

# CONSTITUTION

(amended as at 12 October 2015)



**RULES OF THE JEWISH COMMUNITY COUNCIL OF VICTORIA INCORPORATED**

**NAME**

1. The name of the incorporated association is Jewish Community Council of Victoria Incorporated (in these Rules called "**Council**").

**PURPOSES**

- 1A. The Council shall be and act without profit to its Members as the official spokesperson and central authority of the Jewish community of Victoria and shall foster the unity of the Jewish community and strive for the fulfilment of its aspirations and ensure the continuity and development of its religious, spiritual, cultural and social heritage and to that end its purposes, aims and objects shall be-
  - (a) to represent the Jewish community of Victoria;
  - (b) to promote unity of endeavour and of action within the Jewish community of Victoria, and to co-ordinate the work of the various organisations of the Victorian Jewish community;
  - (c) to secure, safeguard and further the religious, political, economic, social, civil and cultural rights, welfare and interest of Jews in Victoria and elsewhere;
  - (d) to use its influence and to intervene wherever deemed necessary or desirable in favour of Jews in other states or countries;
  - (e) to encourage and assist the development of Jewish social, religious and cultural life in Victoria;
  - (f) to intensify the bonds of Victorian Jewry with Israel and to strengthen the ties of solidarity with Israel in the community;
  - (g) to alleviate the consequences of and to afford relief from calamities affecting Jews anywhere in the world and to act in association with other bodies for the rescue, resettlement and rehabilitation of Jewish victims of persecution;
  - (h) to perpetuate the memory of the victims of the Holocaust and to promote understanding of the Holocaust;
  - (i) to promote understanding and goodwill between Jews and citizens of other faiths;
  - (j) to act in conjunction with other bodies to provide facilities for and to assist generally Jewish education in Victoria;
  - (k) to administer any relief or other fund which may be received in trust or otherwise for any of these aims and objects;

- (l) to participate as a constituent of the Executive Council of Australian Jewry;
- (m) to co-operate with any organisation having aims or objects similar to these aims and objects;
- (n) to raise monies for and to apply the same in carrying out these aims and objects; and
- (o) to take such action as it considers necessary on behalf of the Victorian Jewish community in any matter that concerns Victorian Jewry or Jews elsewhere.

### INTERPRETATION

2. (a) In these Rules, unless the contrary intention appears--

**"Act"** means the *Associations Incorporation Reform Act 2012*;

**"Alternate Delegate"** means an alternate delegate appointed by a Constituent under Clause 11(b);

**"Delegate"** means a delegate appointed by a Constituent under Clause 11(a) or appointed under Clause 13(b);

**"Constituent"** means a constituent of the Council as defined in Clause 5(a);

**"Executive"** means the committee of management of the Council;

**"financial year"** means the year ending on 31 December;

**"general meeting"** means a general meeting of Members convened in accordance with rule 26;

**"Member"** means a member of the Council as defined in Clause 4;

**"ordinary member of the Executive"** means a member of the Executive who is not an officer of the Council under Rule 40;

**"Regulations"** means regulations under the Act;

**"relevant documents"** means records or other documents, however compiled, recorded or stored, that relate to the incorporation and management of an incorporated association, including minutes of meetings, membership records, accounts, accounting records and documents relating to transactions, dealings, business or property of the association;

- (b) deleted

- (c) The Executive Director of the Council pro-tem ("**Chief Executive Officer**") shall be the secretary of the Council, and in the event that there not be an Executive Director of the Council, the President of the Council pro-tem shall be the secretary.

### ALTERATION OF THE RULES

3. These Rules and the statement of purposes of the Council must not be altered except in accordance with the Act by Special Resolution of the Council.

### **MEMBERSHIP**

4. The Members of the Council shall be -
- (a) the Constituents;
  - (b) the members of the Executive; and
  - (c) the members of the Executive Council of Australian Jewry as hereinafter provided.

#### **4A Powers of Council**

The Council shall have the power to do all such things as in its opinion shall be conducive to the implementation of the purposes, aims and objects set out in Rule 1A and without limiting the generality of the foregoing it shall have power to raise funds, to hold land on any tenure, to accept gifts, legacies and devises, to purchase and to sell any real and personal estate, to execute trusts, to engage and dismiss servants, and to enter into contracts and no action by or on behalf of the Council which is not contrary to these Rules shall be invalidated as being ultra vires.

#### **4B. No profit or gain to Members**

- (a) The Council will not be carried on for the purposes of profit or gain to its Members and the income and property of the Council, however and wherever derived, will be applied solely towards the promotion of the purposes of the Council. No portion of the income or property of the Council will be paid or transferred, directly or indirectly, to the Members.
- (b) Notwithstanding anything contained in clause (a), nothing contained in Rule 1A will prevent the payment in good faith of remuneration to any officers or servants of the Council or to any Member in return for any services actually rendered to the Council or for goods supplied in the ordinary course of business, nor prevent the payment of interest at a rate not exceeding the rate fixed for the purposes of this clause by the Executive on money borrowed from any Member or reasonable and proper rent for premises demised or let by any Member to the Council.

