



Kytherian Association of Australia

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Information Night Minutes

19 May 2021

Matraville Sports High School

Start 7.13pm

Key Meeting Points

Secretary Barbara Zantiotis agreed to take Minutes following request of some members for minutes to be taken.

Jim Drinas noted that authority had not been given for the meeting to be recorded and as such no recording should be allowed. Members agreed to progress on this basis and any recording that had been made up until that point was to be deleted and no further recordings to be made.

Circa 80 members joined the meeting. There was not a sign on register as this was not a general meeting but an information night.

Chair Emmanuel Alfieris (EA) opened meeting and provided summary of 2020 year.

Noted this was not an AGM. Will be issuing new AGM notice in due course. This is an information night however will run the Agenda in the same order as the AGM.

AGM was not possible due to some COVID related mail delays that meant some members didn't receive their notice within the stipulated 21 days notice.

2020 was a difficult year given COVID impacts on our Association's operations and finances however the board remained focused on three main strategic focuses – Governance, Supporting the Subcommittees and Membership growth, particularly youth members.

Governance – AGM 2020 was difficult given the COVID disruption - showed flexible pragmatism and hosted our first ever virtual meeting. Other governance achievements of note were Volunteers Agreement, Conflicts Policy and Privacy Policy.

Subcommittees – 2 new subcommittees in 2020 - Library and Centenary. Library of particular note – library was catalogued, great work from library committee, borrowing library will follow soon when COVID allows. Great work from new subcommittee that will leave a lasting legacy. Centenary subcommittee also formed. Key 2020 achievement Mile in My Shoes – 6 KAA members' stories are now part of the Australian National Maritime Museum's collection. Museum is also the only national Australian museum for immigration.

Membership - KYA started again, art class this Sunday, over 100 members have signed up. We also have more young members joining the KAA as Full Members.

Another key initiative to note is our support for the new Agia Elessa and Panagia Myrtidiotissa Chapels at Kogarah church. This will make the church a true "Trisipostati" church, a 3 alter church, as it was always intended to be. It will be a lasting legacy for our Association and will be recorded in the church annals. Father Kyriakos advised he would conduct a special liturgy for our members when the works were finalised, COVID permitting.

Re Genealogy: We advised at our 2020 AGM in June, Amalia Samios and Kalie Zervos want to change the relationship between 'Kytherian Genealogy' and the Association and we were to commence good faith discussions. Between July and November there were a number of meetings and correspondence between the two parties. EA provided a brief outline of what the Board did and cadence of monthly board meetings where Board deliberated and made decisions. February 2020 was the first we heard, we then gathered information, obtained quotes for legal opinion, obtained legal opinion, meetings held with Kalie, Amalia and Michael, updates provided in the newsletter, pre-mediation meeting held in April this year and we believe we are close to an amicable solution. Unfortunately, we could not find common ground and we both agreed to progress to mediation.

In February 2021, we agreed to an alternative approach to mediation where both parties would meet together with our respective lawyers in another attempt to find common ground. This approach would potentially result in a more timely resolution and lower costs. The Board agreed with this approach. As at the writing of this report, the parties met on April 23 and agreed in principle on a way forward. Genealogy has been an important issue that the Board has dealt with. It has taken too long. It's a complicated issue with many intricacies. KAA wants to move forward with an amicable approach and have worked for over one year to do this.

The Board commits to advise members of the details of the proposed approach going forward at the AGM and via a joint statement.

2020 was very taxing on board. EA thanked sub-committees and the members for their continued support.

Secretary Barbara Zantiotis provided an update on memberships

Members falling due to 2020 COVID. Less functions, less opportunities to attract members but also some lapsed renewals.

Members who have adult children, please encourage them to join.

New website is being created. It will enable ticketing like TryBooking, members portal/merchandise; subcommittees will be able to contribute and post content; lots of features.

