



CONSTITUTION
OF THE
ACT JEWISH COMMUNITY INCORPORATED

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CONTENTS

	Page
1. Preliminary	3
1.1. Definitions for model rules	3
1.2. Application of Legislation Act 2001	3
1.3. Name	3
1.4. Objects	3
2. Membership	4
3. Fee, subscriptions etc	6
4. Members' liabilities	6
5. Disciplining of members	6
6. Right of appeal of disciplined member	7
7. Powers of the Board	8
8. Composition of the Board	8
9. Election of Board members	9
10. Office-Bearers	10
11. Vacancies	11
12. Removal of Board members	11
13. Board meetings and quorum	11
14. Delegation by Board to subcommittee	12
15. Voting and decisions	13
16. General Meetings	13
16.1. Annual General Meetings—holding of	13
16.2. Annual General Meetings—calling of and business at	13
16.3. General Meetings—calling of	13
16.4. Notice	14
16.5. General Meetings—procedure and quorum	14
16.6. Presiding member	15
16.7. Adjournment	15
16.8. Making of decisions	15
16.9. Voting	15
16.10. Appointment of proxies	15
17. Funds	16
18. Alteration of objects and rules	16
19. Common seal	16
20. Custody and inspection of books	17
21. Service of notice	17
22. Surplus property	17
23. Registered Office	17
24. Constitution	17
25. Association is non-profit	18
26. Gift Fund	18
27. Closure of Gift Fund	18
Appendix 1	19

1. Preliminary

1.1. Definitions for model rules

In these rules:

Note A definition applies except so far as the contrary intention appears (see Legislation Act, s 155).

ACNC means the Australian Charities and Not-for-profits Commission.

ATO means the Australian Taxation Office.

ATO Endorsed Entity means an entity endorsed by the ATO as a Tax Concession Charity or a Deductible Gift Recipient or both in accordance with Division 426 in Schedule 1 to the *Taxation Administration Act 1953*.

financial year means the year ending on 30 June.

ITAA 1997 means the *Income Tax Assessment Act 1997*.

member means a member, however described, of the Association.

membership year means the year ending on 30 June.

ordinary Board member means a member of the Board who is not an Office-Bearer of the Association as defined in Section 8.2

Secretary means the person holding office under these rules as Secretary of the Association or, if no such person holds that office, the Public Officer of the Association.

the Act means the *Associations Incorporation Act 1991*.

the Regulation means the *Associations Incorporation Regulation 1991*.

1.2. Application of Legislation Act 2001

The *Legislation Act 2001* applies to these rules in the same way as it would if they were an instrument made under the Act.

1.3. Name

The name of the Association shall be: "The ACT Jewish Community Incorporated" (also known as "The Canberra and Region Jewish Community" and as "The Canberra Jewish Community").

1.4. Objects

The objects of the Community are in respect of Jews in the ACT and the regions of the Monaro and southern New South Wales:

- (a) to support and maintain synagogues according to the practices of Judaism and to conduct religious services in accordance with such practices;
- (b) to stimulate and encourage the study of Judaism, its languages, history and culture; and to provide educational and scholastic facilities and teachers;
- (c) to promote Jewish youth activities;
- (d) to intensify bonds with Israel;
- (e) to raise funds for Jewish causes in Australia, Israel and elsewhere;
- (f) to stimulate philanthropy through all forms of communal welfare; to assist the poor and the needy; to visit and tend to the sick and the aged and those imprisoned;
- (g) to provide and encourage social, cultural and religious activities for the Community;
- (h) to promote the collection and storage of Jewish archival material and to assist in the development of a museum, an art gallery and library for educational purposes in the region;
- (i) to ensure the provision of Jewish forms of burial and mourning; to provide comfort and solace to the bereaved and to provide and care for Jewish burial grounds;
- (j) to cooperate with other Sections of Australian Jewry in the interests of our common Judaism and Australian citizenship;
- (k) to foster harmonious relationships with the Australian and world-wide Jewish

community and the community at large, including affiliation with other bodies as appropriate;

- (l) to foster interfaith activities in the region and to participate with those of other faiths where appropriate;
- (m) to honour the memory of Australian and other Jews who died in wars, the Holocaust, for their faith or their heritage;
- (n) to do all such other things as are incidental or conducive to the attainment of the Objects of this Constitution for the promotion of the social cultural and religious welfare of Jewish and associate members of the Community and all other Jewish persons in the ACT and Region;
- (o) to the extent possible make decisions consistent with the Jewish Communal Appeal of New South Wales' Code of Governance as promulgated from time to time.

