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## **RULES OF KEHILAT NITZAN CONSERVATIVE (MASORTI) COMMUNITY INC.**

# LAWS OF KEHILAT NITZAN CONSERVATIVE (MASORTI) COMMUNITY INC.

## AS PASSED

### History of Changes

19 <sup>th</sup> May 2002	Second point of Clause 4.1 changed to read: "Financial Year" means the year ending on 30th June.
2 <sup>nd</sup> February 2003	Include Jerusalem Program, 1968 as clause 28, renumbered clause 28 to 29.
9 <sup>th</sup> November 2003	to amend Clause 3(o) to remove the power to accept money on deposit.
9 <sup>th</sup> November 2003	to remove Power of lending funds, Clause 3(q)
6 <sup>th</sup> February 2008	to remove Clause 3(l) to remove the Power of investing Community funds in speculative ventures.
6 <sup>th</sup> February 2008	to remove Clause 3(q) to remove the Power to advance money or credit to any person
6 <sup>th</sup> February 2008	to remove Clause 3(p) to remove the Power to give any guarantee indemnity or bond
6 <sup>th</sup> February 2008	to remove Clause 3(z) to remove the Power to make gifts and pay bonuses to any person
6 <sup>th</sup> February 2008	to add non-profit statement to Purposes
6 <sup>th</sup> February 2008	to amend Clause 24 winding up
6 <sup>th</sup> February 2008	Include Tikkun Olam Public Benevolent Fund as Clause 29
6 <sup>th</sup> February 2008	Include Synagogue Premises
9 <sup>th</sup> November 2008	Include Kehilat Nitzan Conservative (Masorti) Community Library as Clause 30
9 <sup>th</sup> November 2008	to amend Clause 15.1 to change the date of Annual General Meeting
5 <sup>th</sup> July 2015	To amend the rules for consistency with the <i>Associations Incorporation Reform Act 2012</i> , the following changes were made and the order of clauses from clause 6 onwards were changed to a more logical order and various clauses added as follows.

Clause 3(a): Change of address.

Clause 3(j) To invest its money in any security in which trust moneys may lawfully be invested.

Clause 3(q) added "employees of the Community".

Clause 3(z) added "at all times act lawfully and to do all",

Clause 4.1 updated definitions and additional definitions, including clarification of meaning of special resolution and subscriber.

Clause 5.6 new clause dealing with general rights of members, to comply with requirements of Act -

Clause 6. Disciplinary Action - grounds for taking disciplinary action, disciplinary subcommittee, notice to member, etc. It provides a process for natural justice in these matters including opportunity for a member to appeal a disciplinary action.

Clause 7. Enhanced grievance procedure that follows the natural justice

requirements in the Act.

Clause 8.1(2) notes the definition of a Special General Meeting.

Clause 8.3 notice of general meetings changed from 14 days to 21 days to be consistent with the Act. This clause also allows notices by email.

Clause 8.9 Voting proxy need to be in 48 hours prior to the meetings, not 24 hours. Designed to make this easier to process. Proxy not permitted for a Disciplinary appeal meeting.

Clause 8.10 Minutes of meetings: Details of minutes of meeting to comply with the mandatory requirements of the Act.

Clause 9: Election of Board Members - changed from 14 to 21 days prior to the AGM a notice will be sent to members calling for nominations for office bearers to give a full 2 weeks before nominations close (previously 7 days).

Clause 10.4: Provides reference to general duties of the board.

Clause 10.6 Secretary duties. 10.6(b) is a new clause - keep custody of the common seal of the Community and, except for the financial records referred to in rule 10.7, all books, documents and securities of the Community in accordance with rule 34.

10.6. c) added clause - subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents. This is a requirement of the Act and follows Model Rule 75 (2)(3).

10.6 (i) attend to such other duties pertaining to his or her office imposed on the Secretary by these rules or as may be determined by the Board from time to time.

Clause 10.7 Treasurers responsibilities points (7),(8),(9) have been added.

(7) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Community.

(8) The Treasurer must ensure that the financial records of the Association are kept in accordance with the Act.

(9) The Treasurer must coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the Annual General Meeting of the Community.

These rules are a requirement of the Act and covered further by clauses 36, 37.

Clause 11. Eligibility for election to the board. Simplified the term of office for everyone to 12 months. Previously different lengths of terms, 3 people for 2 years, others for 1 year and there was a detailed order.

Clause 12. Vacation of office. Previously there was no mechanism to resign. Clauses here are in line with section 78 of the Act.

Clause 13. Relates to Leave of Absence from the Board.

(1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.

(2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.

Clause 15. Meetings of the board, the following was added:

(2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Community at which the members of the Board were elected.

Clauses 16, 17 were added. Relates to notice of board meetings, a minimum requirement of 7 days. There is a provision in clause 17 to convene an urgent meeting without the 7-day requirement.

Clause 20. Use of Technology. Totally new clause, allowing a board member to be present at a meeting via technology.

Clause 23. CONFLICT OF INTEREST clause added.

(1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board. The member must ensure that he or she is not present while the matter is being considered at the meeting and must not vote on the matter. This rule does not apply to a material personal interest –

(a) that exists only because the member belongs to a class of persons for whose benefit the Community is established; or

(b) that the member has in common with all, or a substantial proportion of, the members of the Community.

(2) The Board may, by a majority vote, declare that a Board member has a conflict of interest as set out in sub-rule (1), and require the Board member not to be present while the matter is being considered at the meeting or vote on the matter.

Clause 25. Removal of a Board Member. This clause currently exists in clause 17 (a) and (b) in the constitution. As the provision in relation to a resolution,  $\frac{3}{4}$  majority is required not simple majority.

Clauses 27 – 30. Reference to Ministers and Paid Officers has been changed to Senior Rabbi, Assistant Rabbi, Chazan and Other Employees. Deleted the words at the end of clause 27, “No officer of the community shall celebrate or take part in any religious ceremony outside of the community without having first obtained the consent of the President.”

Clause 32. Permits notices to be provided to members by email.

Clauses 34, 36, 37. Custody of Records, Financial Records, Financial Statements. Description of tasks to be more in line with the Act.

Clause 39. Jerusalem Program, reference dated updated from 1968 to 2004.

Clause 40. Tikkun Olam public benevolent foundation  
Added a clause at the end relating to management of the funds:

(h) Tikkun Olam Funds shall be managed in accordance with the procedure determined by the Tikkun Olam Committee, referred to and set out in the policy, "Process for Managing Tikkun Olam Funds."

Clause 42. Synagogue premises  
Words were added to constrain Rule 3, Powers.

2nd June 2019

Index to Rules updated

Clause 2. Updated to make it clear that assets and income will not be distributed to friends.

Clause 4.1. Definition of "friend" added. Subscriber removed.

Clause 5.1. Changed heading replacing "New Members" with "Members".  
Replaced "Any" in (1) to "A".

Clause 5.2. Replaced old clause, removing the notion of Subscribers, with a new Clause 5.2 describing how to become a "friend" of the community.

Clause 5.3. Included fees for friends and a Register of Friends.

Clause 5.4. In (1), removed "new" before members to make it clear that all members pay fees and added friends.

Clause 5.6. In (2) (a) made it explicit that friends cannot vote.

Clauses 5.8, 5.9, 5.10, 6, 7. Updated to include friends.

Clause 8.2 (e). Added after "the consideration of any motion", "from a financial member" to make it clear that only members, and not friends, can submit a motion.

Clause 8.3. Added friends to notification.

Clause 8.8 (b). Changed "Subscribers" to "Friends" to allow friends to attend meetings but not vote.

Clause 8.9. Simplified the Proxy Form.

Clause 9.6 (5) (6) (7) (9). Rewritten to allow for ballot papers that are pre-populated.

Clause 10.6 (2) (a). Included Register of Friends.

Clause 28 (b). Removed "subscribers".

Clause 29 (b). Changed "As" to "If" and corrected typographical error.

Clause 29(c). Change "As" to "If".

Clause 30.2 (a). Changed "Any persons" to "Any members" to make it clear that only members may be married by the Synagogue.

Clause 30.3 (a). Changed "Subscriber" to "Friend" in two places.

Clause 32 (1). Updated to include friends.

Clause 33(a). Changed "Members of the Community" to "members or friends of the Community" to make to clear that surplus assets cannot be paid to either.

Clause 33. Removed the old Clause (b) relating to winding up of Tikkun Olam. Renumbers following clauses.