### **CONSTITUENTS**

5. The Constituents of the Council shall be -
- (a) Those organisations affiliated to the Jewish Community Council of Victoria as at the date of incorporation (as listed in the Schedule annexed hereto certified by the Chairman of the Special General Meeting at which these rules were adopted, marked Appendix 1); and

- (b) Those organisations which shall be admitted as Constituents in accordance with Clause 6 herein.
- 6.
- (a) No resolution for the admission of a new Constituent shall be submitted to the Council unless the Executive shall report to the Council that the organisation meets the criteria for affiliation.
  - (b) No organisation shall be admitted as a Constituent except by Special Resolution.
  - (c) Subject to the provisions of this Constitution, an organisation shall be admitted as a Constituent upon such terms and conditions, including affiliation fees, entitlement to Delegates and Alternate Delegates and voting rights as the Council shall by Special Resolution decide.
- 7.
- (a) Deleted
  - (b) All Constituents shall not less than once every two years submit evidence to the Executive of their financial membership, by certificate of their independent auditor, or in some other manner acceptable to the Executive.
  - (c) If the financial membership of a Constituent shall fall below 150 for more than twelve months it shall be entitled only to one Delegate to the Council until such time as its financial membership shall have increased to 250.
  - (d) If the financial membership of a Constituent shall fall below 75 the Council on the recommendation of the Executive may by special resolution resolve that the Constituent may be conditionally disaffiliated and unless the Executive shall report to the Council within six months from the date of such Resolution that the Constituent is active and that its membership is not less than 100, the Constituent shall at the expiration of such period of six months be disaffiliated from the Council.
- 8.
- (a) The provisions of this clause shall apply notwithstanding anything contained in Clause 9(a).
  - (b) The provisions of this clause shall apply in relation to every Constituent to which at least three organisations are affiliated each of which -
    - (i) is an independent Victorian organisation or an organisation operating within Victoria;
    - (ii) has been established for not less than two years;
    - (iii) has a financial membership of not less than 200 persons over the age of 18 years residing in Victoria;
    - (iv) is organised for the advancement of some specifically Jewish ideal or ideals and its membership is confined to Jews

The Constituents referred to in this paragraph are in this clause designated as "Roof Body Constituents" and the organisations referred to in this paragraph which comply with the abovementioned requirements are in this clause designated as "Indirect Affiliates".

- (c) Each Roof Body Constituent shall be entitled to appoint-

- (i) One Delegate to the Council for each 250 financial members provided however that in determining the number of Delegates in respect of any Roof Body Constituent members of Indirect Affiliates which are affiliated to that Roof Body Constituent but not including members of any Indirect Affiliate which is itself a Constituent of the Council shall be deemed to be members of that Roof Body Constituent; and
- (ii) One Delegate to the Council from each Indirect Affiliate which is affiliated to the Roof Body Constituent and is not itself a Constituent of the Council.

PROVIDED HOWEVER that no Roof Body Constituent shall be entitled to appoint more than eight Delegates to the Council.

- (d) The Executive shall take all necessary steps to ensure that the number of Delegates appointed from time to time by all Roof Body Constituents is in accordance with the provisions of paragraph (c) of this Clause.
- (e) This Clause shall not apply in relation to any Constituent unless and until the Constituent elects by notice in writing to the Executive that the Constituent desires that its status thenceforth be determined by reference to the provisions of the Clause and upon such an election being made the affiliation fee payable by the Constituent shall be reviewed having regard to its new status and increased representation if any on the Council and upon payment by the Constituent of its revised affiliation fee aforesaid to be fixed in the manner set forth in Clause 14 hereof and thereupon this Clause shall be deemed to apply in relation to that Constituent.
- (f) Any dispute arising between the Executive on the one hand and a Constituent on the other as to whether or not an organisation affiliated with that Constituent is "an independent Victorian organisation" within the meaning of that expression as set forth in paragraph (b) of this clause shall if the Constituent so requests be referred by the Executive to a Judicial Committee pursuant to Clause 56 the decision of which Judicial Committee shall be binding upon the Constituent the Executive and the Council.

8A. An organisation seeking to become a Constituent of the Council, other than a Roof Body Constituent, shall be required to satisfy the following criteria:

- (a) The organisation is organised for the advancement of some specifically Jewish ideal or ideals;
- (b) The organisation's membership is confined to Jews; and
- (c) The organisation operates in Victoria.

An organisation seeking to become a new Roof Body Constituent shall be required to meet the criteria set out at 8(b)(i) to (iv).

#### **ELIGIBILITY FOR MEMBERSHIP**

- 9. (a) No person shall be eligible to be or remain a Member who is an employee of the Council or of any instrumentality of or institution controlled by the Council.

- (b) Any Member or Delegate who is financially interested in any contract or resolution of the Council involving a sum exceeding \$500 must disclose the Member's or Delegate's interest to the Council before such contract is entered into or resolution submitted to the vote and that Member or Delegate must abstain from voting on such resolution.