2. Membership

2.1. Classes of membership

There shall be five (5) classes of membership

- (a) Ordinary members
- (b) Honorary members
- (c) Honorary Life members
- (d) Associate members
- (e) Diplomatic members

2.2. Ordinary members

shall have voting rights and the right to stand for office on or be co-opted to the Board or to stand as Returning Officer or Deputy Returning Officer and shall pay subscriptions as levied pursuant to this Constitution and by-laws made thereunder. Any Jewish person who has attained the age of eighteen (18) years may apply for Ordinary Membership of the Community.

2.3. Honorary members

Persons residing outside the ACT may be offered Honorary Membership by the Board. They shall not have voting rights under this Constitution on any matter concerning the Community or the right to stand for office on the Board or as Returning Officer or Deputy Returning Officer, and shall not be liable to be levied for any subscriptions.

2.4. Honorary Life Members

shall have all the rights and privileges of Ordinary Members but shall not be liable to pay any subscriptions levied on Ordinary Members. They are to be elected at a General Meeting of the Community.

2.5. Associate members

shall be any non-Jewish person who has attained the age of eighteen (18) years and has a *bona fide* reason to affiliate with the Community. Associate Members shall not have voting rights under this Constitution or the right to stand for office on the Board or as Returning Officer or Deputy Returning Officer and shall pay subscriptions as levied pursuant to this Constitution and by-laws made thereunder.

2.6. Diplomatic members

Members of the Diplomatic Corps may be granted the equivalent of Associate membership status upon application but shall not be liable to pay any subscriptions.

2.7. Membership qualifications

- 2.7.1. A person is qualified to be a member of the respective class of membership if—
- (a) the person is a person mentioned in the Act, Section 21 (2) (a) or (b) and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act;
 - (b) the person has been approved for membership of the Association by the Board.
- 2.7.2. An application for membership must be accompanied by the application fee, if such a fee has been determined by the Board under Section 3.1.
- 2.7.3. As soon as is practicable after receiving an application for membership, the Secretary must refer the application to the Board which must decide whether to approve or to reject the application.
- 2.7.4. If the Board decides to approve an application for membership, the Secretary must as soon as practicable after that decision notify the applicant of that approval and request the applicant to pay within twenty-eight (28) days after receipt of the notification the first year's annual subscription.
- 2.7.5. The Secretary must, on payment by the applicant of the amounts mentioned in Sections 2.7.2 and 3.2 within the period mentioned in that Section, enter the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the Association.
- 2.7.6. In the event that the Board refuses an application, the Board must defer the application to a further meeting of which at least fourteen (14) days notice of resolution to reject such application has been given to the applicant who will be invited to attend and put his or her case.
- 2.7.7. If the Board determines on the second consideration that the application of a candidate for membership shall be rejected the applicant concerned may appeal to the Community through the convening of a Special General Meeting which shall be held in accordance with this Constitution and the decision of such Special General Meeting shall be binding upon the Board.
- 2.7.8. Children of all classes of a member or members shall be deemed to be affiliated but without voting rights or the right to stand for office on the Board or as Returning or Deputy Returning Officer.
- 2.7.9. Voting rights at the Annual General and Special General Meetings of the Community shall be exercised only by Honorary Life Members and by Ordinary Members who are financial at the time of the holding of such meetings.
- 2.7.10. A member is deemed financial at any General Meeting if that member has paid no later than seven (7) days prior to the date of the Meeting all subscriptions due and payable.

2.8. Membership entitlements not transferable

- 2.8.1. A right privilege or obligation that a person has because of being a member of the Association—
- (a) cannot be transferred or transmitted to another person; and
 - (b) terminates on cessation of the person's membership.

2.9. Cessation of membership

- 2.9.1. A person ceases to be a member of the Association if the person—
- dies; or
 - (b) resigns from membership of the Association; or
 - (c) is expelled from the Association; or
 - (d) fails to renew membership of the Association for a period of three (3) consecutive years; or

(e) If two-thirds of members present at any meeting of the Board for any reason resolve that the membership be terminated, provided, however, that no membership shall be terminated unless the meeting of the Board at which such resolution is to be considered has been convened by the giving of not less than fourteen (14) days notice to members of the Board setting out the proposed motion to cancel membership and the member or applicant to be affected by such motion is given notice in writing not less than fourteen (14) days prior to such meeting and is invited to show cause either in writing or by appearing in person before the Board according to the preference of the applicant why his or her membership should not be terminated or refused as proposed.

