and activity of the A.U.V. and in particular the following --
 - (a) Alterations and amendments of the Constitution;
 - (b) Hearing and accepting the reports and accounts of the Executive Committee, the Commission of Auditors and granting an absolution to a resigning Executive Committee;
 - (c) Election of the Executive Committee, Commission of Auditors, the President and Chairman of these bodies being elected by separate voting;
 - (d) Decision upon the amount of members' subscription and registration fees;
 - (e) Election of delegate or delegates to the General Meeting of the Federation of the Ukrainians in Australia.
16. A Special General Meeting shall be convened by the Executive Committee of the A.U.V. whenever necessary and the Executive shall be obliged to convene such a meeting within two (2) months of the request in writing by the Commission of Auditors, or by one-third of the members of the A.U.V. Such Special General Meeting shall have the same rights as an Annual General Meeting. Changes in personnel of the Executive or Commission of Auditors arising from a Special General Meeting shall be valid only until the next Annual General Meeting.

THE EXECUTIVE COMMITTEE OF A.U.V.

17. The Executive Committee of the A.U.V. shall consist of the President, 14 members and 6 deputy members. Deputy members shall not form part of the quorum of the Executive Committee and although they shall have the right to participate in the deliberations of the Executive Committee, they shall not have the right to vote at meetings of the Executive Committee.
 - A. The President and Members of the Executive Committee, as well as deputy members shall be elected for a period of two years.
 - B. (i) Half of the Members of the Executive Committee shall retire each year and at each Annual General Meeting those members of the Executive Committee who have been in office for previous two years, shall retire;
(ii) The members of the Executive Committee to retire in any year, shall subject to the provision as to filling casual vacancies, be those who have been longest in office (two years). As between persons who become members of the Executive Committee on the same day, those to retire shall be determined by lot, unless they otherwise agree.
(iii) A retiring member of the Executive Committee shall be eligible for re-election.
 - C. Any vacancy occurring among the Office Bearers in the Executive Committee otherwise than by effluxion of time, may be filled by the Executive Committee at its meeting, chaired by the President, or in case of his absence, by a Vice President, by co-opting to such office any member of the Association, preferable a deputy member of the Executive Committee, but the person so chosen shall be subject to retirement on a day on which the member of the Executive Committee in whose place he is appointed would retire.
18. At its first meeting, the Executive Committee shall elect a Praesidium (Presidential Commission) consisting of 7 members of the Executive Committee, which shall include the President, First Vice-President, Second Vice-President, Secretary, Treasurer, Cultural Officer and Organizing Officer. At the same time, the Executive Committee shall allot various duties to its other members. *DMB*

- 19. The President shall convene an Executive Meeting at least once in every month. Decisions and resolutions of the Executive Committee may be taken by a quorum consisting of an absolute majority of its members in the presence of the President or Vice-President. All decisions shall be taken by a majority of votes and in the case of deadlock, the President or Vice-President shall have a casting vote. The Secretary shall convene a meeting of the Executive Committee on the written request of the majority of members of the Executive Committee.
- 20. The Praesidium (Presidential Commission) of the Executive Committee shall deal with urgent current matters and shall report them to the next Executive Committee Meeting.
- 21. The Executive Committee shall organize and govern the activities of the A.U.V.
For those purpose it may --
 - (a) Make By-Laws and Rules to regulate the internal activities of the A.U.V.;
 - (b) Establish Branches in Victoria, regulate their activities and assist them in organization;
 - (c) Organize Commissions, Committees and Sections to deal with special duties;
 - (d) Draw up membership certificates (passes), buttons and suitable diplomas, for Honorary Members;
 - (e) Introduce proposals at a General Meeting for the purpose of nominating Honorary Members;
 - (f) Govern and administer the property of the A.U.V., and purchase and lease real estate or chattel of the A.U.V.;
 - (g) Submit to General Meeting the appeals of excluded or struck off members.

THE COMMISSION OF AUDITORS

- 22. The Commission of Auditors shall comprise a Chairman, Vice-Chairman, Secretary and two (2) substitute members.
- 23. The Commission of Auditors shall --
 - (a) Examine the activities of the Executive Committee and administration of the finances, assets and liabilities of the A.U.V. Where necessary, the Commission of the Auditors may engage the services of a financial expert;
 - (b) Prepare a report for the General Meeting and put a motion of grant or refuse an absolution to the Executive Committee of the A.U.V.;
 - (c) Have the right to propose a General Meeting.
- 24. Members of the Commission of Auditors shall be entitled to participate in the Executive Committee meetings but with only a consultative vote.