Clause 33(c) (old Clause 33 (d). Removed details relating to Tikkun Olam.

Clause 40. Related to Tikkun Olam - removed and subsequent clauses renumbered.

Clause 40 (old Clause 41) (2). Included friends.

Clause 40 (old Clause 41) (33). Clause removed.

Clause 42 (old Clause 43) (d). Included friends.

## INDEX TO RULES

<b>RULE NO.</b>	<b>SUBJECT</b>	<b>PAGE NO.</b>
1.	NAME .....	10
2.	PURPOSES.....	10
3.	POWERS.....	10
4.	INTERPRETATION .....	12
5.	MEMBERSHIP AND FRIENDS .....	14
5.1.	Members.....	14
5.2.	Friends.....	14
5.3.	Annual subscription and fee on joining and entry onto register.....	15
5.4.	Payment of Fees .....	15
5.5.	Life Governors and Life Members .....	15
5.6.	General rights of members .....	15
5.7.	Rights not transferable .....	16
5.8.	Ceasing membership/friend status .....	16
5.9.	Resignation, Forfeiture and Termination of Membership/Friend status 16	
5.10.	Register of Members/Friends.....	17
6.	DISCIPLINARY ACTION.....	17
6.1.	Grounds for taking disciplinary action.....	17
6.2.	Disciplinary subcommittee .....	17
6.3.	Notice to Member/Friend.....	17
6.4.	Decision of disciplinary subcommittee.....	18
6.5.	Appeal rights.....	18
6.6.	Conduct of disciplinary appeal meeting.....	19
7.	GRIEVANCE PROCEDURE .....	19
7.1.	Application .....	19
7.2.	Parties must attempt to resolve the dispute .....	19
7.3.	Mediation process .....	20
7.4.	Appointment of mediator .....	20
7.5.	Conduct of mediation .....	20
7.6.	Failure to resolve dispute by mediation .....	21
8.	GENERAL MEETINGS OF THE COMMUNITY .....	21
8.1.	General Meetings .....	21
8.2.	Procedure for Annual General Meetings .....	21
8.3.	Notice of General Meetings .....	21

8.4.	Resolutions at General Meetings.....	22
8.5.	Special General Meetings.....	22
8.6.	Quorum.....	22
8.7.	Chairperson of General Meetings.....	22
8.8.	Voting at General Meetings .....	23
8.9.	Voting by Proxy .....	23
8.10.	Minutes of General Meeting.....	25
9.	ELECTION OF BOARD MEMBERS.....	25
9.1.	Nominating for Board .....	25
9.2.	Positions to be declared vacant.....	25
9.3.	Election of Candidates .....	25
9.4.	Election of Office Bearers .....	26
9.5.	Election of ordinary members .....	26
9.6.	Ballot.....	26
10.	ROLE OF THE BOARD .....	27
10.1.	Role and Powers .....	27
10.2.	Delegation .....	29
10.3.	Composition of the Board .....	29
10.4.	General Duties of Board Members .....	29
10.5.	The President and Vice President.....	30
10.6.	Secretary .....	30
10.7.	TREASURER .....	31
11.	ELIGIBILITY FOR ELECTION TO THE BOARD AND TERM OF OFFICE.....	32
12.	VACATION OF OFFICE.....	33
13.	LEAVE OF ABSENCE .....	33
14.	FILLING VACANCIES.....	33
15.	MEETINGS OF THE BOARD .....	34
16.	NOTICE OF MEETINGS.....	34
17.	URGENT MEETINGS .....	34
18.	CO-OPTING TO THE BOARD.....	34
19.	PROCEDURE AND ORDER OF BOARD MEETINGS.....	34
20.	USE OF TECHNOLOGY.....	35
21.	QUORUM FOR BOARD MEETINGS .....	35
22.	VOTING .....	35
23.	CONFLICT OF INTEREST .....	35
24.	MINUTES OF BOARD MEETINGS .....	36
25.	REMOVAL OF A BOARD MEMBER .....	36



26.	AUDITORS .....	36
27.	POSITION OF SENIOR RABBI, ASSISTANT RABBI, CHAZAN AND OTHER EMPLOYEES .....	36
28.	SENIOR RABBI .....	37
29.	ASSISTANT RABBI.....	37
30.	SERVICES .....	38
30.1.	Religious services .....	38
30.2.	Marriages.....	38
30.3.	Deaths .....	38
31.	COMMON SEAL .....	38
32.	NOTICES.....	38
33.	WINDING UP OR CANCELLATION.....	39
34.	CUSTODY OF RECORDS .....	40
35.	FUNDS .....	40
36.	FINANCIAL RECORDS .....	41
37.	FINANCIAL STATEMENTS .....	41
38.	INDEMNITY TO OFFICERS .....	41
39.	THE JERUSALEM PROGRAM, 2004 .....	42
40.	KEHILAT NITZAN CONSERVATIVE (MASORTI) COMMUNITY LIBRARY .....	42
41.	SYNAGOGUE PREMISES .....	46
42.	GENERAL.....	47
43.	ALTERATIONS OF LAWS AND STATEMENT OF PURPOSES .....	47

## **RULES OF**

## **KEHILAT NITZAN CONSERVATIVE (MASORTI) COMMUNITY INCORPORATED**

### **INTRODUCTION**

Kehilat Nitzan Conservative (Masorti) Community was established in March 1999 and operated informally until the adoption of this set of rules.

#### **1. NAME**

The name of the community shall be "Kehilat Nitzan Conservative (Masorti) Community Incorporated" hereafter called "the Community".

#### **2. PURPOSES**

The purposes of the Community are to promote the development maintenance and observance of the laws and customs of Judaism under the guidance of the United Synagogue of Conservative Judaism, provide a place of worship of the Jewish faith and to promote the general welfare of Members of the Community and other persons of the Jewish faith. The assets and income of the Community shall be applied solely in furtherance of its Purposes and Powers mentioned herein and no portion shall be distributed directly or indirectly to the members or friends of the Community except as bona fide compensation for services rendered or expenses incurred on behalf of the Community.

#### **3. POWERS**

Solely for the objective of furthering the purposes of the Community, and in addition to the powers contained in Section 30 of the Act, the Community shall have the following powers: -

- (a) to take over all the real and personal property and the assets and liabilities of the Trustees for the time being of the unincorporated association known as "Kehilat Nitzan" which holds services at 36-40 Hawthorn Road, Caulfield North, Victoria.
- (b) to arrange and conduct lectures, courses of education, schools and cultural and social activities of all descriptions;
- (c) to promote the development maintenance and observance of the laws and customs of Judaism under the guidance of the United Synagogue of Conservative Judaism;
- (d) to arrange and conduct religious Services on Sabbaths, Festivals and all other appropriate occasions;
- (e) to affiliate with the Jewish Community Council of Victoria, the United Synagogue of Conservative Judaism and such other organisations and bodies within the State of Victoria and elsewhere as the Board of Management shall determine;

- (f) to arrange and conduct functions and activities for the aged and elderly, the sick and needy and those in sorrow and distress and generally to support charitable and benevolent activity for persons of the Jewish faith;
- (g) to execute and give all such variations discharges transfers instruments acknowledgments applications proposals declarations and other documents and perform all such acts and things as may be required in respect of any property or interest therein held or proposed to be held by the Community;
- (h) to acquire by purchase lease concession grant license or otherwise such lands buildings and all kinds of real property and estates rights and interests therein without any restriction limitation or qualification whatsoever;
- (i) to erect and construct buildings or works of every description on any land of the Community or upon any other lands or property and to pull down rebuild enlarge alter and improve existing buildings or works thereon and to decorate furnish and maintain such buildings or works and generally to deal with and improve the property of the Community;
- (j) to invest its money in any security in which trust monies may lawfully be invested.
- (k) to sell exchange demise let on lease grant licences or rights of in or over or otherwise realise or deal with all or any portion of the property or assets of the Community;
- (l) to grant easements advantages conveniences licences or privileges with respect to the whole or any part of such property or property in which the Community has any estate or interest to any person upon and subject to such terms and conditions as the Community shall deem fit;
- (m) to enter into and complete all contracts and to do all matters and things incidental to any activities of the Community;
- (n) to undertake, execute, manage, promote or engage in any contract project scheme or enterprise involving the sale promotion marketing distribution or advertising of the operations and facilities of the Community;
- (o) to borrow money on any terms and conditions either with or without security;
- (p) to secure the repayment of money borrowed by or on deposit with the Community or the performance of any liabilities or obligations of the Community (whether contingent or otherwise) by any mortgage charge or other security charged on all or any of the assets of the Community including its undertaking or in any other manner whatsoever;