2.9.2. If the Board in accordance with the provisions of Section 2.9.1(e) shall determine that a membership be terminated, the former member concerned may appeal to the Community through the convening of a Special General Meeting which shall be held in accordance with this Constitution and the decision of such Special General Meeting shall be binding upon the Board.

2.9.3. Neither termination of membership nor a member's resignation shall affect the right of a person to re-apply for membership and to have such further application dealt with on its merits by the Board.

2.10. Resignation of membership

2.10.1. A member is not entitled to resign from membership of the Association except in accordance with this Section.

2.10.2. A member who has paid all amounts payable by the member to the Association may resign from membership of the Association by first giving notice (of not less than one (1) month or, if the Board has determined a shorter period, that shorter period) in writing to the Secretary of the member's intention to resign and, at the end of the period of notice, the member ceases to be a member.

2.10.3. If a person ceases to be a member, the Secretary must make an appropriate entry in the register of members recording the date the member ceased to be a member.

3. Fee, subscriptions etc

3.1. The application fee to the Association shall be an amount that has been determined by resolution of the Board.

3.2. Maximum annual subscription fees for all categories of membership shall be set by the Annual General Meeting after consideration of the recommendations from the Board.

3.3. The President or Treasurer may exercise their discretion regarding amounts of annual subscriptions fees that may be payable in individual cases.

3.4. The annual membership fee is payable—

(a) except as provided by Section 3.4(b)—within the period determined by the Board from the commencement of the membership year of the Association; or

b) if a person becomes a member on or after 1 January in any calendar year— within the period determined by the Board.

4. Members' liabilities

4.1. The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the member in relation to membership of the Association as required by Section 3.

5. Disciplining of members

- 5.1. If the Board is of the opinion that a member—
- (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association;
- the Board may, by resolution—
- (a) expel the member from the Association; or
 - (b) suspend the member from the rights and privileges of membership of the Association for a specified period that the Board may decide.
- 5.2. A resolution of the Board under Section 5.1 is of no effect unless the Board, at a meeting held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service on the member of a notice under Section 5.3, confirms the resolution in accordance with this Section.
- 5.3. If the Board passes a resolution under Section 5.1 the Secretary must, as soon as practicable, serve a written notice on the member—
- (a) setting out the resolution of the Board and the grounds on which it is based; and
 - (b) stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or before the date of that meeting written representations relating to the resolution.
- 5.4. Subject to the Act, Section 50, at a meeting of the Board mentioned in Section 5.2, the Board must—
- (a) give to the member mentioned in Section 5.1 an opportunity to make oral representations; and
 - (b) give due consideration to any written representations submitted to the Board by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the Board made under Section 5.1.
- 5.5. If the Board confirms a resolution under Section 5.4, the Secretary must, within seven (7) days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under Section 6.
- 5.6. A resolution confirmed by the Board under Section 5.4 does not take effect—
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal—unless and until the Association confirms the resolution in accordance with Section 6.4.

6. Right of appeal of disciplined member

- 6.1. A member may appeal to the Association in a General Meeting against a resolution of the Board that is confirmed under Section 5.4, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 6.2. On receipt of a notice under Section 6.1 the Secretary must notify the Board which must call a General Meeting of the Association to be held within twenty-one (21) days after the date when the Secretary received the notice or as soon as possible after that date.
- 6.3. Subject to the Act, Section 50, at a General Meeting of the Association called under Section 6.2 —
- (a) no business other than the question of the appeal may be transacted; and
 - (b) the Board and the member must be given the opportunity to make representations in

relation to the appeal orally or in writing, or both; and
(c) the members present must vote by secret ballot on the question of whether the resolution made under Section 5.4 should be confirmed or revoked.

6.4. If the meeting passes a special resolution in favour of the confirmation of the resolution made under Section 5.4, that resolution is confirmed.