Treasurer Peter Tzannes (PT) provided a summary of the 2020 Finances

Board demonstrated prudent financial management in 2020. We wanted to operate within our means. Few functions to raise funds. Interest rates on our bank deposits are very low. Tenants impacted by COVID however despite difficulties we had a financial operating profit of \$7,000. Many charities folded last year; we managed to run without touching our reserves; we're an events based organisation; trips cancelled, annual ball cancelled, our operating revenue never covers operating

costs, rents bring us up to par; compulsory government Landlord Code of Conduct required a rental decrease, had to give 30% discount; deferred rental payments; new tenant spent money and lost clientele due to COVID and had to close. Suite 2 is currently empty. Looking for a tenant.

We had the biggest expense on salaries, increased staff hours – we got JobKeeper support which was \$42K. “Thank God for JobKeeper” - it enabled us to concentrate on library cataloguing, assisted with book sales, helped with Policy & Procedures manual, setting up for future committees. \$90K spent on wages, the highest ever and compares with \$58K last year. \$48K spent by KAA the remainder by government JobKeeper. Rather than reduce staff hours, we increased hours but did it in a way that never dipped into our savings. This is a major achievement considering other organisations folded.

Financial management continues to improve. Over the years we’ve introduced better cash handling, ticketing improvements, more visible and transparent event recording system, better quality reporting and transparency. Annual financial reports are now sent out prior to the AGM, not at the meeting. This is not criticizing past committees just demonstrating that we continue to work through things to improve how we manage finances.

PT then progressed to answer financial questions from members sent to Ask@kytherianassociation.com.au originally to be answered at the AGM.

Members Questions from Ask@...

Appreciate transparency, what measures are in place to continue prudent financial management-

Will run association in manner where revenues cover costs; we’re investing in the future with new website, modernising newsletter – costs \$6-\$8K, lots of organisations do online newsletters and new website will allow us to do that.

Bank statements, financial statements

Financial report is not a bank statement. Question noted that “Genealogy bank account had \$5K missing” – It’s not missing and was used to cover financial expenses such as legal expenses which is clear in the financial report. A financial report can’t be compared to bank statement.

Question relating to donations in 2020 and \$15K given to Kogarah church.

Noted this was not a donation but a building project similar to how we account for other similar projects on Kythera with Aroney funds.

Question related to Anonymous member donation to church if there was a conflict of interest.

Noted that the person who donated the funds left the Board room when the decision was made. There was no discussion with the member and this was minuted.

Question related to general finance –

- Trybooking fees are reflected in the financial report in banking fee expenses
- \$5200 wages for property is allocated each year and has been there every year

What is cost of KWHF donations? Value of circa \$10,000

Question about books – where books are gifts to functions etc, no income associated

What value on destroyed books asked by Peter Vlandis. Matina Zervos noted from floor that value of books destroyed was about \$10,000.

Vice President, Andrew Malanos, Update on Centenary Committee Initiatives:

Fantastic Centenary committee. Biggest initiative is the book, editing book, fantastic Rene Panagiotelis – keeper of the book till launch date, calling for photos, not a picture book, factual book, so much coming in, looking for volunteers after centenary for future books. Sophia Poulos is project manager.

Coin – Back in 1922 a coin was struck. A coin has now been struck with the Royal Australian Mint. Logo competition for official 2022 logo and coin. Merchandise will include aprons, medallions. Working with Maritime Museum, stories will be published in Maritime Museum. People with businesses may want to be major sponsors, committee deals with sponsorship. Majestic statue on Kythera, Aroney Trust has given money, ask members to put their name on statue for \$100. Asking each sub-committee to do a special event, Mamma Mia event, tie in with 100 year Ball, expecting 1000 people for next year's ball, 100 year Ball will go down in history.

EA took podium again to answer non-financial questions sent to ASK@.

