

CORPORATIONS ACT 2001

A Public Company Limited by Guarantee

**CONSTITUTION**

of

**THE CENTRAL SYNAGOGUE  
ACN 000 136 434**

**NAME, PURPOSES AND LIMITATIONS**

**1 Name of the Association**

1.1 The name of the Association is The Central Synagogue.

**2 Type of Company**

2.1 The Association is a public company limited by guarantee.

2.2 The liability of the Members is limited in the manner set out in clause 72.1.

**3 Purposes and Powers**

3.1 The purposes for which the Association has been established are:

- (a) To take over and, subject to such modifications as the Association may from time to time lawfully determine, to continue the functions and activities and also to acquire and undertake the assets and liabilities of the voluntary unincorporated Association known prior to 15 March 1954 as “The Central Synagogue” the principal office and place of business of which had, up to 15 March 1954 been situate at Grosvenor Street, Bondi Junction, New South Wales.
- (b) To take over the funds, assets, properties, liabilities, and undertakings of the unincorporated Association known prior to 15 March 1954 as “The Central Synagogue War Memorial Building Fund” at such time and under such conditions as the committee of “The Central Synagogue War Memorial Building Fund” shall determine and to maintain any building so taken over as a permanent memorial to those men and women of Jewish faith who died while serving in the armed forces of the Commonwealth of Australia during the war which commenced on 3 September 1939.
- (c) To provide facilities for the congregation and co-operation of persons of the Jewish faith for the purposes of divine worship and or the observance of religious ceremonies provided that unless and until otherwise determined by

special resolution the proceedings and rituals to be observed in such activities shall as far as practicable be according to the Minhag Poland (Polish Ritual).

- (d) To make provision for the conduct of divine service or devotion, public or private, and of ceremonies, rites and religious practices or traditions according to the teachings, doctrines or customs of orthodox Judaism according to Halacha.
- (e) To establish and maintain programs for religious instruction at religious and secular schools.
- (f) To assist, encourage and promulgate the study and practice of orthodox Judaism, including the study of source and texts.
- (g) To carry out all the usual activities of an orthodox Jewish synagogue and to perform such duties as befall an orthodox Jewish congregation in respect of Jewish religion, law, practice, faith and ceremony.
- (h) To assist the poor and provide solace and comfort for the distressed.
- (i) To make provision for the observance of the last rites and duties towards the dead and the establishment conduct and supervision of Kashruth, Shechita, Chevrah Kadisha, funerals and funeral services and burial and disposal of the remains of Jewish persons.
- (j) To pay where deemed appropriate the funeral and burial expenses of deceased persons of the Jewish faith.
- (k) To provide the solace and consolation of the Jewish religion to the dying and to ensure the attendance of members of the Jewish religion competent and willing to assist in performing the last rites of the Jewish religion towards the dying and the dead.
- (l) To erect, set up, maintain and conduct and to assist in the erection, maintenance and conduct of any hospital asylum or hospice for the dying.
- (m) To provide, assist or take part in the ownership, management, control, maintenance or upkeep of any cemetery or burial ground and/or of any grave or memorial and to purchase, lease or otherwise acquire and to conduct, lay out, fence, manage, control and maintain any cemetery or area of ground for purposes of burial and to use or permit the same to be used for burial therein of the remains of any person of the Jewish faith.
- (n) To provide facilities for and records of the marriage of Jewish persons according to the laws of New South Wales and the Commonwealth of Australia and also the law of Moses and of Israel and also for the recording of and other procedures relating to births, bar/bat mitzvah regulation and like matters.
- (o) To provide facilities for and regulate all other practices of Judaism and the establishment of the Beth Din functioning according to Jewish law.
- (p) To take such steps by personal or written appeals, public meetings, advertisements or otherwise as may from time to time be deemed expedient for

the purpose of procuring contributions to the funds of the Association by way of donations, annual subscriptions, bequests or otherwise.