- (q) to hire and employ and to terminate the employment of all employees of the Community including Ministers, secretaries, clerks, managers, caretakers and work persons and to pay them and to pay other persons for services rendered to the Community such fees salaries wages gratuities and bonuses allowances as may be thought fit;
- (r) to print and publish newspapers periodicals books and leaflets and to distribute the same either free or on sale or hire;
- (s) to undertake and execute any trusts, either gratuitously or otherwise, the undertaking or execution whereof may seem to the Community desirable;
- (t) to appoint attorneys or agents to act for and on behalf of the Community with such powers as may be deemed expedient;
- (u) to effect and maintain indemnities and insurances of all kinds in respect of the property, members of the Board, employees and visitors of the Community including fire, storm and tempest, burglary, public risk, civil commotion and workers compensation insurance;
- (v) to pay satisfy or compromise any claims made against the Community notwithstanding that the same may not be enforceable at law;
- (w) to demand sue for collect receive and give effectual receipts and discharges for moneys or other property to which the Community may be entitled;
- (x) to accept subscriptions, guarantees, gifts, donations, devises and bequests of property of any nature and wheresoever situate for any of the purposes of the Community;
- (y) to enter into any arrangements with any authorities state municipal local or otherwise that may seem conducive to the objects of the Community and to obtain from any such authority any rights privileges and concessions which the Community may consider desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions;
- (z) to at all times act lawfully and to do all such other acts and things as are incidental or conducive to the attainment of the purposes and exercise of any of the powers of the Community.

#### **4. INTERPRETATION**

4.1 In these Rules unless the contrary intention appears –

"Board" means the Board of Management of the Community as specified in Rule 10;

**“Commissioner”** means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act.

“Community” means the Kehilat Nitzan Conservative (Masorti) Community Incorporated;

“Disciplinary Appeal Meeting” means a meeting of the members of the Association convened under rule 6.5;

“Disciplinary Subcommittee” means a meeting of the Committee convened for the purposes of rule 6.2;

"Financial Year" means the year ending on 30th June;

"Friend" means an individual who has an interest in being associated with the Community; Friends are not Members and are not entitled under rule 5.6 to vote at a general meeting;

"General Meeting" means a general meeting of members convened in accordance with Rule 8, and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;;

"Member" means an individual member of the Community who under rule 5.6 is entitled to vote at a general meeting;

"Employee" includes the Senior Rabbi, the Assistant Rabbi, the Chazan and any other employee of the Community;

**“Responsible Person”** means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on the Australian Stock Exchange;
- (e) has received formal recognition from government for services to the community; or
- (f) is approved as a Responsible Person by the Commissioner.

“Special Resolution” means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution;

“Subscriber” means a person referred to in rule **Error! Reference source not found.** who is not a voting member;

**“Tax Act”** means the Income Tax Assessment Act 1997 (Cth).

"The Act" means the *Associations Incorporation Reform Act 2012.1* and any regulations made under that Act ;

"The Registrar" means the Registrar of Incorporated Associations;

"The Synagogue" means the Synagogue of the Community.

4.2 In these Rules, a reference to the Secretary is a reference to the person who holds office under these Rules as Secretary of the Community and performs the duties and functions required under the Act to be performed by the secretary of an incorporated association.

4.3 Words or expressions contained in these Laws shall be interpreted in accordance with the *Interpretation of Legislation Act 1984* and the Act as in force from time to time.

## **5. MEMBERSHIP AND FRIENDS**

### **5.1. Members**

(1) A person of the Jewish faith who has attained the age of eighteen years and is desirous of becoming a member shall apply in writing to the Secretary, stating that the person –

(a) wishes to become a member of the Community

(b) supports the purposes of the Community; and

(c) agrees to comply with these Rules.

The application must be signed by the applicant.

(2) Such application shall be submitted to a subsequent meeting of the Board and if approved by the Board the applicant shall be elected a member of the Community and be entitled to all the privileges of membership.

### **5.2. Friends**

(a) A person who has attained the age of eighteen years and who is not eligible for membership and who is desirous of becoming a Friend shall apply in writing to the Secretary on a prescribed form. Such application shall be submitted to a subsequent Board meeting and if approved the applicant shall be elected a Friend of the Community.

(b) A Friend is not a member and is not entitled under rule 5.6 to vote at a general meeting.

### **5.3. Annual subscription and fee on joining and entry onto register**

Upon acceptance by the Board the Secretary shall as soon as possible notify the applicant in writing and request payment of the relevant joining and membership/friend fees which shall be paid within 28 days after the receipt of such notice. Upon payment the Secretary shall enter the applicant's name in the Register of Members or the Register of Friends and thereupon the applicant shall forthwith become a member or a friend, as is appropriate of the Community.

### **5.4. Payment of Fees**

- (1) The Board shall from time to time prescribe the amount of the joining and membership fees payable by members and friends
- (2) The Board shall be entitled to determine all charges for subscriptions.
  - (a) Subscriptions shall be due before Rosh Hashana and shall be payable in such manner as the Board determines from time to time.
  - (b) No person shall be deemed for any purpose to be financial if any amount owing to the Community whether for fees, offerings or any other purpose shall be unpaid for a period of more than six months from the date the same was incurred or pledged.

### **5.5. Life Governors and Life Members**

- (a) At the Annual General Meeting the Community may upon the recommendation of the Board, confer on any person, by way of honour a dignity called life member but so that –
  - (i) not more than two life members shall be elected at any one Annual General Meeting;
  - (ii) the number of life members shall not exceed ten at any one time, and the Community in General Meeting may withdraw a life membership.
- (b) Life members shall be entitled to such privileges as may be determined by the Board or the Community.

### **5.6. General rights of members**

- (1) A member of the Association who is entitled to vote has the right—
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and

- (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Community as provided under rule 34; and
  - (f) to inspect the register of members.
- (2) A member is entitled to vote if—
- (a) the member is a member (not a friend); and
  - (b) more than 10 business days have passed since he or she became a member of the Community; and
  - (c) the member's membership rights are not suspended for any reason.

**5.7. Rights not transferable**

The rights of a member are not capable of being transferred to another person and end when membership ceases.

**5.8. Ceasing membership/friend status**

- (1) The membership/friend status of a person ceases on resignation, expulsion or death.
- (2) If a person ceases to be a member/friend of the Community, the Secretary must, as soon as practicable, enter the date the person ceased to be a member/friend in the register of members/friends as applicable.

**5.9. Resignation, Forfeiture and Termination of Membership/Friend status**

- (1) Any member/friend who shall fail to pay any account within six months of the date of the account being rendered may by resolution of the Board, which shall be notified in writing to such member/friend cease to be a member/friend unless within one calendar month of the date of the forwarding of such notice his or her account be paid.
- (2) Resignation
  - (a) A member/friend who has paid all moneys due and payable by him or her to the Community may resign from the Community by first giving one month's notice in writing to the Secretary of his or her intention to resign and upon the expiration of that period of notice, the member shall cease to be a member/friend.
  - (b) Upon the expiration of a notice given under sub-clause (a), the Secretary shall make an entry in the register of members/friends as applicable recording the date on which the member/friend, by whom the notice was given, ceased to be a member/friend.



### 5.10. Register of Members/Friends

The Secretary shall keep and maintain a Register of Members and a Register of Friends in which shall be entered the full name, address and date of acceptance of each member and of each friend and for each former member or friend the date of ceasing to be a member or friend, and the registers shall be available for inspection by members at the office of the Community during normal business hours, subject to rule 34.

## 6. DISCIPLINARY ACTION

### 6.1. Grounds for taking disciplinary action

The Community may take disciplinary action against a member/friend in accordance with these rules if it is determined that the member/friend –

- (a) has failed to comply with these Rules; or
- (b) has engaged in conduct unbecoming a member/friend or prejudicial to the interests of the Community.