### **APPOINTMENT OF DELEGATES**

11. (a) Delegates shall be appointed by Constituents from time to time and Constituents shall advise the Council in writing of all persons appointed, provided that nothing herein shall affect the right of a Constituent pursuant to its own rules to recall any of its Delegates and to appoint other persons in their place. All Delegates shall hold office until death, or notice of change being received from the Constituent they represent..
- (b) The number of Delegates to the Council that each Constituent shall be entitled to appoint shall be determined by the Council by Special Resolution from time to time upon the recommendation of the Executive.
- (c) Each Constituent shall be entitled to appoint one or more Alternate Delegates from time to time to attend meetings of the Council on behalf of a Delegate if that Delegate is unable to attend.
12. (a) All appointments of Delegates shall be made at the Annual General Meeting of the Constituent or in such other manner as the Constituent in a general meeting shall prescribe from time to time.
- (b) Notice of all appointments shall be communicated to the Council in writing signed by an office bearer of the Constituent who shall certify that the requirements of these Rules in relation to the appointment were duly complied with.
13. This Rule shall apply to the exclusion of all other provisions of these Rules.
- (a) Jewish students in Victoria shall be represented by seven Delegates.
- (b) The seven Delegates shall be selected in the following manner:
- (i) The student Delegates shall be known as the delegation of the Victorian Jewish Students ("V.J.S.")
- (ii) The Delegates shall be nominated from time to time by the Australasian Union of Jewish Students (Victoria) provided that one of the Delegates shall be its President.
- (iii) The President or in his/her absence the Vice-President of the Australasian Union of Jewish Students may attend meetings of the Council with the right to address but no voting power (unless otherwise qualified to vote).

### **MEMBERSHIP FEES**

14. Each of the Constituents shall pay to the Council such Entrance Fee and membership fee as the Council by Special Resolution shall decide from time to time upon the recommendation of the Executive.

### **REGISTER OF MEMBERS**

15. (a) The Secretary must keep and maintain a register of Members containing -
- (i) the name and address of each Member; and
  - (ii) the date on which each Member's name was entered in the register.
- (b) The register is available for inspection free of charge by any Member upon request.
- (c) A Member may make a copy of entries in the register.

### **RESIGNATION AND EXPULSION OF CONSTITUTENTS**

16. (a) Any Constituent may cease to be a Constituent at the expiration of three months notice in writing to the Council of its resignation, which notice will be revocable until the expiration of the said period.
- (b) Upon the expiration of the period referred to in sub-rule (a) the Secretary, or such person as shall be designated by the Executive from time to time, shall record in the register of Members the date on which the Constituent ceased to be a a Constituent, as the case may be.
17. Subject to these Rules, if the Executive is of the opinion that a Constituent has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Constituent or prejudicial to the interests of the Council or is more than 18 months in arrears in payment of its membership fees, the Executive may by resolution:
- (a) suspend that Constituent from membership of the Council for a specified period; or
  - (b) expel that Constituent from the Council.
18. A resolution of the Council under Rule 17 (a) or (b) does not take effect unless-
- (a) at a meeting held in accordance with Rule 19 hereof, the Executive confirms the resolution; and
  - (b) if the Constituent exercises a right of appeal to the Council under Rule 19, the Council confirms the resolution in accordance with these Rules.
19. (a) A meeting of the Executive to confirm or revoke a resolution passed under Rule 17 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Constituent in accordance with sub-rule (b).



- (b) For the purposes of giving notice in accordance with sub-rule (a), the President must, as soon as practicable, cause to be given to the Constituent a written notice -
    - (i) setting out the resolution of the Executive and the grounds on which it is based; and
    - (ii) stating that the Constituent's representative, may address the Executive at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Constituent; and
    - (iii) stating the date, place and time of that meeting; and
    - (iv) informing the Constituent that its representative may attend that meeting and/or give to the Executive before the date of that meeting a written statement seeking the revocation of the resolution; and
    - (v) informing the Constituent that, if at that meeting, the Executive confirms the resolution, the Constituent may, not later than 48 hours after that meeting, give the President a notice to the effect that the Constituent wishes to appeal to the Council in general meeting against the resolution.
  - (c) At a meeting of the Executive to confirm or revoke a resolution passed under Rule 17 the Executive must -
    - (i) give the Constituent's representative, an opportunity to be heard; and
    - (ii) give due consideration to any written statement submitted by the Constituent; and
    - (iii) determine by resolution whether to confirm or to revoke the resolution.
  - (d) If at the meeting of the Executive, the Executive confirms the resolution, the Constituent may, not later than 48 hours after that meeting, give the President a notice to the effect that the Constituent wishes to appeal to the Council in general meeting against the resolution.
20. (a) If the President receives a notice under Rule 19(d), he or she must notify the Executive and the Executive must convene a general meeting of the Association to be held within 21 days after the date on which the President received the notice.
- (b) At a general meeting of the Council convened under sub-rule (a) -
    - (i) no business other than the question of the appeal may be conducted; and
    - (ii) the Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
    - (iii) the Constituent's representative, must be given an opportunity to be heard; and

- (iv) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
  - (c) A resolution is confirmed if, at the general meeting, not less than two-thirds of the Members vote in person in favour of the resolution. In any other case, the resolution is revoked.
- 20A. If any Constituent shall be more than six months in arrears in payments of its affiliation fees the President, upon being so requested by the Executive, shall prohibit the Delegates of that Constituent from taking part in meetings of the Council.