BRANCHES

- 25. The Executive Committee may, from time to time, establish Branches throughout the State of Victoria, wherever appropriate for the purpose of organization.
- 26. The Sub-Executive Committee of A.U.V. Branches shall consist of a Chairman and --
 - (i) Not less than 2 members and 2 deputy members, but
 - (ii) Not more than 14 members and 6 deputy members.

Deputy members shall not form part of the quorum of the Sub-Executive Committees and although they shall have the right to participate in the deliberations of the Sub-Executive Committees, they shall not have the right to vote at meetings of the Sub-Executive Committees.

 - A. The Chairman and Members of the Sub-Executive Committees as well as deputy members shall be elected for a period of two years. Commissions of Auditors of A.U.V. Branches consisting of 3 members shall be elected for a period of one year.
 - B. (i) Half of the Members of a Sub-Executive Committee shall retire each year and at each Branch Annual General Meeting those members of the Sub-Executive Committee who have been in office for previous two years, shall retire.
 - (ii) The members of the Sub-Executive Committee to retire in any year, shall subject to the provisions as to filling casual vacancies, be those who have been longest in office (two years). As between persons who become members of the Sub-Executive Committee on the same day, those to retire shall be determined by lot, unless they otherwise agree.
 - (iii) A retiring member of the Sub-Executive Committee shall be eligible for re-election.
 - C. Any vacancy occurring among the Office Bearers in the Sub-Executive Committee otherwise than by effluention of time, may be filled by the Sub-Executive Committee at its meeting, chaired by the Chairman, by co-opting to such office any member of the Branch, preferably a deputy member of the Sub-Executive Committee, but the person so chosen shall be subject to retirement on a day on which the member of the Sub-Executive Committee in whose place he is appointed would retire.
- 27. Sub-Executive Committees shall be subordinate to the Executive Committee of the A.U.V., and shall be obliged to execute the recommendations of that Executive.
- 28. In view of the fact that Branch Members have club facilities at their branches, and shall not avail themselves of the Association's licensed club facilities to the same extent as the other members of the Association, the Association shall rebate to the Branches, 75% of annual subscriptions payable by Branch Members, to assist the Branches with administration of Branch Club facilities.

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29. If at any time, the activity of a Sub-Executive Committee of a Branch shall not be in accordance with this Constitution or the recommendation of the A.U.V., the Executive Committee shall have the right to suspend the Sub-Executive Committee of the said Branch and to convene a General Meeting of the Branch for the purpose of election of new Sub-Executive Committee.
30. Regulations referring to the convening of and proceedings at Annual and Special General Meetings of the A.U.V. and to the convening of and proceedings at Executive Meetings of the A.U.V. shall have analogical reference to General Meetings and Sub-Executive Committee Meetings of Branches.
31. The Executive Committee of the A.U.V. may nominate Agents. Such agents shall be subordinate to Officers of the Executive Committee and shall transfer to it all collected subscriptions.
32. Members of Branches may participate personally in Annual and Special General Meetings. Whenever their presence at a General Meeting is not possible, they may send two (2) representatives from each Branch.
33. Representatives from Branches shall each have one (1) vote.
34. For the purpose of co-ordination and exchange of experiences in the work of the A.U.V. Branches, the President of the A.U.V. shall convene, where possible, a Conference of Chairmen of Branches. All members of the Executive Committee may take part in such a conference. The Chairman of the Conference shall be the President or Vice-President of the A.U.V.
35. Any Branch of A.U.V. may acquire or lease real estate through the Executive Committee of A.U.V. Real estate purchased in such a way will be the property of A.U.V., but the purchasing Branch will have exclusive right to use of it and all income from the estate shall be used for the purpose of the Branch.

THE INCOME

36. The income of the A.U.V., shall consist of income for property belonging to the A.U.V., members subscriptions and registration fees, income from performances, gifts and donations and from sale to members and visitors of games, liquors, tobaccos or any other goods and services.