### 6.2. Disciplinary subcommittee

- (1) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member/friend, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the member/friend.
- (2) The members of the disciplinary subcommittee—
  - (a) may be Board members, members of the Association or anyone else; but
  - (b) must not be biased against, or in favour of, the member/friend concerned

### 6.3. Notice to Member/Friend

- (1) Before disciplinary action is taken against a member/friend, the Secretary must give written notice to the member/friend—
  - (a) stating that the Community proposes to take disciplinary action against the member/friend; and
  - (b) stating the grounds for the proposed disciplinary action; and
  - (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **disciplinary meeting**); and
  - (d) advising the member/friend that he or she may do one or both of the following—
    - (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;

- (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting; and
  - (e) setting out the member/friend's appeal rights under rule 6.5.
- (2) The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

#### **6.4. Decision of disciplinary subcommittee**

- (1) At the disciplinary meeting, the disciplinary subcommittee must—
  - (a) give the member/friend an opportunity to be heard; and
  - (b) consider any written statement submitted by the member/friend.
- (2) After complying with sub-rule (1), the disciplinary subcommittee may—
  - (a) take no further action against the member/friend; or
  - (b) subject to sub-rule (3)—
    - (i) reprimand the member/friend; or
    - (ii) suspend the membership/friend status rights of the member/friend for a specified period; or
    - (iii) expel the member/friend from the Community .
- (3) The disciplinary subcommittee may not fine the member/friend.
- (4) The suspension of membership/friend status rights or the expulsion of a member/friend by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

#### **6.5. Appeal rights**

- (1) A person whose membership/friend status rights have been suspended or who has been expelled from the Community under rule 6.4 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- (2) The notice must be in writing and given—
  - (a) to the disciplinary subcommittee immediately after the vote to suspend or expel the person is taken; or
  - (b) to the Secretary not later than 48 hours after the vote.
- (3) If a person has given notice under sub-rule (2), a disciplinary appeal meeting must be convened by the Committee as soon as practicable, but in any event not later than 21 days, after the notice is received.
- (4) Notice of the disciplinary appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must—
  - (a) specify the date, time and place of the meeting; and
  - (b) state—

- (i) the name of the person against whom the disciplinary action has been taken; and
- (ii) the grounds for taking that action; and
- (iii) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

## **6.6. Conduct of disciplinary appeal meeting**

- (1) At a disciplinary appeal meeting—
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds for suspending or expelling the member and the reasons for taking that action; and
  - (c) the person whose membership/friend status has been suspended or who has been expelled must be given an opportunity to be heard
- (2) After complying with sub-rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (3) A member may not vote by proxy at the meeting.
- (4) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision. In any other case, the resolution is revoked.

## **7. GRIEVANCE PROCEDURE**

### **7.1. Application**

- (1) The grievance procedure set out in this Rule applies to disputes under the Rules between-
  - (a) a member/friend and another member/friend;
  - (b) a member/friend and the Board;
  - (c) a member/friend and the Community;in relation to a matter pertaining to the Community.
- (2) A member/friend must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **7.2. Parties must attempt to resolve the dispute**

The parties to the dispute must meet and discuss the matter in dispute, and,

if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

### **7.3. Mediation process**

If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days:

- (i) notify the Board of the dispute; and
- (ii) agree to or request the appointment of a mediator; and
- (iii) attempt in good faith to settle the dispute by mediation.

### **7.4. Appointment of mediator**

(1) The mediator must be -

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement -
  - (i) in the case of a dispute between a member/friend and another member/friend, a person appointed by the Board of the Community.
  - (ii) in the case of a dispute between a member/friend and the Board, or the Community a person appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).

(2) A mediator appointed by the Board may be a member or former member of the Community but in any case must not be a person who:

- (a) has a personal interest in the dispute; or
- (b) is biased in favour of or against any party.

### **7.5. Conduct of mediation**

(1) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(2) The mediator, in conducting mediation, must -

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all the parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(3) The mediator must not determine the dispute.

#### **7.6. Failure to resolve dispute by mediation**

If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **8. GENERAL MEETINGS OF THE COMMUNITY**

#### **8.1. General Meetings**

- (1) A general meeting of members to be known as the Annual General Meeting shall be held each year within five months following the end of the financial year.
- (2) Any general meeting of the Community, other than an Annual General Meeting or a Disciplinary Appeal Meeting, is a Special general meeting.

#### **8.2. Procedure for Annual General Meetings**

The business to be conducted at an Annual General Meeting shall be –

- (a) to confirm the Minutes of the previous Annual General Meeting and of any General Meeting held subsequently;
- (b) the presentation and consideration of the Annual Report of the Board and the Statement of Accounts of the Treasurer;
- (c) the election of office bearers and members of the Board;
- (d) the election of the Auditor;
- (e) the consideration of any motion from a financial member of which not less than seven days' notice in writing has been duly given to the Secretary;
- (f) General Business.

Any financial member present may speak on any matter duly arising at any Annual General Meeting or Special General Meeting.

#### **8.3. Notice of General Meetings**

At least twenty one clear days' notice of every Annual General Meeting and every Special General Meeting or Disciplinary Appeal Meeting of members shall, unless otherwise provided, be given by a circular or notice included in any newsletter or official publication of the Community delivered or posted or emailed to every member/friend of the Community and such circular shall state the business to be considered at such meeting.

#### **8.4. Resolutions at General Meetings**

Whenever at any meeting of members such business involves the expenditure of funds of the Community the resolution shall require the approval of not less than three quarters of the members present at the meeting in person or by proxy, unless such resolution has been recommended by the Board, in which case a simple majority only shall be required.

This rule does not apply to any resolutions moved under rule 41, which shall at all times require the approval of not less than three quarters of the members present at the meeting in person or by proxy.

#### **8.5. Special General Meetings**

Special General Meetings may be convened by the President and a Special General Meeting shall be convened by the President upon receiving a requisition signed by not less than thirty financial members. The requisition must state the purpose for which the meeting is required, and no other subject shall be discussed at such meeting. The meeting shall be convened within twenty-one days of the receipt of the requisition. Failing the convening of such meeting within the time aforesaid, the Secretary shall forthwith convene the same.

#### **8.6. Quorum**

Fifteen financial members present in person shall form a quorum at all General Meetings. Should a quorum not be formed within fifteen minutes of the time appointed in the circular convening the meeting, it shall not be competent to proceed to business, but the Chairperson may adjourn the meeting until such time and to such place as he or she shall then announce.

#### **8.7. Chairperson of General Meetings**

- (1) The President shall be Chairperson of all meetings of members and he or she shall have a casting vote (in addition to his or her deliberative vote) in the event of an equality of votes. In the absence of the President the provisions of Rule 10.5 shall apply.
- (2) All Rules of Motion or of Order shall be decided by the Chairperson.
- (3) All propositions or amendments shall if required by the Chairperson be in writing signed by the mover and seconder and may be withdrawn with their joint consent.
- (4) No member shall be allowed to address the Chairperson more than once upon any resolution or amendment (unless in explanation) except the mover of the resolution or amendment who shall be entitled to reply.

## **8.8. Voting at General Meetings**

- (a) All questions arising at an Annual General Meeting or a Special General Meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost shall be conclusive, and an entry to that effect in the Minute book of the Community shall be evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) Upon any question arising at an Annual General Meeting or Special General Meeting each member shall have one vote only. All votes shall be given personally or by proxy but only financial members shall be entitled to vote. Friends shall have the right to attend meetings of Members but shall not be entitled to vote.
- (c) If at any Annual General Meeting or Special General Meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be the resolution of the meeting on that question.

A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the closure of the meeting as the Chairperson may direct.

## **8.9. Voting by Proxy**

Each member entitled to attend and vote at an Annual General Meeting or Special General Meeting (other than at a Disciplinary Appeal Meeting) shall be entitled to appoint another member as his or her proxy by notice given to the Secretary not less than 48 hours before the time of the meeting in respect of which the proxy is appointed. The notice appointing the proxy shall be in or to the effect of the following form or in to the effect of such other form as may be prescribed from time to time by the Board, and signed by the member appointing a proxy.

FORM OF APPOINTMENT OF PROXY

I.....

being a member of Kehilat Nitzan Conservative (Masorti) Community Incorporated

HEREBY APPOINT

.....of.....

being a member of the Community as my proxy to vote for me on my behalf at the meeting of members of the Community to be held on the ..... day of ..... 20..... and at any adjournment of that meeting.

My proxy is authorised to vote on my behalf as he/she sees fit.

Signed .....

Dated .....



## **8.10. Minutes of General Meeting**

- (1) The Board must ensure that minutes are taken and kept of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must include—
  - (a) the names of the members attending the meeting; and
  - (b) proxy forms given to the Chairperson of the meeting under rule 8.9; and
  - (c) the financial statements submitted to the members in accordance with rule 8.2; and
  - (d) the certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Community; and
  - (e) any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## **9. ELECTION OF BOARD MEMBERS**

### **9.1. Nominating for Board**

No person absent from the Annual General Meeting shall be eligible for nomination to the Board unless his written permission to be nominated shall be then produced.