Questions about newsletter:

We could do a monthly newsletter however that would cost circa \$80K per year for 10 issues. It costs \$6,500-\$8,500 each issue in printing and labour costs. To put into perspective, we only received \$35K member dues and \$16K from bank interest – that doesn't cover the cost of 10 issues. We'd need to rely on the income from rents to cover the shortfall and also all other operating and project costs and this is unsustainable. Given COVID financial challenges last year took the approach to reduce costs. Part of that is to trial outsourcing design to Greek Herald, costs \$330 for first issue and \$600 for second, much lower cost than doing in house and we have a better product. Advertising money stays with KAA. There have been some teething problems on process with Greek Herald but hope to smooth out with each issue. Notwithstanding, the Newsletter is an expensive exercise so we'll continue with two monthly issues for now. Printing is a major expense. We're hoping to save money by allowing members to choose receiving an electronic email when the new website is ready.

Questions on Policy & Procedures:

Have implemented some comprehensive policies and procedures both in the office and across the Association. There is still more to do eg. Social media policy for new website, but we have now done the majority of the work.

We have made significant progress on this front. EA shared some examples of what we used to do such as think it was okay to have KAA money in personal bank accounts. New constitution has been catalyst to improve, still more to do, thank you to CRC. Policy and Procedures draft written by Angelo Notaras has been used as the foundation for us to address the relevant headings. We've also sourced policies from experts, eg all relevant staff policies go through Employsure and we take template policies from the Australian Commission for Not for Profits and Charities (ACNC). Some members have expressed concerns about backward looking clause in Volunteer Agreement, we will

not be sharing legal advice, KAA position is that backward looking clause is enforceable. Will the KAA enforce? – depends on situation.

We were a volunteer organisation without a volunteer agreement. We now have one and this will ensure we don't have issues like Genealogy again. Anyone can apply for exemption to clauses relating to Intellectual Property. Agree that retrospective element of the IP clause is clunky but it's the best approach we could think of. Happy to consider an alternative to cover past if a member wants to propose another approach.

Question re previous board member professional licence and how this was communicated to the Board at the time and how conflicts of interest were managed.

George Vardas interjected and said "You are on notice Emmanuel". EA noted that this was a long time ago. There were no disclosures made at the time and the conflict of interest with a board member relative was not managed. EA noted that this could not happen now given a board member candidate needs to declare if they have been deregistered from their professional body. We have a Board Code of Conduct and we have a Conflicts of Interest policy. EA did not mention names.

Question re Greek Satellite TV offer – KAA made no money from the arrangement, made no commissions and incurred no costs – all benefits were for members. Will find out cost of insert provided in the newsletter.

Question re What contribution KAA makes to the Kastro digitisation project - No cash payments, Aroney Trust cover financial costs. KAA does all project management and makes electronic payments.

Question about what relationship the KAA has with MALPS, an entity controlled by Michael and Amalia Samios, and what we knew about registration of the Kytherian Genealogy Club name by MALPS - Michael Samios (MS) interjected and said "This is a set up" and demanded to know who asked the question. EA continued and noted that we do not have any association with MALPS and that we did not know anything about MALPS registering "Kytherian Genealogy Club" in 2019 as a business name until 2020.

EA advised that questions would now be open to the floor. He noted that we would not entertain questions relating to an incident at the Ball between board members. The board members had dealt with the issue directly. George Samios (GS) interjected and noted it was not fair what occurred to his wife and he demanded a written apology or resignation from the other board member involved (GS made this interjection on a few occasions during the night). EA advised that the Board would follow our established processes for these kinds of issues like we've done in other instances.

Floor Questions

John Sophios (JS) took the podium and stated – "Firstly, I wrote the email question on MALPS." He noted that he found out from Michael Samios who had advised him of his intentions. We were on the CRC committee together – Michael Samios – information is all on the ASIC website. JS saw Kytherian Genealogy Club was registered to MALPS. Why has the name been registered by MALPS?

Steve Samios took floor and shared a personal story re bullying and noted that he wanted KAA to be free of such environment. All agreed.

John Venetoulis spoke – would hate to think the KAA approves bullying. EA confirmed that of course the KAA does not approve of bullying.

Matina Zervos (MZ) took floor and noted that her sister, Kalie Zervos (KZ) had suffered medical issues and asked “What has happened to my sister?”