7. Powers of the Board

7.1. The Board, subject to the Act, the regulation, these rules, and to any resolution passed by the Association in General Meeting—

- (a) controls and manages the affairs of the Association; and
- (b) may exercise all functions that may be exercised by the Association other than those functions that are required by these rules to be exercised by the Association in General Meeting; and
- (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

7.2. A General Meeting shall from time to time set a limit on the amount of expenditure of a capital nature on any one item of a continuing nature or on any one commitment which the Board may undertake without reference to a General Meeting of the Community. Where there is a specific item or commitment proposed which would exceed that limit a Special General Meeting shall be called to determine the matter.

7.3. The Board is empowered to administer the affairs of the Community *inter alia* in relation to:

- (a) religious services, rites, rituals and other ceremonial activities;
- (b) schools and other educational activities;
- (c) activities for youth and other special groups within the Community;
- (d) general matters, day to day activities and further development;
- (e) the appointment of Ministers;
- (f) the appointment and conditions of salaried employees of the Community;
- (g) determination of membership applications;
- (h) appointment of subcommittees;
- (i) any other matters consistent with the objects of this Constitution.

7.4. Every Office-Bearer and Member of the Board and any person performing work of any sort for the Community shall be indemnified and held blameless for any costs damages losses or expenses which such person may incur in the course of such work and for which but for this Sub-clause such person may become or be liable except that this indemnity shall not apply to any person found to be reckless, negligent in breach of trust or fiduciary relationship or default. Such finding shall be by a court of competent jurisdiction. The Community under this Sub-clause may at its discretion indemnify any person the subject of actions in respect of civil or criminal court action.

8. Composition of the Board

8.1. The Board consists of—

- (a) the Office-Bearers of the Association; and
- (b) four (4) ordinary Board Members, each of whom must be elected under Section 9 or appointed in accordance with Section 9.3;
- (c) up to four (4) additional co-opted Board members in accordance with Section 9.16;
- (d) immediate Past President (non-elected position)

8.2. The Office-Bearers of the Association are—

- (a) the President;
- (b) the Vice-President;
- (c) the Treasurer;

- (d) the Secretary;
- (e) the Assistant Secretary/Treasurer.

- 8.3. Each member of the Board holds office, subject to these rules, until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- 8.4. If there is a vacancy in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed holds office, subject to these rules, until the conclusion of the next Annual General Meeting after the date of the appointment.
- 8.5. Subject to Section 9.15 any financial Ordinary member or Honorary Life Member may nominate for any position on the Board except that a retiring President shall not be eligible to hold office as President if he or she has held the office of President for the three (3) preceding terms

9. Election of Board members

- 9.1. Nominations of candidates for election as Office-Bearers of the Association or as ordinary Board members—
 - (a) must be made in writing, signed by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
 - (b) must be given to the Secretary of the Association not less than seven (7) days before the date fixed for the Annual General Meeting at which the election is to take place.
- 9.2. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations may be received at the Annual General Meeting for vacancies not so filled.
- 9.3. If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be vacancies.
- 9.4. If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 9.5. If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 9.6. All elections under this Constitution shall be conducted by a Returning Officer who shall be elected in accordance with this Constitution.
- 9.7. At each Annual General Meeting the meeting shall elect a Returning Officer and a Deputy Returning Officer whose term of office shall be up to and including the succeeding Annual General Meeting. The Returning Officer shall be responsible for the conduct of all elections required under this Constitution and shall supervise the nomination and election procedures as required. The Deputy Returning Officer shall deputise for the Returning Officer on the retirement or absence of the Returning Officer.
- 9.8. Neither the Returning Officer nor the Deputy Returning Officer shall be a candidate for any other office at any election held during the tenure of their respective positions.
- 9.9. Neither the Returning Officer nor the Deputy Returning Officer shall be eligible for co-option to the Board of Management during the tenure of their respective positions.
- 9.10. Neither the Returning Officer nor the Deputy Returning Officer shall be in regular and substantial paid employment of the Community during the tenure of their respective positions.
- 9.11. If at any meeting at which elections are to be held both the Returning Officer and Deputy Returning Officer are unavailable to conduct those elections then the meeting shall elect an Acting Returning officer for those elections and the provisions of this clause shall apply to that Acting Returning Officer.