### **GRIEVANCE PROCEDURE**

21. The grievance procedure set out herein applies to disputes under these Rules between -
- (a) a Member and another Member; or
  - (b) a Member and the Council.
22. 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.
23. (a) 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, hold a meeting in the presence of a mediator. The mediator must be a person chosen by agreement between the parties, or in the absence of agreement -
- (i) in the case of a dispute between a the Member and another Member a person or persons appointed by the Executive of the Council; or
  - (ii) in the case of a dispute between a Member and the Council, a person or person who is a mediator recognised by Courts and Tribunals in the State of Victoria.
- (b) A Member can be a mediator but cannot be a Member who is a party to the dispute.
  - (c) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
  - (d) The mediator, in conducting the mediation, must -
    - (i) give the parties to the mediation process every opportunity to be heard; and
    - (ii) allow due consideration by all parties of any written statement submitted by any party; and

- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (e) The mediator must not determine the dispute.
- (f) 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.

### **ANNUAL GENERAL MEETINGS**

24. (a) The Executive may determine the date, time and place of the annual general meeting of the Council.
- (b) The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- (c) The ordinary business of the annual general meeting shall be -
- (i) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (ii) to receive from the Executive reports upon the transactions of the Council during the last preceding financial year; and
  - (iii) to receive and consider the statement submitted by the Council in accordance with Part 7 of the Act.
- (d) The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.
- (e) At every third Annual General Meeting the ordinary business of that Annual General Meeting shall include the election of officers of the Council and the ordinary members of the Executive. Such meeting shall be held at intervals not exceeding 37 months and shall be referred to as "the Triennial Conference".

### **SPECIAL GENERAL MEETINGS**

- 25 (a) In addition to the annual general meeting, any other general meetings may be held in the same year.
- (b) All General Meetings other than the Annual General Meeting are special general meetings and shall be referred to as a meeting of the Plenum.
- (c) The Executive may, whenever it thinks fit, convene a special general meeting of the Council, but there shall be at least five (5) special general meetings in each year in addition to the annual general meeting.
- (d) If, but for this sub-rule, more than 15 months would elapse between annual general meetings, the Executive must convene a special general meeting before the expiration of that period.

- (e) The Executive must, on the request in writing of Members representing not less than seven Members, convene a special general meeting of the Council.
  - (f) The request for a special general meeting must -
    - (i) state the objects of the meeting; and
    - (ii) be signed by the Members requesting the meeting; and
    - (iii) be sent to the address of the President.
  - (g) If the Executive does not cause a special general meeting to be held within one month after the date on which the request is sent to the address of the President, the Members making the request, or any of them, may convene a special general meeting to be held not later than 3 months after that date.
  - (h) If a special general meeting is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Executive and all reasonable expenses incurred in convening the special general meeting must be refunded by the Council to the persons incurring the expenses.
26. All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under the rules as ordinary business of the annual general meeting, is deemed to be special business.
27. The President of the Council, at least 14 days, or if a Special Resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Council, must cause to be sent to each Member, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- Notice may be sent -
- (a) by prepaid post to the address appearing in the register of Members; or
  - (b) if the Member requests, by facsimile transmission or electronic transmission.
28. (a) No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- (b) A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the President of that business, who must include that business in the notice calling the next general meeting.

### **QUORUM AT MEETINGS**

29. No item of business may be conducted unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item in accordance with the following -
- (a) General Meeting of the Council - not less than 20 Delegates representing not less than 8 Constituents and not less than 5 members of the Executive;

- (b) Meeting of the Executive - not less than five members; and
  - (c) Meeting of an ad-hoc sub-committee - not less than half the number of members of the ad-hoc sub-committee.
30. If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present -
- (a) in the case of a meeting convened upon the request of Members--the meeting must be dissolved; and
  - (b) in any other case--the meeting shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
31. If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Delegates personally present (being not less than 20) shall be a quorum.
32. Deleted

#### **CHAIRMAN AT MEETINGS**

33. The Chairman of a meeting shall be –
- (a) At the Annual General Meeting, Special General Meeting and at a meeting of the Executive – the President of the Council or in his absence or if he is unable to act – the Vice President.
  - (b) At a meeting of an ad-hoc sub-committee – the Chairman of the sub-committee.
34. If the Chairman of a meeting (as determined by Rule 33) is not present within 5 minutes of the advertised time of the meeting or if such person or persons shall be unable or unwilling to act then the Members present may elect some other one of their number to act as the chairman of that meeting.
35. The Chairman at any meeting shall have a casting vote and a deliberative vote.