THE LIQUIDATION

37. The decision of liquidation of the A.U.V. may be taken by a General Meeting of the A.U.V. convened specifically for that purpose. Such a decision must be taken by a majority of two-thirds votes of members present at the General Meeting.
38. If, upon liquidation of the A.U.V. following a decision of a General Meeting or upon the dissolution of State authorities, there remains any property whatsoever, the same shall not be paid to or distributed among the members of the A.U.V. Such property shall be transferred or donated to some Ukrainian organization in Australia which has objects similar or in part similar to the objects of the A.U.V. Transferred property and income derived therefrom shall not be distributed amongst its or their members. Such organization shall be selected by a General Meeting which is entitled to take the decision regarding liquidation.
39. In the event of dissolution of the A.U.V. by State authorities and where convening of a General Meeting is not possible, the remaining property shall be transferred in equal halves to the Ukrainian Autocephalian Orthodox Church and to the Ukrainian Catholic Church in Melbourne for their charitable purposes.

ALTERATION & AMENDMENTS of the MEMORANDUM or ARTICLES

40. Motion to amend or alter the Memorandum or Articles of A.U.V. shall be lodged with Executive Committee of A.U.V. twenty-one days (21) before the convening of the General Meeting.
41. General Meeting will upon reading the proposed amendments, decide by vote of not less than two-thirds majority whether such motion shall be carried. Thereupon the Executive Committee shall be empowered to appoint an Investigating Committee to consist of not less than five (5) members.
42. Investigating Committee will carry out a complete and thorough investigation of the suggested amendments and will report the result of such investigation to the Executive Committee in forty-eight (48) days after appointment.
43. Executive Committee shall send notice to all financial members of the A.U.V. advising them of the result of the investigation and such amendments may, with the concurrence of the Investigating Committee be passed at a General Meeting by not less than a three-fourths majority.
44. The Association shall apply from time to time for a Club Licence and Permit pursuant to the provisions of the Liquor Control Act of the State for the time being in force or for such Licence or Licences as it may be from time to time necessary to obtain, whether pursuant to that Act or any other Act or Acts, to enable the Association to provide for or sell to members and visitors games, liquors, tobaccos or any other goods and the Association shall apply from time to time for the renewal or extension of any such Licence or Licences or Permit or Permits.
45. While and so long as the Association is licensed under the Liquor Control Act of the State of Victoria, the Secretary of the Association shall within one month from the making of any amendments or alteration in the Memorandum of Association or Articles of Association of the Association of Ukrainians in Victoria (A.U.V.), forward to the Secretary of the Liquor Control Commission, a certified copy of such amendment or alteration.