- 9.12. Elections for Office-Bearers at Annual General Meetings shall be held by secret ballot and the optional preferential system of voting shall apply. In the event of a tied vote for any position the Returning Officer shall break the tie by lot.
- 9.13. Elections for Committee Member positions other than Office-Bearers at Annual General Meetings shall be held by secret ballot and each person voting shall have as many votes to cast as there are positions to fill. In the event of a tied vote for any position after the distribution of preferences the Returning Officer shall break the tie by lot.
- 9.14. A person is not eligible to hold simultaneously more than one position on the Board except that the Immediate Past President may in addition be an Office Bearer.
- 9.15. A candidate for the office of President shall have been a member of the Board for at least twelve (12) months or one term within the immediately preceding five (5) years.
- 9.16. Subject to Section 8.1 the Board may co-opt any Ordinary Member or Honorary Life Member to hold office until not later than the next Annual General Meeting.
- 9.17. No person in regular and substantial paid employment of the Community may be or may remain elected or co-opted to the Board.

10. Office-Bearers

10.1. President:

- (a) shall be the Chief Executive Officer and spokesman for the Community and represent it in relations with other persons organisations or governmental bodies. The President may delegate another person for a specific occasion to represent the Community's position on specific issues;
- (b) shall present an annual report to the Community at the Annual General Meeting;
- (c) shall be *ex officio* a member of all subcommittees of the Board;
- (d) shall preside at all meetings of the Board except that in the absence or at the wish of the President not to preside at any meeting of the Board the Vice-President shall so preside and if neither the President nor the Vice-President presides at any such meeting the meeting shall elect a Chairman in respect of such meeting. The person presiding shall have a deliberative vote and in the event of a tied vote on any motion a casting vote.
- (e) shall serve as a Constituent appointed Councillor and a Vice-President of the Executive Council of Australian Jewry in line with the Constitution of the Executive Council of Australian Jewry.

10.2. Vice-President:

- (a) shall assist the President in all the President's duties and shall deputise for the President when the President is unavailable; and
- (b) shall in the event of the President's resignation dismissal or death assume the remainder of the President's term of office.

10.3. Secretary

- (a) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, notify the Association of his or her address.
- (b) The Secretary must keep—
- (i) minutes of all elections and appointments of Office-Bearers and ordinary Board members;
- (ii) the names of members of the Board present at a Board meeting or a General Meeting;
- (iii) minutes of all proceedings at Board meetings and General Meetings.
- (c) Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.
- (d) If resident in the Australian Capital Territory the Secretary shall be the Public Officer but if not resident in the Territory the Board will within fourteen (14) days of the residency

qualification of the position becoming apparent appoint a member of the Board or if no such member shall be available a member of the Community to the position of Public Officer.

(e) The Secretary shall if so directed by the Board keep registers of all births, barmitzvahs, batmitzvahs, marriages and deaths of members of the Community and their families.

(f) The Secretary shall oversee the preparation of guidelines and by-laws for the effective governance of the Association, including those necessary to comply with applicable laws and regulations.

10.4. Treasurer

The Treasurer of the Association must—

(a) collect and receive all amounts owing to the Association and make all payments authorised by the Association;

(b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association;

(c) be responsible for the payment of all accounts after they have been passed provided that if suppliers of goods and services require early payment for delivery of such goods or service the Treasurer may authorise payment and submit such payments for ratification at the next meeting of the Board;

(d) render financial statements as requested from time to time by the Board, and present to the Annual General Meeting a duly audited statement of account in respect of the year ended 30th of June of that year.

10.5. Assistant Secretary/Treasurer:

(a) shall assist the Secretary and the Treasurer in their duties as required.

11. Vacancies

11.1. For these rules, a vacancy in the office of a member of the Board happens if the member—

(a) dies; or

(b) ceases to be a member of the Association; or

(c) resigns the office; or

(d) is removed from office under Section 12 (Removal of Board members); or

(e) becomes an insolvent under administration within the meaning of the *Corporations Act*;
or

(f) suffers from mental or physical incapacity; or

(g) is disqualified from office under the Act, Section 63 (1); or

(h) is absent without the consent of the Board from all meetings of the Board held during a period of three (3) months.

12. Removal of Board members

12.1. The Association in General Meeting may by resolution, subject to the Act, Section 50, remove any member of the Board from the office of member of the Board before the end of the member's term of office.