#### **VOTING AT GENERAL MEETINGS**

36. (a) Upon any question arising at a general meeting of the Council:
- (i) each Delegate has one vote only; and
  - (ii) subject to Rules 40(c) and 53(a), each Member who is not a Delegate has one vote only.
- (b) All votes must be given personally.
- (c) A Delegate is not entitled to vote at a general meeting unless all money due and payable to the Council by the Constituent of which that Delegate is a representative has been paid.

37. (a) If at a meeting a poll on any question is demanded by not less than ten (10) Delegates representing not less than three (3) Constituents, it must be taken at that meeting in such manner as the Chairman of that meeting may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (b) A poll that is demanded on the election of a Chairman or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairman may direct.
- (c) An Ordinary Resolution shall mean a resolution passed in accordance with Standing Orders by the affirmative vote of a simple majority of those present and voting thereon.
- (d) A Special Resolution shall mean a resolution of which not less than twenty-one days notice in writing has been given to all Members in accordance with Rule 26 and passed by an affirmative vote of not less than three quarters of those present and entitled to vote.
38. If a question arising at a general meeting of the Council is determined on a show of hands--

- (a) a declaration by the Chairman that a resolution has been -
- (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Council -

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

39. Voting by proxy shall not be permitted.

### **EXECUTIVE**

40. (a) The affairs of the Council shall be managed by the committee of management known as "the Executive".
- (b) The Executive -
- (i) shall control and manage the business and affairs of the Council; and
  - (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Council other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members; and
  - (iii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the committee to be essential for the proper management of the business and affairs of the Council;

provided always that the Council shall at all times be kept fully informed of all actions of the Executive.

- (c) Subject to section 77 of the Act (which states that the first members of the Executive of the incorporated association are the persons who were the members of the executive of the association immediately before the association was incorporated), the Executive shall consist of -
- (i) the officers of the Council; and
  - (iii) at least two ordinary members and a maximum of five ordinary members -

each of whom shall be elected at every Triennial Conference of the Council as stated in Rule 23(e); and

(iv) a Security Chairman, appointed in accordance with Rule 40(d); and the following persons, who will be members of the Executive without voting rights and:

(v) the President pro tem of the Zionist Council of Victoria or their nominee.

- (d) Further, and notwithstanding Rule 40(c)(iii), the Executive may at anytime by an affirmative vote of not less than three-quarters of those present at the meeting of which due notice has been given co-opt any person as a member of the Executive without portfolio provided that such co-option is ratified by the Council.

41. (a) The officers of the Council shall be -

- (i) the President;
- (ii) the Vice-President; and
- (iii) the Treasurer.

(b) The provisions of rule 42, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub-rule (a).

(c) Each officer of the Council shall hold office until the next Triennial Conference after the date of his or her election but is eligible for re-election.

(d) In the event of a casual vacancy in any office referred to in sub-rule (a), the Executive may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Triennial Conference next following the date of the appointment.

42. (a) Subject to these Rules, each ordinary member of the Executive shall hold office until the Triennial Conference held next after the date of his or her election but is eligible for re-election.

(b) In the event of a casual vacancy occurring in the office of an ordinary member of the Executive, the Executive may appoint a person to fill the vacancy and the person appointed shall hold office, subject to these Rules, until the

conclusion of the Triennial Conference held next following the date of the appointment.

43. (a) Applications for nominations for members of the Executive shall be called for by advertisement appearing in at least one newspaper or journal circulating among the Jewish population of Victoria and appearing therein not less than twenty-eight (28) days prior to the date of the Triennial Conference.
- (b) Nominations will be received only if made on the Council's official nomination papers.
- (c) No more than one person may be nominated for more than one of the positions on a single nomination paper.
- (d) Each nomination paper shall be signed by the person proposed for the particular office and by the proposer and seconder each of whom must be a Delegate or a member of the Executive.
- (e) Nomination papers must reach the office of the Council not later than fourteen (14) clear days prior to the date of the Triennial Conference.
- (f) Details of the nominations for the respective offices shall be advertised and appear in at least one newspaper or journal circulating among the Jewish population of Victoria and appearing therein not more than seven (7) days prior to the date of the Triennial Conference and the same details shall be included with the notice convening the Triennial Conference which such notice shall be sent to all Members not later than eight (8) days prior to the date of the Triennial Conference.
- (g) A person may be nominated to any number of positions but upon being elected to one such position his or her nomination for all other positions shall immediately lapse.
- (h) If only one nomination is received for any position the person so nominated shall be declared elected to such position but should there be more than one nomination received for any position an election for appointment to such position shall be held by ballot among the Members present at the Triennial Conference.
- (i) Candidates securing a simple majority of those present and voting shall be declared elected to office.
- (j) If there are more than 5 nominations for the position of ordinary member of the Executive the 5 candidates receiving the most votes of those present and voting will be elected as the ordinary members of the Executive.
- (k) If more than 1 candidate receives the fifth highest number of votes (**Tied Candidates**), the 4 candidates receiving the most votes of those present and voting will be elected as the ordinary members of the Executive and there will be a second ballot for the final position of ordinary member of the Executive in which the Tied Candidates are the candidates, and the candidate receiving the majority of votes in that second ballot will be elected as an ordinary member of the Executive.