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46. The Executive Committee shall from time to time nominate a member of the Association to hold a Club Licence and Permits in respect of the Association's premises on behalf of the Association pursuant to the provisions of the Liquor Control Act or any re-enactment or amendment thereof. The name and address and occupation of a person proposed to be so nominated shall be first submitted in writing to the Secretary of the Liquor Control Commission and to the Licensing Inspector for the Licensing Division in which the Association's premises are situated and every such person has to be approved by the Liquor Control Commission.
47. No person shall receive a greater profit, benefit or advantage from the Association than that received by every member thereof other than a remuneration or honorarium approved by the Liquor Control Commission for work done by the secretary, treasurer or any other officers of the Association or salary or wages paid to the employees.
48. The Association shall not make any payment or part payment to any secretary, manager or other officer or servant of the Association by way of commission or allowance from or upon the receipts of the Association for liquor supplied.
49. The Executive Committee shall hold periodical meetings and minutes of all resolutions and proceedings of the Executive Committee shall be entered in a book to be provided for that purpose.
50. Correct accounts and books shall be kept showing the financial affairs of the Association and the particulars usually shown in the books of account of a like nature.
51. (a) A member may, with the approval of the Committee, introduce visitors to the Association's Licenced Premises;
- (b) No more than four visitors shall be introduced by the same member on any one day and the same visitor shall not be introduced more than twelve times in any period of twelve months.
- These restrictions shall not apply:
- (i) To the wife, children or one lady friend of a male member;
- (ii) To the husband, children or one gentleman friend of a female member;
- (iii) To adults and children attending the Association's licenced premises for the purpose of tuition of the children in dancing, choral, theatrical and other cultural classes or rehearsals being held in the Hall and at which liquor will not be available;
- (iv) To persons attending national concerts and other cultural meetings in the Hall and at which liquor will not be available.
- (c) The name and usual residential address of each visitor shall be entered in a visitors book provided by the Association and each member introducing a visitor shall sign his name and write his medallion (or membership) number opposite each such entry. These entries shall not be required:
- (i) If the visitors are present for the purpose of attending a special function at the Association's Licenced premises in respect of which the Association has obtained a permit pursuant to Section 38 - Sub-Section (B) of the Liquor Control Act 1968;
- (ii) If the visitors are attending the functions referred to in (b) (iii) and (b) (iv) of this rule;
- (d) A visitor shall not be supplied with liquor unless he is in the presence of a member of the Association except at a function to which a permit referred in (c) (i) of this rule relates;
- (e) A person under the age of eighteen years shall not be supplied with liquor unless he is accompanied by a spouse, parent or guardian who is a member of the Association and the liquor is supplied for consumption with a meal supplied on the Association's licenced premises.
52. No person shall be allowed to become Honorary Life Member or Temporary Member of the Association or be relieved of the payment of the regular subscription, except those possessing qualifications defined in these articles and subject to conditions and regulations prescribed therein.
53. No person under 18 years of age shall be admitted as a member of the Association.
54. No more than 722 persons will be permitted on the Association's Licenced premises at any one time.
55. No liquor shall be sold or supplied for consumption elsewhere than on the Association's licenced premises, unless such liquor is removed from the licenced premises of the Association by the member purchasing the same.
56. No person under 18 years of age except persons who are being trained as waiters and are not allowed to serve behind the bar, shall be employed by the Association.
57. The business and affairs of the Association including the supply of liquor shall be under the management of the Executive Committee. The Executive Committee shall have the power to fix the hours of bar trading and control of liquors and by resolution, to vary the same. Any such resolutions shall be part of the by-laws of the Association.
58. A notice may be given by the Association to any member either personally or by sending it by post to him at his registered address. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.
59. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Praesidium (Presidential Commission) or Executive Committee and in the presence of the President or Vice-President, and two other members of the Praesidium (Presidential Commission) or such other members of the Executive Committee as the Executive Committee may from time to time appoint for such purpose and every such instrument shall be signed by such three persons.
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60. In the interpretation of these Articles:
- (a) Words importing and masculine, included the feminine and neuter and words importing and singular, include the plural and vice versa, unless the contrary intention appears either expressly or by necessary implication;
 - (b) The expressions 'Association' or 'A.U.V.' mean Association of Ukrainians in Victoria (A.U.V.)
61. Persons serving as members of the Executive Committee or Commission of Auditors of the Association of Ukrainians in Victoria or its branches, as well as every officer or servant (employee) employed by the Association or its branches, shall be indemnified out of the assets of the Association or its branches (as the case may be) against liabilities, charges, legal expenses and personal responsibility for activities or deeds which may occur in fulfilling their normal lawful duties incidental to or conducive to the attainment of the objects of the Association as stated in the Memorandum and Articles of Association, or in executing decisions, resolutions or directives of the Executive Committee or Commission of Auditors of the Association or its branches.
62. (a) A person, whether of Ukrainian descent or not, who has donated or bequeathed the sum of \$10,000.00 or more to the A.U.V. or to one of its branches, may be nominated by the Executive Committee as a Benefactor of the Association.
- Such nomination shall be submitted to the next Annual General Meeting of the members of the Association, who may bestow the honorary title of a Benefactor of the Association upon such person by a simple majority of those present at the meeting and entitled to vote.
- (b) The honorary title of a Benefactor of the Association may be awarded posthumously.
 - (c) A plaque shall be affixed on a designated Wall of Honour in the main centre of the Association to honour each Benefactor of the Association.
 - (d) Benefactors of the Association shall be entitled to receive an appropriate scroll, special badge or such decoration as may be awarded by a resolution of an Annual General Meeting, however, they shall not be entitled to any other additional benefits, privileges or rights by virtue thereof.
63. The Executive Committee may bestow the following awards to persons who have made donations to the Association:
- (a) (i) Donors' Gold Award for a donation of not less than \$1,000.00
 - (ii) Donors' Silver Award for a donation of not less than \$750.00
 - (iii) Donors' Bronze Award for a donation of not less than \$500.00
 - (b) Donors shall be entitled to receive an appropriate scroll or a special badge and their names shall be displayed on the Association's Board of Donors. They shall not be entitled to any other additional benefits, privileges or rights by virtue thereof.
64. The Executive Committee may reward any person for dedicated service to the Association or to the community by awarding such a person with a Scroll of Honour. The holders of a Scroll of Honour shall not be entitled to any other additional benefits, privileges or rights by virtue thereof.