13. Board meetings and quorum

13.1. The Board must meet at least nine (9) times in each calendar year at a place and time that the Board may decide.

13.2. Additional meetings of the Board may be called by any two (2) members of the Board.

- 13.3. Oral or written or electronic notice of a meeting of the Board must be given by the Secretary to each member of the Board at least forty-eight (48) hours (or any other period that may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- 13.4. Notice of a meeting given under Section 13.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Board members present at the meeting agree to treat as urgent business.
- 13.5. Any five (5) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board provided that at least three (3) of these five (5) are Office-Bearers.
- 13.6. No business may be transacted by the Board unless a quorum is present and, if within thirty (30) minutes after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- 13.7. If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting is dissolved.
- 13.8. At meetings of the Board the President or, in the absence of the President, the Vice-President presides, or if the President and the Vice-President are absent or do not wish to preside one of the remaining members of the Board may be chosen by the members present to preside.
- 13.9. In any matter under discussion where a member of the Board or the immediate family of any member of the Board to that member's knowledge has a pecuniary interest or other conflict of interest that member shall declare such interest and withdraw while such matter is under discussion unless requested by the Board to remain but such person shall have no voting right on such matter.

14. Delegation by Board to subcommittee

- 14.1. The Board may, in writing, delegate to one or more subcommittees (consisting of the member or members of the Association that the Board considers appropriate) the exercise of the functions of the Board that are specified in the instrument, other than—
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Association in General Meeting.
- 14.2. A function, the exercise of which has been delegated to a subcommittee under this Section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 14.3. A delegation under this Section may be made subject to any conditions or limitations about the exercise of any function or about time or circumstances that may be specified in the instrument of delegation.
- 14.4. Despite any delegation under this Section, the Board may continue to exercise any function delegated.
- 14.5. Any act or thing done by a subcommittee acting in the exercise of a delegation under this Section has the same force and effect as it would have if it had been done or suffered by the Board.
- 14.6. The Board may, in writing, revoke wholly or in part any delegation under this Section.
- 14.7. A subcommittee may meet and adjourn as it considers appropriate.

15. Voting and decisions

- 15.1. Except as provided by Section 15.4, questions arising at a meeting of the Board or of any subcommittee appointed by the Board are decided by a majority of the votes of members of the Board or subcommittee present at the meeting.
- 15.2. Each member present at a meeting of the Board or of any subcommittee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- 15.3. Any Minister of the Community shall *ex officio* be a non-voting Member of the Board save that for part or all of any specific meeting the President may require that the Minister not attend or withdraw from the meeting.
- 15.4. Where a matter is urgent and compelling, the President may require the Secretary to conduct a vote on the matter by members of the Board out of session by email and the matter is decided by a majority of the votes of the members of the Board voting by email on receipt by the Secretary of the last vote.
- 15.5. The Secretary must at the next meeting of the Board table the emails received from members of the Board voting in accordance with Section 15.4 and each member of the Board so voting who is present at the next meeting must attest to the member's vote on the matter by signing the email.

16. General Meetings

16.1. Annual General Meetings—holding of

- 16.1.1. With the exception of the first Annual General Meeting of the Association, the Association must, at least once in each calendar year and within five (5) months after the end of each financial year of the Association, call an Annual General Meeting of its members.
- 16.1.2. The Association must hold its first Annual General Meeting—
 - (a) within eighteen (18) months after its incorporation under the Act; and
 - (b) within five (5) months after the end of the first financial year of the Association.
- 16.1.3. Sections 16.1.1 and 16.1.2 have effect subject to the powers of the Registrar-General under the Act, Section 120 in relation to extensions of time.

16.2. Annual General Meetings—calling of and business at

- 16.2.1. The Annual General Meeting of the Association must, subject to the Act, be called on a date and at a place and time that the Board considers appropriate.
- 16.2.2. In addition to any other business that may be transacted at an Annual General Meeting, the business of an Annual General Meeting is—
 - (a) to confirm the minutes of the last Annual General Meeting and of any General Meeting held since that meeting; and
 - (b) to receive from the Board reports on the activities of the Association during the last financial year; and
 - (c) to elect members of the Board, including Office-Bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, Section 73 (1).
- 16.2.3. An Annual General Meeting must be specified as such in the notice calling it in accordance with Section 16.4 (Notice).
- 16.2.4. An Annual General Meeting must be conducted in accordance with the provisions of this part.