- (l) Notwithstanding anything to the contrary contained in these Rules, the office of Security Chairman shall be held by such person as may be nominated by the Executive at the meeting of the Executive immediately succeeding the Triennial Conference and ratified by the Council at the next succeeding meeting of the Council thereafter.
44. The office of an officer of the Council, or of an ordinary member of the Executive, becomes vacant if -
- (a) deleted
  - (b) the officer or member of the Executive becomes an insolvent under administration within the meaning of the Corporations Law; or
  - (c) the officer or member of the Executive resigns from office by notice in writing given to the President; or
  - (d) the office is declared vacant by Special Resolution of the Council.
45. Members of the Executive elected or appointed either by the full Council or by any other body in accordance with these Rules need not be Members at the time of their election.
46. (a) In the event of the President of the Council being elected President of the Executive Council of Australian Jewry during the period of his or her office The Vice-President of the Council shall be Acting President of the Council and may perform such duties of the President as may be delegated to him or her by the President.
- (b) If the President shall for any reason be unable to carry out his or her functions or shall be absent from the State of Victoria the Executive shall appoint the Vice-President as Acting President of the Council for such period as the President is unable to so carry out his or her functions or until his or her return (as the case may be).

#### **MEETINGS OF THE EXECUTIVE**

47. (a) The Executive must meet at least 3 times in each year at such place and such times as the Executive may determine.
- (b) Special meetings of the Executive may be convened by the President or by 4 members of the Executive provided one of them shall be an officer of the Council”
48. (a) Written notice of each Executive meeting must be given to each member of the Executive at least 2 business days before the date of the meeting.
- (b) Written notice must be given to members of the Executive of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.
49. Further to Rule 29(b) -

- (a) Any 5 members of the Executive constitute a quorum for the conduct of the business of a meeting of the Executive.
  - (b) No business may be conducted unless a quorum is present.
  - (c) If within half an hour of the time appointed for the meeting a quorum is not present--
    - (i) in the case of a special meeting--the meeting lapses;
    - (ii) in any other case--the meeting shall stand adjourned to the same place and the same time and day in the following week.
  - (d) The committee may act notwithstanding any vacancy on the committee.
50. Questions arising at a meeting of the Executive, or at a meeting of any sub-committee appointed by the Executive, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

### **CIRCULATING RESOLUTIONS**

- 50A
- (a) The members of the Executive may pass a resolution without an executive meeting being held if all members of the Executive who have voting rights sign a document (which may be an email) containing a [statement](#) that they are in favour of the resolution set out in the document.
  - (b) Separate copies of a document may be used for signing by members of the Executive if the wording of the resolution and [statement](#) is identical in each copy.
  - (c) The resolution is passed when the last member of the Executive signs.

### **REMOVAL OF EXECUTIVE MEMBERS**

51. In addition to the provisions of Rule 43:-
- (a) The Council in general meeting may, by resolution, remove any member of the Executive before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.
  - (b) A member who is the subject of a proposed resolution referred to in sub-rule (a) may make representations in writing to the President of the Council (not exceeding a reasonable length) and may request that the written representations be forwarded to each Member.
  - (c) The President may give a copy of the representations to each Member or, if they are not so given, the Member may require that they be read out at the meeting.

### **MINUTES**

52. The Chairman of each Annual General Meeting, Special General Meeting and Executive meeting shall cause minutes to be kept of the resolutions and the proceedings of each such meeting and the Chairman of each Executive Meeting shall also cause a record to be made of the names of the persons present at Executive meetings.

### **EXECUTIVE COUNCIL OF AUSTRALIAN JEWRY**

53. (a) All office bearers and members of the Committee of Management of the Executive Council of Australian Jewry shall, if permanently resident in Victoria, be Members without voting rights.
- (b) The Victorian Councillors to the Executive Council of Australian Jewry shall be elected from among members of Constituents or other Members at the meeting of the Council which immediately precedes the Annual General Meeting of the Executive Council of Australian Jewry.
- (c) If one of the Victorian Councillors of the Executive Council of Australian Jewry is elected as an office bearer or member of the committee of management of the Executive Council of Australian Jewry, despite any other provision of this Constitution or the constitution of the Executive Council of Australian Jewry, the term of that Councillor will not end prior to the end of the term of that Councillor as office bearer or member of the committee of management of the Executive Council of Australian Jewry.

### **SUB-COMMITTEES**

54. (a) The Council may set up such ad hoc committees or sub-committees as it may desire which in the absence of a decision to the contrary shall consist of three persons (including the Chairman of such ad hoc committees or sub-committees ) to be elected by Council.
- (b) The Chairman shall be elected from among the members of that ad hoc committee.
- (c) Each ad hoc committee and Chairman shall continue in office until the tasks for which it was established have been completed.