### **9.2. Positions to be declared vacant**

- (a) At least 21 days prior to the Annual General Meeting the Secretary shall send a notice to all members calling for nominations for the requisite number of office bearers and members of the Board. Nomination for all positions shall close at least 7 days prior to the Annual General Meeting.
- (b) An eligible member of the Community may –
  - (i) nominate himself or herself; or
  - (ii) with the member's consent, be nominated by another member.
- (c) A member may nominate or be nominated for more than one position on the Board.

### **9.3. Election of Candidates**

- (1) If no more candidates than are required to fill any officer bearer or member positions on the Board shall be nominated for election, then the

President shall declare such candidates duly elected at the Annual General Meeting.

- (2) If there are more candidates than are required to fill any office bearer or member positions on the Board, then the determination shall be made by ballot held in accordance with rule 9.6.

#### **9.4. Election of Office Bearers**

- (1) Subject to rule 11(5), at the Annual General Meeting, separate elections must be held for each of the following positions –
  - (a) President;
  - (b) Vice-President;
  - (c) Secretary;
  - (d) Treasurer.
- (2) If only one member is nominated for the position, the Chairperson of the meeting must declare the member elected to the position.
- (3) If more than one member is nominated, a ballot must be held in accordance with rule 9.6.
- (4) On his or her election, the new President may take over as Chairperson of the meeting.

#### **9.5. Election of ordinary members**

- (1) A single election may be held to fill all of these positions.
- (2) If the number of members nominated for the position of ordinary Board members is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those members to be elected to the position.
- (3) If the number of members nominated exceeds the number to be elected, a ballot must be held in accordance with rule 9.6.

#### **9.6. Ballot**

- (1) If a ballot is required for the election for a position, the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot.
- (2) The returning officer must not be a member nominated for the position.
- (3) Before the ballot is taken, each candidate may make a short speech in support of his or her election.
- (4) The election must be by secret ballot.

- (5) The returning officer must give a ballot paper containing the names of each of the nominated candidates for the position with a box next to each name, and specifying the number of candidates who may be elected for the position to –
  - (a) Each member present in person; and
  - (b) Each member present in person who has been appointed a proxy by a member.
- (6) If the ballot is for a single position, the voter must mark the box on the ballot paper alongside the name of the candidate for whom they wish to vote.
- (7) If the ballot is for more than one position –
  - (a) The voter must mark the boxes on the ballot paper alongside the names of each of the candidates for whom they wish to vote;
  - (b) The voter must not mark the boxes alongside the names of more candidates than the number to be elected.
- (8) Ballot papers that do not comply with sub rule (7)(b) are not to be counted.
- (9) Each ballot paper on which the box alongside the name of a candidate has been marked counts as one vote for that candidate.
- (10) The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
- (11) If the returning officer is unable to declare the result of an election under sub rule (10) because 2 or more candidates received the same number of votes, the returning officer must –
  - (a) Conduct a further election for the position in accordance with sub rules (4) to (10) to decide which of those candidates is to be elected; or
  - (b) With the agreement of those candidates, decide by lot which of them is to be elected.

## **10. ROLE OF THE BOARD**

### **10.1. Role and Powers**

- (1) The business of the Community must be managed by or under the direction of the Board.
- (2) The Board may exercise all the powers of the Community except those powers that these Rules or the Act require to be exercised by general meetings of the members of the Community.

- (3) The Board shall have the right to determine all fees payable in connection with any services rendered by the Community.
- (4) The Board shall from time to time appoint and remove employees of the Community, and shall:
  - (i) determine the terms and conditions of their employment and define the duties of each employee of the Community and shall keep and maintain proper and accurate records thereof.
  - (ii) determine the salary to be paid to each employee of the Community but shall not have the power at any of its meetings to vote any sum by way of increase of salary unless notice to consider the same shall have been given in the circular convening the meeting of the Board.
- (5) The Board shall direct and control the investment of all moneys belonging to the Community whenever such investment may be deemed advisable and shall be entitled to exercise all powers of the Community.
- (6) The Board shall draw up annually a report of the year's proceedings, including the attendance of each member thereof at Board meetings which, together with the Financial Statements, shall be submitted at the Annual General Meeting. A copy of such report shall be forwarded to all members.
- (7) The Board shall ensure that all functions conducted under the auspices of or in or upon the premises of the Community comply with the laws of Kashrut.

## **10.2. Delegation**

- (1) The Board may delegate to a member of the Board, a subcommittee or officers of the Community, any of its powers and functions other than –
  - (a) this power of delegation; or
  - (b) a duty imposed on the Board by the Act or any other law
- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke a delegation wholly or in part.

## **10.3. Composition of the Board**

The Board consists of –

- (a) a President; and
- (b) a Vice-President; and
- (c) a Secretary; and
- (d) a Treasurer; and
- (e) Immediate Past President; and
- (f) 6 ordinary members elected under rule 9.6.

## **10.4. General Duties of Board Members**

- (1) As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Rules and the Act.
- (2) The Board is collectively responsible for ensuring that the Community complies with the Act and that individual members of the Board comply with these Rules.
- (3) Board members must exercise their powers and discharge their duties with reasonable care and diligence.
- (4) Board members must exercise their powers and discharge their duties—
  - (a) in good faith in the best interests of the Community; and
  - (b) for a proper purpose.
- (5) Board members and former Board members must not make improper use of—
  - (a) their position; or
  - (b) information acquired by virtue of holding their position—

so as to gain an advantage for themselves or any other person or to cause detriment to the Community.

- (6) In addition to any duties imposed by these Rules, a Board member must perform any other duties required from time to time by resolution at a general meeting.

#### **10.5. The President and Vice President**

- (1) Subject to sub-rule (2), the President or, in the President's absence, the Vice-President is the Chairperson for any general meetings and for any Board meetings.
- (2) If the President and the Vice-President are both absent, or are unable to preside, the Chairperson of the meeting must be –
  - (a) in the case of a general meeting – a Board member elected by the other members present; or
  - (b) in the case of a Board meeting – a Board member elected by the other Board members present.
- (3) The President shall convene all Board meetings. If requested in writing signed by not less than three members of the Board, the President shall convene a meeting of the Board. Failing the convening of such meeting within seven days of this request the Secretary shall forthwith convene the meeting.
- (4) The President may establish subcommittees of the Board consisting of members with terms of reference it considers appropriate, and appoint convenors of the subcommittees who shall report to the Board.
- (5) The President shall be responsible for the preparation of the report referred to in Rule 8.2 for presentation to the Annual General Meeting.

#### **10.6. Secretary**

- (1) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (2) The Secretary must –
  - (a) maintain the register of members and register of friends in accordance with rule 5.10.
  - (b) keep custody of the common seal of the Community and, except for the financial records referred to in rule 10.7, all books,

documents and securities of the Community in accordance with rule 34.

- (c) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents; and
  - (d) issue circulars convening meetings, to attend same and to take minutes of the proceedings;
  - (e) prepare and maintain in Hebrew and English dates a register of all bar mitzvahs, bat mitzvahs, marriages and deaths;
  - (f) prepare a return showing the number of meetings held by the Board and the respective attendance thereof of each member;
  - (g) receive all inward and attend to outward correspondence of the Community and to keep copies of all letters issued;
  - (h) prepare and issue accounts under the direction of the Treasurer;
  - (i) attend to such other duties pertaining to his or her office imposed on the Secretary by these rules or as may be determined by the Board from time to time.
- (3) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

#### **10.7. TREASURER**

- (1) The Treasurer shall be responsible for the receipt of all money paid to the Community and for the depositing of the same to the credit of the Community's account in a Bank approved by the Board.
- (2) The Treasurer shall be responsible for payment of all salaries as authorised by the Board and all other accounts after verification. All accounts shall be submitted to the Board for ratification. Cheques shall be signed by any two of the President, Vice-President, Treasurer, Secretary and such other person or persons appointed by the Board for the purpose.
- (3) The Treasurer shall see that the duties of the Secretary and any book-keeper or other such assistant, as far as they relate to the accounts and money matters of the Community are correctly performed.
- (4) The Treasurer shall prepare and maintain an Inventory of all property and chattels of the Community and shall cause proper insurances to be taken out in respect thereof.
- (5) The Treasurer shall have power to remit or reduce fees and charges or defer the payment thereof in all cases where deemed advisable.