16.3. General Meetings—calling of

- 16.3.1. The Board may, whenever it considers appropriate, call a General Meeting of the Association.
- 16.3.2. The Board must on the requisition in writing of not less than fifteen (15) members call a General Meeting of the Association.
- 16.3.3. A requisition of members for a General Meeting—
 - (a) must state the purpose(s) of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 16.3.4. If the Board fails to call a General Meeting within thirty (30) days after the date when a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may call a General Meeting to be held not later than ninety (90) days after that date.
- 16.3.5. A General Meeting called by a member or members mentioned in Section 16.3.2 must be called as nearly as is practicable in the same way as General Meetings are called by the Board and any member who thereby incurs expense is entitled to be reimbursed by the Association for any reasonable expense so incurred.

16.4. Notice

- 16.4.1. Except if the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least fourteen (14) days before the date fixed for the holding of the General Meeting, send by post or email to each member at the member's address appearing in the register of members a notice specifying the place date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 16.4.2. If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least twenty-one (21) days before the date fixed for the holding of the General Meeting, send notice to each member in the way provided in Section 16.4.1 specifying, in addition to the matter required under that Section, the intention to propose the resolution as a special resolution.
- 16.4.3. No business other than that specified in the notice calling a General Meeting may be transacted at the meeting except, for an Annual General Meeting, business that may be transacted under Section 16.2.
- 16.4.4. A member desiring to bring any business before a General Meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

16.5. General Meetings—procedure and quorum

- 16.5.1. No item of business may be transacted at a General Meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 16.5.2. At all Annual General Meetings and Special General Meetings fifteen (15) members of the Community eligible to vote shall constitute a quorum for the transaction of the business of a General Meeting.
- 16.5.3. If within thirty (30) minutes after the appointed time for the start of a General Meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and the same place (unless another place is specified at the

time of adjournment by the person presiding at the meeting or communicated by written notice to members at least two (2) days before the day to which the meeting is adjourned).

16.5.4. If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the start of the meeting, the members present (being not fewer than ten (10) constitute a quorum.

16.6. Presiding member

16.6.1. The President, or in the absence of the President, the Vice-President, presides at each General Meeting of the Association.

16.6.2. If the President and the Vice-President are absent from a General Meeting, the members present must elect one of their number to preside at the meeting.

16.7. Adjournment

16.7.1. The person presiding at a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

16.7.2. If a General Meeting is adjourned to another day the Secretary must give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

16.7.3. Except as provided in Section 16.7.2 notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

16.8. Making of decisions

16.8.1. A question arising at a General Meeting of the Association is to be decided on a show of hands (except for contested elections to vacancies) and unless before or on the declaration of the show of hands a poll is demanded a declaration by the person presiding that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

16.8.2. At a General Meeting of the Association, a poll may be demanded by the person presiding or by not less than three (3) members present in person at the meeting.

16.8.3. If the poll be demanded at a General Meeting, the poll must be taken—
(a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
(b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

16.9. Voting

16.9.1. Subject to Section 16.9.3, on any question arising at a General Meeting of the Association other than elections to the Board a member has one vote only.

16.9.2. All votes must be given personally by those financial members present and there shall be no use of proxy voting at any meeting.

16.9.3. If the votes on a question at a General Meeting are equal, the person presiding is entitled to exercise a second or casting vote.

16.9.4. A member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member to the Association has been paid, other than the amount of the annual subscription payable for the then current year.

16.10. Appointment of proxies

16.10.1. Members are not entitled to appoint any person as a proxy. Proxy voting is not permitted in this Association.

17. Funds

17.1. Funds —source

17.1.1. The funds of the Association shall be derived from entrance fees and annual subscriptions of members, bequests, donations, grants and allocations, and, subject to any resolution passed by the Association in General Meeting and subject to the Act Section 114, any other sources that the Board decides.

17.1.2. All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.

17.1.3. The Association must as soon as practicable after receiving any money issue an appropriate receipt.

17.1.4. The Board shall have the right to refuse any donation or bequest.

17.2. Funds—management

17.2.1. Subject to any resolution passed by the Association in General Meeting, the funds of the Association must be used for the objects of the Association in the way that the Board decides.

17.2.2. All cheques drafts bills of exchange promissory notes and other negotiable instruments must be signed by any two (2) members of the Board or employees of the Association being members of the Board or employees authorised to do so by the Board.

17.2.3. The Board may make such guidelines as it deems appropriate to facilitate other forms including but not limited to electronic transfers of funds and payment of accounts and use of credit and debit cards including salaries.

18. Alteration of objects and rules

18.1. Neither the objects of the Association mentioned in the Act, Section 29, nor these rules may be altered except in accordance with the Act.