Andrew Malanos provided a summary of the situation. Sometime in February Kalie Zervos’ nominated doctor issued a Doctor’s Certificate. She approached Workers Compensation as is her right. Work Cover provisionally accepted to pay compensation, there is no conclusion and Work Cover are investigating. We can’t comment on investigation and final investigation is not yet complete. We cannot comment one way or another.

MZ said KZ was pushed over the edge. She claims she wasn’t paid.

EA explained that everything we do with regards to our staff is run past Employsure and they provide guidance on how to progress with staff issues. There are three reasons we rely on Employsure - 1st they’re experts on employee relations, 2nd we’re covered by their insurance if we adhere to their recommendations and 3rd they will provide legal support for any action resulting from us adhering to their recommendations.

George Vardas (GV) asked if Employsure had been consulted prior to the Genealogy questions asked of KZ and if they had been advised of the Genealogy background.

EA confirmed that Employsure were consulted, they were aware of the background and they advised our questions were appropriate.

MZ said females are bullied.

BZ spoke that she had never been bullied.

Peter Vagias said current KYA should reduce age. Would like to know the breakdown of \$42K. What are the facts in relation to Genealogy Club?

EA – Noted KYA is for 18+ however would raise Peter’s suggestion for events with younger members. \$42K is JobKeeper provided by Government as part of COVID policy response.

Genealogy Club was established in 2014. It was not set up with a volunteer agreement which is the key cause of the current issues. EA pointed to his early positioning on the topic and noted that we have an in-principle agreement following the April meeting of our respective lawyers and interested parties.

John Caravousanos spoke and noted that Genealogy issue has to be resolved.

GV spoke and noted that retrospective intellectual property clause in Volunteer’s Agreement is not enforceable and should be removed. He noted he has written countless articles and they are his and not the KAA’s. Wanted KAA to share legal advice.

EA responded that KAA will not share our legal advice as we would not share legal advice on any matter. The KAA’s position is that the volunteers agreement is enforceable. GV could ask for an exception if he wanted to use the articles for other purposes as the Volunteer’s Agreement provides for. EA could not speak for future boards, but unlikely KAA would enforce agreement in situations like GV’s articles.

GV noted that he didn't want to ask for permission to use his own articles. Also that he believes the clause is not enforceable.

George Caponas – Asked if the Board is considering better investment options instead of bank term deposits.

EA noted that we had invited two financial advisors to present to the Board and they recommended that we not change our financial investments given our desire to look at another property in the medium term. He suggested we establish a new building committee to explore purchasing another property. George Caponas wants to volunteer.

Peter Vlandis asked a question about timing of Volunteer's Agreement and if we had shared with our lawyers.

EA noted Volunteer's Agreement was implemented in late 2020, was advised in the newsletter and we had provided to our lawyers before publishing. Again noted we would not share our legal opinion.

Angelique Archondoulis-Mattis asked where the information in relation to Genealogy was held.

Amalia Samios (AS) answered and advised all information was held with them.

Jacqueline Caponas asked AS – What was your intent in privately registering the company? Do you see it as a profitable venture? Wonderful initiative belongs to the KAA.

AS noted that this is not a profitable venture.

Michael Samios asked to speak last on Genealogy and took the podium. Noted archival law protects information – anyone can go to the Mormons and get information. Amalia and Kalie's hobby. Sharing a visual experience. Seeing a massive divide. Bullying is a problem with Genealogy. Approached EA in February. Had a series of meetings. Had to push for meeting. Agreed to mediation. Offered to pay for their side of mediation. Served documents to Kepco and KAA in December. Asked - Why did the board not receive the document until February board meeting?

MS went through various dates of correspondence between December and February where he didn't receive a response. 13 January - contacted with no reply. 22 February letter written – 4 March received reply. Computer taken from Kythera House. Best and final offer made in September.