DISSOLUTION of a BRANCH

65. Dissolution of a Branch of the A.U.V. may be either:
- (a) By a voluntary resolution of a General Meeting of a Branch by two-thirds votes of Branch Members present at a General Meeting of the Branch convened specifically for that purpose.
 - (b) By the Executive Committee of the A.U.V.
66. Where the Executive Committee have reasonable cause to believe that a particular Branch of the A.U.V.:
- (a) Has ceased its activities.
 - (b) Has failed to form a sub-executive committee at two consecutive General Meetings of the Branch.
 - (c) Has not during the preceding period of three years convened an Annual General Meeting of the Branch in accordance with these Articles, or
 - (d) Has been insubordinate to the Executive Committee of the A.U.V. or has repeatedly ignored these Articles of Association, then in any such event the Executive Committee may, in addition, to the powers contained Article 29, appoint a member of the Association, whether member of that particular Branch or not, to act as Branch Administrator for a period of not more than 12 months.
67. Such Branch Administrator shall act under instructions from the Executive Committee and shall report to it when required.
68. The Executive Committee may empower a Branch Administrator to do all or any of the following:
- (a) Take charge of Branch affairs, all its monies, books, records and all property under the management or belonging to such Branch.
 - (b) Do such acts and things as are reasonably necessary to administer the affairs of the Branch.
 - (c) Conduct meetings with Branch Members to ascertain their wishes and grievances.
 - (d) Investigate possibilities for revitalising the Branch and recommend to the Executive Committee candidates for election to the sub-executive committee of the Branch.
 - (e) Prepare a detailed report to the Executive Committee within 12 months of his appointment.
69. (a) If within 12 months of his appointment, the Branch Administrator fails in his attempts to find candidates for election of the sub-executive committee of the Branch, or if upon a General Meeting of a Branch being convened, a sub-executive committee is not elected, the Executive Committee may dissolve such Branch by a vote of two-thirds of the members of the Executive Committee.

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- (b) The Executive Committee shall send written notices to the members of a dissolved Branch notifying them of the dissolution of the Branch, whereupon all members of the dissolved Branch shall cease to be Branch Members and upon payment of the difference between Branch Membership fees and ordinary membership fees, shall become ordinary members of the Association and enjoy the same rights, privileges and obligations as other ordinary members of the Association. The rights, privileges and obligations of Branch Members of a dissolved Branch who are Honorary Life Members, pensioners and full time students shall remain unchanged.
- (c) From the date of dissolution all members' records of the dissolved Branch and all its property, monies, books and other assets of the Branch shall be transferred to the management of the Executive Committee of the Association.

SECTIONS of the ASSOCIATION

70. (a) Members of the Association may form Sections for specialised activities such as literary, singing, musical, theatrical, folk dancing and other.
- (b) If requested by the Executive Committee, Sections of the Association shall be obliged to take active part in cultural and social functions of the Association.
- (c) Sections of the Association shall be self managed, but they shall be responsible to the Executive Committee and shall report on their activities to the Annual General Meeting of the Association.
71. Sections of the Association shall have the following privileges:
- (a) Use of the premises and facilities of the Association for their activities.
- (b) Enjoy the protection and general support of the Association.
- (c) Enjoy all such additional privileges as from time to time may be bestowed upon a particular section by the Executive Committee or by a resolution of a General Meeting of the Association.
72. (a) If the Executive Committee is satisfied that a Section has the desire and viability to contribute to the objects of the Association, it may grant official recognition to a Section of the Association.
- (b) If the Executive Committee is satisfied that a Section --
- (i) Has ceased its activities.
- (ii) Has repeatedly declined to take active part in the Associations' functions, or
- (iii) Has become insubordinate to the Executive Committee it may, by resolution, withdraw its official recognition, in which even such Sections privileges shall cease.
- (c) Such Section shall have the right to appeal to an Annual General Meeting of the A.U.V., whose decision shall be final.
73. Subject to confirmation by the Executive Committee, Branch Members may form similar Sections within their Branches, subject to the above Articles relating to Sections. Where appropriate, a reference to the Executive Committee shall be deemed to be a reference to the sub-executive committee of a particular Branch and a reference to the Association shall be deemed to be a reference to a particular Branch of the Association.

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