- (6) The Treasurer shall every year at a meeting of the Board to be held prior to the Annual Meeting, present a duly audited balance sheet and income and expenditure statement for the year in question. Such statements shall be sent to each member of the Community. If no Treasurer is elected then the obligation of the Treasurer falls onto the shoulders of the President or a person nominated by the President until the position of Treasurer is filled.
- (7) The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Community.
- (8) The Treasurer must ensure that the financial records of the Association are kept in accordance with the Act.
- (9) The Treasurer must coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the Annual General Meeting of the Community.

## **11. ELIGIBILITY FOR ELECTION TO THE BOARD AND TERM OF OFFICE**

- (1) A member is eligible to be elected or appointed as a Board member if the member –
  - (a) Is 18 years or over; and
  - (b) Is entitled to vote at a general meeting.
- (2) Only members who have been members of the Board for at least twelve months shall be eligible for the office of President or Vice-President or Treasurer. Provided always that the Board, by not less than three quarters of the total numbers of the Board, may waive either of the above two 12 month membership requirements.
- (3) The term of office for Board members shall be 12 months, or until the positions of the Board are declared vacant at the next Annual General Meeting.
- (4) A Board member may be re-elected.
- (5) No President or Vice-President shall hold office in that capacity for more than three successive terms (excluding any period served to fill a vacancy pursuant to Rule 14) unless recommended by not less than three-quarters of the total number of members of the Board to serve a further term and particulars of such recommendation are contained in the notice required by Rule 9.2.
- (6) The President, Vice-President, Treasurer, Secretary, Immediate Past President together with a maximum of two persons selected by the President, from the Board shall form the Executive of the Board.
- (7) All officers elected at any Annual General Meeting or adjournment thereof shall assume office on the later of the week immediately



following Shabbat Bereishit or the week immediately following the Annual General Meeting, but in any case every officer for the time being shall continue in his/her office until his/her successor shall have been duly elected and assumed office.

## **12. VACATION OF OFFICE**

A member of the Board shall cease to hold office –

- (a) if the Board member resigns from the Board by written notice addressed to the Board;
- (b) if the Board member ceases to be a member of the Community;
- (c) if the Board member moves his/her residential address to outside the State of Victoria or;
- (d) if the members of the Community in General Meeting of which due notice has been given of intention to move such a motion decide by special resolution, for any reason, that such person shall be removed from office.
- (e) otherwise ceases to be a board member by operation of section 78 of the Act.

## **13. LEAVE OF ABSENCE**

- (1) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (2) The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Board member to seek the leave in advance.
- (3) Should any member of the Board be absent from three consecutive Board meetings without leave of absence being granted by the Board the Board member's seat may be declared vacant by the Board.

## **14. FILLING VACANCIES**

- (1) The Board may appoint an eligible member of the Community to fill a position on the Board that—
  - (a) has become vacant under rule 12; or
  - (b) was not filled by election at the last annual general meeting.
- (2) If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days after the vacancy arises.
- (3) Rule 11(5) applies to any Board member appointed by the Board under sub-rule (1) or (2).
- (4) The Board may continue to act despite any vacancy in its membership.

**15. MEETINGS OF THE BOARD**

- (1) The Board must meet at least 6 times in each year at the dates, times and places determined by the Board and six members present in person shall form a quorum.
- (2) The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Community at which the members of the Board were elected.
- (3) Special Board meetings may be convened by the President or by any 4 members of the Board.

**16. NOTICE OF MEETINGS**

Notice of each Board meeting must be given to each Board member no later than 7 days before the date of the meeting stating the date, time and place of the meeting. If a special board meeting is convened, the notice must include the general nature of the business to be conducted and only business that can be conducted at that meeting is the business for which the meeting is convened.

**17. URGENT MEETINGS**

In cases of urgency, a Board meeting can be held without the notice provided in these rules, if as much notice as practicable is given to each Board member by the quickest means practicable, and the only business that may be conducted at any urgent meeting is the business for which the meeting is convened.

**18. CO-OPTING TO THE BOARD**

The Board may, from time to time, co-opt such additional members to the Board as it may see fit who may attend Board meetings, and/or be members of Board sub-committees and/or join in discussions at Board meetings provided always that such co-opted members shall not have the right to vote at Board meetings nor be considered as a Board member for the purposes of forming a quorum for Board meetings under Rule 21 and shall be appointed only until the next Annual General Meeting of the Community.

**19. PROCEDURE AND ORDER OF BOARD MEETINGS**

- (1) The procedure to be followed at the meeting of a Board must be determined from time to time by the Board. The order of business may be determined by the members present at the meeting.
- (2) The President shall be Chairperson of all meetings of the Board. In the absence of the President the provisions of Rule 10.5 shall apply.

## **20. USE OF TECHNOLOGY**

A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other. In these circumstances, the Board member participating in the Board meeting by the use of technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **21. QUORUM FOR BOARD MEETINGS**

- (1) No business may be conducted at a Board meeting unless a quorum is present.
- (2) The quorum for a Board meeting is the presence (in person or as allowed under rule 20) of a majority of the Board members holding office.
- (3) If a quorum is not present within 30 minutes after the notified commencement time of a Board meeting—
  - (a) in the case of a special meeting—the meeting lapses;
  - (b) in any other case —the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 16.

## **22. VOTING**

- (1) On any question arising at a Board meeting, each Board member present at the meeting has one vote.
- (2) A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
- (3) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote
- (4) Voting by proxy is not permitted.

## **23. CONFLICT OF INTEREST**

- (1) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board. The member must ensure that he or she is not present while the matter is being considered at the meeting and must not vote on the matter. This rule does not apply to a material personal interest –

- (a) that exists only because the member belongs to a class of persons for whose benefit the Community is established; or
  - (b) that the member has in common with all, or a substantial proportion of, the members of the Community.
- (2) The Board may, by a majority vote, declare that a Board member has a conflict of interest as set out in sub-rule (1), and require the Board member not to be present while the matter is being considered at the meeting or vote on the matter.

#### **24. MINUTES OF BOARD MEETINGS**

The Board must ensure that minutes are taken and kept of each Board meeting. The minutes must record the following –

- (a) the names of the members in attendance at the meeting;
- (b) the business considered at the meeting;
- (c) any resolution on which a vote is taken and the result of the vote;
- (d) any material personal interest disclosed under rule 23.

#### **25. REMOVAL OF A BOARD MEMBER**

- (a) The Community in General Meeting may by special resolution remove any member of the Board before the expiration of the Board member's term of office and appoint another member in the Board member's stead to hold office until the expiration of the term of the first mentioned member.
- (b) A member who is the subject of a proposed special resolution under sub-rule (a) may make representations in writing to the President of the Community (not exceeding a reasonable length) and may request that the representations be provided to the members of the Community.
- (c) The President may provide a copy of the representations to each member of the Community or, if they are not so provided, the member may require that they be read out at the meeting at which the special resolution is to be proposed.

#### **26. AUDITORS**

An Auditor shall be elected at the Annual General Meeting to examine the Treasurer's accounts and balance sheet for the ensuing year and report thereon to the members of the Community. The Auditor who should be suitably qualified need not necessarily be a member and shall not be a member of the Board of Management.

#### **27. POSITION OF SENIOR RABBI, ASSISTANT RABBI, CHAZAN AND**

## **OTHER EMPLOYEES**

- (1) Candidates for the office of Senior Rabbi or Assistant Rabbi or Chazan to the Community shall submit their credentials and testimonials, or copies thereof, to the Board, who shall appoint such as they may think competent for the office. All other paid officers shall be elected by the Board and be subject to its control.
- (2) Employees shall be guided in the performance of their duties and in all matters affecting the interests of the Community by such direction as they may from time to time receive from the President or person authorised to act for the time being in the place of the President.

## **28. SENIOR RABBI**

- (a) The Senior Rabbi shall perform religious services in the Synagogue but may delegate portions thereof to any other person after first obtaining the approval of the President. He/she shall deliver sermons in English on Sabbaths and Festivals.
- (b) He/she shall for members of the Community perform Marriage, Funeral and Consecration services, and shall attend prayers at the houses of mourners. With the consent of the President he/she may delegate the performance of such services to any other person approved by the President.
- (c) The Senior Rabbi shall not make any alteration in the form of service without the permission of the Board.