EA noted that he agreed the process had taken too long. MS was aware of our cadence from the very beginning, namely meetings with them and then update to the monthly board meeting to determine the course of action. We have been consistent on that cadence. Computer was not taken from Kythera House, it was hidden after a verbal and written threat from MS that he was going to go to Kythera House and remove the computer.

Terese Calligeros – noted she's concerned at the direction Genealogy has taken and wants to know why we're going to lawyers

MS – wants to know under whose authority can you expel a board member and if the board endorsed AM's representation in an email on the topic.

EA noted that only the members can expel a board member - that's determined by the constitution. AM and BZ were appointed as our representatives to engage with himself, AS and KZ re Genealogy.

AS noted that only 600 pieces of Genealogy information are from members. This compares to over 200,000 records in their files.

Jacqueline Caponas asked AS – What’s your issue with not staying with KAA? We would like to see you continue under the umbrella of the KAA.

AS noted that she does it as a passion. Only 1/3rd of their work is from KAA. Wants to make their work available to the world.

John Sophios asked AS – Who owns genealogy? Is it a sub-committee?

AS stated it was not a sub-committee.

Irene Faros noted that she attended one of two workshops about subcommittees and genealogy was there

MZ noted that workshop was about interest groups and sub-committees.

Terese Calligeros asked AS - Are you doing it for financial gain, what’s going to happen with private information?

AS – everything covered by privacy laws

EA – February letter – we have monthly meetings, it was a long delay, wanted our IP mediator, took longer, association protecting company assets, moved to personal emails for safety. Ability to expel members is in the constitution.

Spiro Tzannes – KAA is much larger than Genealogy. Very proud of KAA. KAA doesn’t always get things right. Admire and respect what has already happened.

Patricia Samios asked AS - Is the genealogy information I provided my information? I did not sign anything.

AS said all Genealogy information is theirs.

John Comino Honorary KAA Counsel – Requested that discussion on Genealogy cease as it is counterproductive. There was a process in place to resolve the issue and that we should let it take it’s course.

Maria Tzannes invited to podium. I am a published author, written books, worked for College of Law, use university computers, had to assign my copyright, person who collates information owns that database, retrospectively does not work, sees dysfunction in the Association, wants more filotimo.

George Caponas noted we have a constitution. Thank you to EA for his vision to fix governance issues.

MZ noted due to this board’s failure to pass the first constitution, the CRC was formed.

Peter Vlandis took the podium – Kytherian Brotherhood was a loving place. Doesn’t think it’s happy anymore. Says his daughter Amalia isn’t a member anymore. His wife no longer donates a handbag as a prize to the Ladies Auxiliary. His family were long time supporters but don’t do so anymore. Too many issues, same sex marriage photo, he and George Poulos intervened with constitution, Anthea Notaras was not given chance to edit George Poulos letter, AS & KZ wanted their accommodation paid for, for the Brisbane symposium, Peter Magiros destroyed books stored at his business, bullying, genealogy.

EA responded – Almost every element of Peter’s speech was either inaccurate or incomplete. However in the interest of time would not respond to all but only the “heavier” points. George Poulos’ letter was jointly written by George Poulos and EA and reviewed by our respective lawyers. There was no opportunity to change the letter by anyone, it was provided to Anthea as a courtesy given her father’s involvement with the KWHF. Genealogy was not an issue we caused but hope that we can resolve the issue amicably. Books destroyed by Peter due to miscommunication, he thought we asked him to pulp the books. They had zero dollar value as were secured by KWHF from Melbourne before they were to be pulped as part of a liquidation, titles people didn’t want and hadn’t been accessed for years. There is no bullying in our Association, we do not condone it or accept it.

John Sophios noted that there’s too much division being caused by some people.

Roslyn Krouskos – I have seen written emails and they’re horrible. AS and KZ do this as a hobby. Had a family meeting and agreed to resolve this issue for AS. We need to respect everyone.

EA final message – plea that how we may feel about contentious Association issues does not affect our personal relationships, we’re relatives, koumbaroi, friends and that is something we should value above KAA differences, those differences will be resolved within the Association.

Thank you for participating.

Finished 10.30pm