### **RELIGIOUS MATTERS**

55. Without the written consent of the President of the Council of Orthodox Synagogues and the Chairman of the Victorian Union for Progressive Judaism or any persons serving as members of the Executive in their place the Council and its Committees shall not discuss or deal with -
- (a) the admission of proselytes to the Jewish faith or the recognition of such proselytes;
- (b) the Kashruth of any commodity or establishment, or the religious competence of any Shochet, Mashgiach, Rabbi or Minister;

- (c) any matter which would involve the correctness or otherwise of any decisions of a Beth Din upon a question of Jewish Law;
- (d) the mutual relations of Congregations or their relations with other Congregations outside Victoria;

provided that if the Council shall in writing request the consent of the said persons to discuss or deal with all or any of such matters and no negative reply be received within thirty (30) days the Council may proceed to discuss or deal with the matters referred to in such request.

- 56. Notwithstanding the foregoing and provided that no objection is made by the said person appointed by them to make the objection, the Council may discuss or deal with the foregoing subjects so far as they are incidental and necessary to some other subject matter otherwise within the jurisdiction of the Council and no such objection shall be allowed unless made at the first practicable opportunity.
- 57. The Council and its Committees shall make no pronouncements on questions of Jewish Religious Law.
- 58. If there shall be any dispute as to whether any matter proposed to be discussed or dealt with falls into categories enumerated in Rules 55 and 56, such dispute shall be determined by simple majority of a Jurisdiction Committee consisting of the the President of the Council and each Executive member referred to in Rule 55 who has raised the objection or is a party to the dispute.

#### **JUDICIAL PANEL**

- 59. (a) There shall be a Judicial Panel to be administered by the President, the function of which shall be to determine such matters as may be referred to it by the Council or by any organisations or individuals.
- (b) Each matter so referred shall be determined by a Judicial Committee consisting of not less than three (3) nor more than five (5) members of the Judicial Panel to be selected by the President who shall designate one member of the Judicial Committee to be Chairman.
- (c) The President shall endeavour if practicable to select members of the Judicial Committee persons who are acceptable to the parties to the dispute and may with the consent of the parties appoint to a Judicial Committee persons who are not members of the Judicial Panel.
- (d) Except for matters referred to the Judicial Panel by the Council or the Executive or any Committee or instrumentality of or body controlled by the Council, a Judicial Committee shall not embark upon any investigation or conduct any hearing except upon a written submission to its jurisdiction.
- (e) The Judicial Panel shall consist of:-
  - (i) all past Presidents of the Council;
  - (ii) all persons who have served not less than three full terms on the Executive; and

- (iii) such other persons as may be appointed by the Council.
- (f) The Council may by Ordinary Resolution adopt rules of procedure for the Judicial Panel and Judicial Committees and may vary such rules from time to time.

### **SUBORDINATE INSTITUTIONS**

- 60. (a) The Council may by Special Resolution establish or with its consent take over or assume responsibility for any institution or instrumentality which the Council shall think fit.
- (b) Such resolutions shall set out the constitution or governing rules of such institution or instrumentality and shall not be amended except by Special Resolution of the Council.
- (c) Such resolution may provide for any one or more officers of such institution or instrumentality to be Members or the members of the Executive, or to be invited to all or some meetings of the Council or the Executive, either with or without voting rights, but shall not otherwise be inconsistent with the provisions of these Rules.

### **COUNCIL OF PRESIDENTS**

- 61. (a) The Council of Presidents shall be composed of members of the Executive and the President and a Vice President of each Constituent.
- (b) The Council of Presidents shall meet at such times and at such places as determined by the Executive.
- (c) The Council of Presidents shall be only an advisory body of the Council capable only of making recommendations to the Council in accordance with procedures determined from time to time by the Executive.

### **PROFESSIONALS COUNCIL**

- 62. (a) The Professionals Council shall be composed of no more than two (2) representatives from each Constituent, provided however that only persons who are employed in a senior planning and/or policy position shall be eligible for appointment.
- (b) The Professionals Council shall meet in the month of July at a time and a place determined by the Executive.
- (c) The Professionals Council shall only be an advisory body of the Council and capable only of making recommendations to the Council in accordance with procedures determined from time to time by the Executive.

- 63. deleted.

**FUNDS**

64. (a) The Treasurer of the Council must--
- (i) collect and receive all moneys due to the Council and make all payments authorised by the Council; and
  - (ii) keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.
- (b) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two members of the Executive.
- (c) The funds of the Council shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Executive determines.

**SEAL**

65. (a) The common seal of the Council must be kept in the custody of the President.
- (b) The common seal must not be affixed to any instrument except by the authority of the Executive and the affixing of the common seal must be attested by the signatures either of two members of the Executive or, of one member of the Executive and of the public officer of the Council.