## **29. ASSISTANT RABBI**

- (a) The Assistant Ministers shall assist the Senior Rabbi in the performance of religious Services in the Synagogue, and shall carry out such other duties as may be assigned to them by the Senior Rabbi subject at all times to the provisions of Rule 28.
- (b) If directed by the Senior Rabbi, the Assistant Rabbi shall attend Marriage ceremonies and shall see that the Chuppah and all other requirements are ready for use.
- (c) If directed by the Senior Rabbi the Assistant Rabbi shall attend funerals, recite prayers at the houses of mourners and conduct Consecration services.
- (d) The Assistant Rabbi shall prepare in due time everything required for religious services and shall keep safe and in good order all Sephorim and their appurtenances.

## **30. SERVICES**

### **30.1. Religious services**

- (a) Religious Services shall be held in the Synagogue on Sabbaths and such Festivals and other occasions as the Senior Rabbi and/or Board shall determine.
- (b) The President assisted by the Vice-President, Treasurer and Secretary and members of the Board shall be responsible for the due observance of decorum at all services in the Synagogue.

### **30.2. Marriages**

- (a) Any members desirous of being married in the Synagogue or by the Senior Rabbi of the Community shall give at least one month's notice in writing to the Secretary, who shall instruct the officers of the Community in the matter after having first obtained the authorisation of the Senior Rabbi.
- (b) The marriage fee charged by the Community shall be as determined from time to time by the Board.

### **30.3. Deaths**

- (a) When a death occurs in the family of a member or a friend, notice thereof shall be immediately given to the Senior Rabbi or Assistant Rabbi, who shall if the family of the member or friend so requests make the necessary arrangements for the appropriate services.
- (b) The fee charged by the Community for a funeral shall be as determined by the Board from time to time.

## **31. COMMON SEAL**

- (a) The Common Seal of the Community shall be kept in the custody of the Secretary.
- (b) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Public Officer of the Community.

## **32. NOTICES**

- (1) Any notice required to be given to a member/friend or a Board member under these Rules may be given –
  - (a) by handing the notice to the member/friend personally; or
  - (b) by sending it by post to the member/friend at the address recorded for the member on the register of members/friends as applicable; or

- (c) by email or facsimile transmission.
- (2) Sub-rule (1) does not apply to notices given under rule 17.
- (3) Any notice required to be given to the Community or to the Board may be given-
  - (a) by handing the notice to a member of the Board; or
  - (b) by sending the notice by post to the registered address; or
  - (c) by leaving the notice at the registered address; or
  - (d) if the Board determines that it is appropriate in the circumstances –
    - (i) by email to the email address of the Community or the Secretary; or
    - (ii) by facsimile transmission to the facsimile number of the Community.

### 33. WINDING UP OR CANCELLATION

- (a) If on the winding up or cancellation of the Community there remains, after satisfaction of all debts and liabilities of the Community any surplus assets of the Community, the remaining surplus assets shall not be paid to or distributed among the Members or Friends of the Community but shall be transferred to:
  - (i) institutions having objects similar to the purposes of the Community and which prohibit the distribution of the assets to an extent at least as great as that imposed on the Community; or
  - (ii) funds, authorities or institutions which are charitable at law and to which gifts are deductible under item 1 of the table in section 30-15 of the Tax Act (“**Eligible Charities**”); or
  - (iii) funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act.
- (b) Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this Rule 33 must be made in accordance with those conditions.
- (c) The identity of an Eligible Charity for the purposes of this Rule 33 will be determined by the Board at or before the time of winding up or cancellation of the Community and (where applicable) approved by a Commissioner and, in default, will be determined by the Supreme Court of Victoria.

### 34. CUSTODY OF RECORDS

- (1) Except as otherwise provided in these Laws, the Secretary shall keep in his/her custody or under his/her control all books, documents and securities of the Community.
- (2) Members may on request inspect free of charge –
  - (a) the register of members;
  - (b) the minutes of general meetings
  - (c) subject to sub-rule (3) below the financial records, books, securities and any other relevant document of the Community, including minutes of Board meetings.
- (3) The Board may refuse to permit a member to inspect relevant records of the Community that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Community.
- (4) Subject to sub-rule (3), a member may make a copy of any of the records of the Community referred to in this rule and the Community may charge a reasonable fee for provision of a copy of such a record.
- (5) The Board must on request make copies of these rules available to members and applicants for membership free of charge.
- (6) For the purposes of this rule – **relevant documents** means the records and any other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Community and includes the following –
  - (a) its membership records;
  - (b) its financial statements;
  - (c) its financial records;
  - (d) records and documents relating to transactions, dealings, business or property of the Community.

### 35. FUNDS

- (1) The funds of the Community shall be derived from joining fees, membership fees, marriage, funeral, bar mitzvah and bat mitzvah fees, school fees, offerings, donations, legacies, bequests and such other fees and charges as the Board determines.
- (2) All monies received by the Community shall be deposited as soon as practicable and without deduction to the credit of the Community's bank account.
- (3) The Community shall, as soon as practicable after receiving any money, issue an appropriate receipt.



**36. FINANCIAL RECORDS**

- (1) The Community must keep financial records that:
  - (a) correctly record and explain its transactions, financial positions and performance; and
  - (b) enable financial statements to be prepared as required by the Act.
- (2) The Community must retain the financial records for 7 years after the transactions covered by the records are completed.
- (3) The Treasurer must keep in his or her custody, or under his or her control –
  - (a) the financial records for the current financial year; and
  - (b) any other financial records as authorized by the Board.

**37. FINANCIAL STATEMENTS**

- (1) For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Community are met.
- (2) Without limiting sub-rule (1), those requirements include –
  - (a) the preparation of the financial statements;
  - (b) if required, the review or auditing of the financial statements;
  - (c) the certification of the financial statements by the Board;
  - (d) the submission of the financial statements to the annual general meeting of the Community;
  - (e) the lodgment with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

**38. INDEMNITY TO OFFICERS**

The members of the Board (and other Officers of the Community) shall from time to time and at all times be saved harmless and kept indemnified by the Community from and against all costs, charges, losses, damages and expenses which such person or persons or any of them may sustain, incur or be put to, in or about the execution and discharge of their respective offices for the Community, or in or about any action, suit or proceeding at law or in equity arising from the execution and discharge of their respective offices for the Community, in which they or any of them shall or may be plaintiffs or defendants, provided that such person or persons shall in the execution and discharge of such offices have acted by direction of the Board for the time being and provided always that the amount of such costs, charges, damages and expenses, for which an indemnity is intended to be hereby provided shall, immediately after the same shall have been sustained or incurred, be paid from the funds of the

Community. No member of the Board or other officer of the Community shall be answerable or accountable for anything done or omitted by any other or others of such members of the Board or other officers, or any other person or persons whomsoever, but for his/her acts, deeds and defaults only.

### **39. THE JERUSALEM PROGRAM, 2004**

Kehilat Nitzan Conservative (Masorti) Community Inc. supports the aims of Zionism as defined in the Jerusalem program, 2004, which states:

“The aims of Zionism are:

- The unity of the Jewish People and the centrality of Israel in Jewish life;
- The ingathering of the Jewish People in its historic homeland Eretz Yisrael through Aliya from all countries;
- The strengthening of the State of Israel, which is based on the prophetic vision of justice and peace;
- The preservation of the identity of the Jewish People through the fostering of Jewish and Hebrew education and of Jewish spiritual and cultural values;
- The protection of Jewish rights everywhere.”