18.2. Where provided in this Constitution the Board shall and in other instances as it deems appropriate the Board may make guidelines or by-laws.

18.3. Guidelines or by-laws may be made or amended by a vote of a simple majority of the Board at any meeting of which fourteen (14) days notice in writing has been given to all Board members setting out the purpose of the Meeting, provided however that the guidelines or by-laws shall not be made or altered in any manner which would make any of them contrary to or not consistent with the provisions of the Constitution.

18.4. Any guidelines or by-laws so made or amended shall be expeditiously published in the newsletter of the Community or if no newsletter exists then the guidelines or by-laws shall be circulated to all members of the Community.

18.5. If there is any alteration to the objects of the Association mentioned in this Constitution, the Board must advise the ACNC and, if appropriate, the ATO, of the alteration.

19. Common seal

19.1. The common seal of the Association must be kept in the custody of the Secretary.

- 19.2. The common seal must not be attached to any instrument except by the authority of the Board and the attaching of the common seal must be attested by the signatures either of one (1) member of the Board and of the Secretary or two (2) members of the Board.

20. Custody and inspection of books

- 20.1. Subject to the Act, the regulations and these rules, the Secretary must keep in his or her custody or under his or her control all records books and other documents relating to the Association.
- 20.2. The records, books and other documents of the Association must be open to inspection at a place in the Australian Capital Territory free of charge by a member of the Association at any reasonable hour except where the Board shall have declared as confidential material relating to the personal affairs of individuals.

21. Service of notice

- 21.1. For these rules, the Association may serve a notice on a member by sending it by post to the member at the member's most recent address notified to the Secretary by the member and shown in the register of members.
- 21.2. Note: For how documents may be served, see the Legislation Act, pt 19.5.

22. Surplus property

- 22.1. At a General Meeting of the Association, the Association must pass a special resolution nominating—
(a) another Association for the Act Section 92 (1) (a); or
(b) a fund, authority or institution for the Act Section 92 (1) (b);
in which it is to vest its surplus property in the event of the dissolution or winding up of the Association.
- 22.2. An Association nominated under Section 22.1 must fulfil the requirements specified in the Act Section 92 (2).

23. Registered Office

- 23.1. The Registered Office of the Community is situated at the National Jewish Memorial Centre commonly known as the National Jewish Centre, National Circuit, Forrest in the Australian Capital Territory.

24. Constitution

- 24.1. A copy of this Constitution must be given to each new member of the Association and made available on request to members at the Association's registered address.

25 Association is non-profit

- 25.1 Subject to the Act and the regulation, the Association must apply its funds and assets solely in pursuance of the objects of the Association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

26 Gift Fund

- 26.1 If the Association at any stage operates a fund, authority or institution that is an ATO Endorsed Entity, the Association must maintain a fund (**Gift Fund**) for the purposes of pursuing the objects and purposes of that fund, authority or institution:
(a) to which Gifts and Deductible Contributions are to be made; and

- (b) to which any money received by the Association because of those Gifts and Deductible Contributions is to be credited; and
- (c) that does not receive any other money or property; and
- (d) in respect of which the Association will maintain a separate bank account.

26.2 If the Association as a whole is at any stage an ATO Endorsed Entity, the Association may, but need not, maintain a Gift Fund in accordance with this section.

27 Closure of Gift Fund

27.1 At the first occurrence of:

- (a) the winding up of the Gift Fund (including where a fund, authority or institution that the Association operates ceases to be an ATO Endorsed Entity); or
- (b) the Association as a whole ceasing to be an ATO Endorsed Entity (including the revocation of the Association's endorsement as a deductible gift recipient under Subsection 30-BA of the ITAA 1997),

any surplus assets of the Association or the Gift Fund remaining after payment of liabilities attributable to it must be transferred to one or more ATO Endorsed Entities.

APPENDIX 1

APPLICATION FOR MEMBERSHIP OF THE ACT JEWISH COMMUNITY INCORPORATED

(incorporated under the Associations Incorporation Act 1991)

I,

.....(full name of applicant)
(title) (first name/s) (surname – please print)

of

.....
(street address including postcode)

.....
(mailing address including postcode)

.....
(occupation)

.....

(email) (telephone/mobile)

apply to become a member of the incorporated Association. If I am admitted as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
(Signature of applicant)

Date