**NOTICE TO MEMBERS**

66. Except for the requirement in rule 27, any notice that is required to be given to a Member, by or on behalf of the Council under these Rules may be given by -
- (a) delivering the notice to the Member personally; or
  - (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
  - (c) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
  - (d) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

**WINDING UP**

67. (a) If, in the event of the winding up or cancellation of the Council there remains, after satisfaction of all debts and liabilities of the Council any surplus assets of the Council, the remaining surplus assets shall not be paid to or distributed among the Members but shall be transferred to:
- (i) institutions having objects similar to the purposes of the Council and which prohibit the distribution of the assets to an extent at least as great as that imposed on the Council; 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 67 must be made in accordance with those conditions.
- (c) The identity of an Eligible Charity for the purposes of this Rule 67 will be determined by the Executive at or before the time of winding up or cancellation of the Council, and (where applicable) approved by a Commissioner and, in default, will be determined by the Supreme Court of Victoria.

#### **CUSTODY AND INSPECTION OF BOOKS AND RECORDS**

- 68. (a) Except as otherwise provided in these Rules, the President must keep in his or her custody or under his or her control all books, documents and securities of the Council.
- (b) All accounts, books, securities and any other relevant documents of the Council must be available for inspection free of charge by any Member upon request.
- (c) A Member may make a copy of any accounts, books, securities and any other relevant documents of the Council.

#### **ACTIONS OF THE COUNCIL**

- 69. (a) All resolutions of the Council or Committees duly passed shall be binding on all persons or organisations entitled to be present or represented thereat.
- (b) No act of the Council or any Member thereof nor any resolution passed by the Council or the Executive or any of its Committees shall be invalidated by any subsequently discovered or declared disqualification or by any accidental or non-substantial omission to give any notice of resolution.
- (c) The Council shall indemnify all Members officers and servants of the Council in respect of all actions properly taken by them on behalf of the Council.

**APPENDIX 1**

Organisations Affiliated to the Jewish Community Council of Victoria as at the Date of Incorporation

<b>Roof Bodies &amp; Umbrella Organisations</b>	<b>Delegates</b>	<b>Votes</b>
B'NAI B'RITH VICTORIA INC	8	8
COUNCIL OF ORTHODOX SYNAGOGUES OF VICTORIA	1	1
NATIONAL COUNCIL OF JEWISH WOMEN (VIC) INC	3	3
STATE ZIONIST COUNCIL	8	8
VICTORIA MACCABI INC	2	2
VICTORIAN UNION FOR PROGRESSIVE JUDAISM	8	8
WIZO	4	4
<b>Communal Services</b>		
EMMY MONASH HOME FOR THE AGED INC	1	1
JEWISH COMMUNITY SERVICES INC	4	4
MONTEFIORE HOMES FOR THE AGED INC	4	4
<b>Synagogues</b>		
BRIGHTON HEBREW CONGREGATION	2	2
CAULFIELD HEBREW CONGREGATION INC	4	4
EAST MELBOURNE HEBREW CONGREGATION	1	1
ELWOOD TALMUD TORAH CONGREGATION	2	2
KEW HEBREW CONGREGATION	2	2
MELBOURNE HEBREW CONGREGATION INC	4	4
MIZRACHI ORGANISATION	2	2
MOORABBIN HEBREW CONGREGATION	2	2
NORTH EASTERN JEWISH WAR MEMORIAL CENTRE INC		
SEPHARDI ASSOCIATION OF VICTORIA INC	1	1
SOUTH CAULFIELD HEBREW CONGREGATION	2	2
ST KILDA HEBREW CONGREGATION	3	3
<b>Schools</b>		
BIALIK COLLEGE	2	2
MOUNT SCOPUS MEMORIAL COLLEGE	2	2
SHOLEM ALEICHEM COLLEGE	2	2
UNITED JEWISH EDUCATION BOARD	2	2
<b>General</b>		
AUSTRALASIAN UNION OF JEWISH STUDENTS	2	2
AIJA	1	1
AUSTRALIAN JEWISH DEMOCRATIC SOCIETY INC	1	1
JEWISH LABOR PARTY "BUND"	1	1
HILLEL FOUNDATION OF VICTORIA INC	1	1
JEWISH CULTURAL CENTRE AND NATIONAL LIBRARY "KADIMAH"	2	2
JEWISH MUSEUM OF AUSTRALIA	1	1
MELBOURNE CHEVRA KADISHA	3	3
SHALOM ASSOCIATION	1	1
THEODOR HERZL SOCIAL CLUB INC	1	1
VAJEX	1	1



WORLD FEDERATION OF POLISH JEWS	2	2
<b>Associates</b>		
ACCESS INC	1	-
BALLARAT HEBREW CONGREGATION	1	-
JEWISH SECULAR HUMANISTIC SOCIETY	1	-
KATZETLER FARBAND PARTISANS & FIGHTERS	1	-
MELBOURNE JEWISH FRIENDLY SOCIETY	1	-
WAVERLEY JEWISH COMMUNITY	1	-
ZIONIST YOUTH COUNCIL	1	-