### **40. KEHILAT NITZAN CONSERVATIVE (MASORTI) COMMUNITY LIBRARY**

- (1) The name of the library shall be "Kehilat Nitzan Conservative (Masorti) Community Library", and it shall be established as a public trust fund.
- (2)
  - i) All members/friends of the Kehilat Nitzan Conservative (Masorti) Community Incorporated ("KNCMC") shall be members of the library, and shall be entitled to all the privileges that membership provides.
  - ii) Persons who are not members of the Kehilat Nitzan Conservative (Masorti) Community Incorporated may apply to become members of the library and, so long as all relevant criteria have been satisfied, shall be accepted as a member of the library. The criteria for membership shall be determined by the Committee at its first meeting.
- (3) The objects of the library shall be:
  - (i) to be a public library specialising in providing easy access to the entire range of Classical and modern Jewish thoughts;
  - (ii) to provide resources that will enable study in the following areas:

Prophets

Scriptures  
Mishnah and Talmud  
The codifiers of Jewish Law  
Philosophy  
Ethics  
History  
Customs  
Prayer  
Meditation  
Jewish Literature  
Ecumenism  
Hebrew Language

- (iii) to provide facilities for education, research and reference for all of the above.
- (4) In order to fulfil its objects as set out above, the library may:
- (i) appoint a Head Librarian and such other staff as are necessary and desirable for the furtherance of the library's objectives;
  - (ii) acquire, construct, lease and maintain buildings and other premises to enable the library to carry out its objectives;
  - (iii) outfit premises in an appropriate manner for the conduct of the library's activities;
  - (iv) take all such other measures as may be necessary or desirable for the furtherance of the library's objectives.
- (5) The library shall be run on a non-profit basis. The assets and income of the library shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to the members of the community except as bona fide compensation for services rendered or expenses incurred on behalf of the library.
- (6) KNCCMC shall sponsor the library. The library shall be governed by a committee of six persons (hereafter referred to as the "library committee"), comprising the following:
- President of KNCCMC (or their designated representative);
  - Treasurer of KNCCMC (or their designated representative);
  - Three other persons nominated by the Committee of the KNCCMC, each of whom must be members of KNCCMC (one of which will be the designated Secretary);
  - Head Librarian as appointed from time to time.

The Chairman of the library committee shall be the President of KNCCMC or their designated representative.

- (7) Membership of the library committee must be renewed on an annual basis, no later than the first meeting of the Committee of KNCCMC elected at the Annual General Meeting. If a member of the library committee does not wish to be nominated for another term, a replacement shall be appointed prior to, or at the first meeting of the Committee or KNCCMC elected at the Annual General Meeting.
- (8) The library and all matters pertaining to it shall be conducted in accordance with the directions given by the Committee of KNCCMC. The library Committee will consist of a majority of persons having a degree of responsibility to the public.
- (9) The income of the library shall be derived from:
  - Donations;
  - Legacies; and
  - Other sources.
- (10) The library committee, by simple majority, may fill any vacancy occurring on the library committee and any person co-opted shall hold office until the end of the current term when they may wish to be nominated.
- (11) The President of the KNCCMC shall preside at all annual meetings, general meetings and meetings of the library committee, and have the privilege of a casting vote in addition to their own in all cases of equality on a division on any question. In the absence of the President, the Treasurer shall take on this role.
- (12) The President shall convene meetings of the library committee at least twice every year.
- (13) A quorum of the library committee shall consist of three (3) members. Any meeting of the library committee at which such a quorum is present may exercise all authority of the library committee and resolutions and directions of the majority of members taking part in such a meeting shall be deemed to be the resolutions and directions of the library committee.
- (14) The library committee shall draw up annually a report of the year's proceedings including the attendance of each member at library committee meetings which, together with the Balance Sheet and Profit and Loss Statement, shall be submitted to the Annual Meeting of members and of the library.
- (15) The Annual Meeting of the members of the library shall be held at the same time as the Annual Meeting of the KNCCMC.
- (16) The library committee shall direct and control the investment of monies belonging to the Library whenever such investment may be deemed advisable and shall instruct the trustee, namely KNCCMC committee, accordingly.

- (17) The library committee shall define the duties of any paid officials. The library committee shall determine the amount of salary to be paid to each official of the library.
- (18) The KNCCMC committee shall have the power to suspend or expel any member of the library committee. The KNCCMC Committee shall not take any action to suspend or expel and member of the library committee unless the KNCCMC Committee has notified the member of the reasons for considering his/her suspension or expulsion, and give that member the opportunity to be heard regarding the same.
- (19) The library committee may exercise all their powers, notwithstanding any vacancies in their number, provided their number shall not be reduced below the required quorum.
- (20) The office of treasurer shall be an honorary one, and shall be filled by the Treasurer of the KNCCMC or their designated representative.
- (21) The treasurer may, out of the funds of the library make all payments authorised by the library committee in respect of costs and expenses of, and incidental to, the formation, management and carrying on of the library and its affairs and the carrying out of its objectives. All cheques shall be signed jointly by the Treasurer and the President, or either of those two with a member of the library committee delegated by the same for the purposes.
- (22) The treasurer shall receive all monies paid to the library and shall deposit the same to the credit of the library account in a bank approved by the library committee.
- (23) The library account shall be used solely for library funds and no deposits or payments may be made to or from the account other than for purposes of the library.
- (24) All gifts or donations made to the library fund shall be applied exclusively for library purposes.
- (25) The treasurer shall, at a meeting of the library committee to be held prior to the annual election, present a duly audited statement of accounts for each year ended 30 June.
- (26) The treasurer shall keep a record of sums donated by each person.
- (27) The secretary of the library committee, upon being appointed, shall have charge of all books and papers belonging to the library committee, shall issue all notices and other circulars as directed and shall keep a correct account of all proceedings at all meeting and shall perform such other duties as the library committee shall direct.
- (28) The library committee may appoint a temporary substitute for the secretary at any time in case of illness or absence and such person shall be deemed the secretary for that period of illness or absence only.

- (29) The President may whenever they shall think fit, convene a special meeting of the library committee or of the members of the KNCCMC Library.
- (30) The President shall, upon a written request signed by at least three members of the library committee, or not less than 20 members of the KNCCMC Library, convene a special general meeting to discuss the matter requested therein.
- (31) Seven days notice of each meeting must be given, with such notice specifying the date, time and venue for the meeting, together with a list of items to be considered.
- (32) No business shall be transacted at any meeting of the Members of the KNCCMC Library, unless a quorum of ten members be present at the time the meeting commences.
- (33). Upon dissolution of the public library fund, all monies shall be distributed to one or more funds that have similar objects and that has or have been approved by the Commissioner of Taxation for the purposes of Division 30 of the ITAA 1997.

#### **41. SYNAGOGUE PREMISES**

- (a) The intention of the Community is to maintain complete ownership of the property known as 36-40 Hawthorn Road, Caulfield North, Victoria (“the Property”), and to preserve the Property for the long-term benefit of the Community.
- (b) To give effect to this intention, the powers of the Community as set out in Rule 3 above are to be constrained as follows:
  - (i) The Property must not be used as security for any borrowings except to the extent that such borrowings are for the purpose of constructing, developing, renovating, refurbishing or maintaining a synagogue and/or a community centre for the Community on the Property and only with not less than three quarters of the members (whether in person or by proxy) voting in favour of any such action at a Special General Meeting called for the purpose of considering the use of the Property as security for these purposes; however
  - (ii) The title of the property shall not be provided to any synagogue member(s) as a loan security;
  - (iii) If commercial loans obtained under clause (i) then any such borrowings are repaid as soon as reasonably practicable given the ongoing operational requirements of the Community; and
  - (iv) the Property must not be sold or otherwise disposed of without the prior consent of the members of the Community at a Special General Meeting called for the purpose of considering such sale or disposal and only with not less than three quarters of the members (whether in person or by proxy) voting in favour of any

such action at a Special General Meeting called for the purpose of considering the use of the Property as security for these purposes;

**42. GENERAL**

- (a) No verbal or written announcements, presentations, publications or the like shall be made in the Synagogue without the permission of the President or his/her representative.
- (b) All offerings made in the Synagogue shall be for the benefit of the funds of the Community. However the Board of Management is empowered to direct funds to other causes on specific occasions.
- (c) Should any case occur which has not been provided for by these Rules, or any doubt arises as to their interpretation the decision of the Board shall be conclusive thereon but if such doubt arises at any Board or Annual or Special General Meeting the decision of the Chairperson shall be final for the purpose of that meeting only.
- (d) Every member/friend shall upon application be furnished with a copy of these Rules free of cost.
- (e) On the first day of Tabernacles immediately after the reading of the Torah the Senior Rabbi or the President shall announce the names of the members of the Board of Management for the ensuing year of office.
- (f) The Community may appoint any person to represent the Community upon any other organisation. Unless the members otherwise decide all such delegates shall be appointed by the Board.

**43. ALTERATIONS OF LAWS AND STATEMENT OF PURPOSES**

- (a) Any member desirous of rescinding altering suspending or adding to these Laws or the Statement of Purposes of the Community must give notice of motion and concise particulars thereof in writing to the Secretary at least twenty-one (21) days prior to the holding of the next Annual or Special General Meeting of members and the particulars of such proposed rescission, alteration, suspension or addition shall be printed on or attached to the notice paper to members convening the meeting, and the motion shall be taken into consideration and dealt with at such meeting or at any adjournment thereof.
- (b) All resolutions under sub-clause (a) shall be required to be special resolutions.