- (q) In furtherance of the purposes of the Association, to amalgamate with any corporation, institution, society, club, association or other body whether corporate or unincorporate having purposes altogether or in part similar to those of the Association and which shall prohibit distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 4.
- (r) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies, clubs, associations or bodies with which the Association is authorised to amalgamate.
- (s) In furtherance of the purposes of the Association, to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies, clubs, associations or bodies with which the Association is authorised to amalgamate.
- (t) In furtherance of the purposes of the Association, to assist or take part in any manner in any Jewish or charitable or philanthropic cause or purpose whatsoever and to subscribe to any public, national, local or other charities and to grant donations for any public purposes.
- (u) In furtherance of the purposes of the Association, to promote associations of the kind with which the Association is authorised to amalgamate.
- (v) In furtherance of the purposes of the Association, to establish and support and to aid in the establishment and support of any other association formed for all or any of the purposes of the Association and also to set up and maintain any branch of the Association in any place in New South Wales or elsewhere.
- (w) To establish and support or aid in the establishment and support of associations, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Association or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance for these purposes.
- (x) In furtherance of the purposes of the Association, to undertake and execute any trusts the undertaking of which may seem desirable and either gratuitously or otherwise.

3.2 The Association has the legal capacity and powers conferred by section 124(1) of the Law but shall use such powers for the principal purpose of carrying out the purposes of the Association set out in clause 3.1 and all things incidental or conducive to the attainment of those purposes.

#### 4 **Limitations**

4.1 The income and property of the Association will only be applied towards the promotion of the purposes of the Association set out in clause 3.1.

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- 4.2 No income or property of the Association will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus or otherwise to any Member. However, nothing in this Constitution will prevent payment in good faith to a Member:
- (a) in return for any services rendered or goods supplied in the ordinary and usual course of business to the Association;
  - (b) of interest at a rate not exceeding current bank overdraft rates of interest for moneys lent to the Association; or
  - (c) of reasonable and proper rent for premises leased by any Member to the Association.
- 4.3 No payment shall be made to any Board Member other than the payment:
- (a) of out of pocket expenses incurred by the Board Member in the performance of any duty as a Board Member where the amount payable does not exceed an amount previously approved by the Board; and
  - (b) for any service rendered to the Association by the Board Member in a professional or technical capacity, other than in the capacity as Board Member, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and is not more than an amount which commercially would be reasonable for the service.

## **MEMBERSHIP**

### **5 Admission to Membership**

- 5.1 The number of members of the Association is unlimited
- 5.2 The members of the Association shall be:
- (a) the persons who at the date of adoption of this Constitution are Members; and
  - (b) any other person admitted to Membership by the Board in accordance with this Constitution.
- 5.3 Membership shall be open to any adult person of the Jewish faith who is of good moral character and who is approved by the Board.
- 5.4 Every applicant for Membership shall be proposed by a Member and seconded by another Member both of whom must personally know the applicant. The application for Membership shall be addressed to the Board and otherwise be in a form approved by the Board from time to time and shall be signed by the applicant and his proposer and seconder.
- 5.5 An application for Membership will to the extent practicable, be considered by the Board at the next meeting of the Board after the receipt of the application. The Board will in its absolute discretion determine whether to accept or reject the application or call upon the applicant to supply any evidence of eligibility that the Board considers reasonably necessary. If the Board:

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- (a) requires further evidence under this clause, determination of the application will be deferred until such evidence has been supplied;
- (b) rejects the application, the Board will not be required to give any reason for the rejection.

- 5.6
- (a) As soon as practicable following acceptance of an application for Membership, the Secretary will send to the applicant written notice of the acceptance and a request for payment of the admission fee (if any) and the first annual subscription, rent and other charges. If an applicant is accepted for Membership on or as from a date other than 1 July in any year, the first subscription, rent and other charges payable by the applicant shall be pro-rated according to the period elapsed since the previous first day of July.
  - (b) Upon payment of the admission fee (if any) and first annual subscription, rent and other charges the applicant shall become a Member. However, if such payment has not been made within 2 months after the date of the notice of acceptance of the application has been given to the applicant, the Board may in its discretion cancel its acceptance of the application for Membership.

**6 Register of Members**

- 6.1 The Association will maintain a register of Members which will include details of Members' addresses. Any Member who at any time changes his address will give prompt written notice of the change to the Secretary.

**7 Honorary Members**

- 7.1 A person of the Jewish faith introduced by and on the recommendation of a Member, may be admitted by the Board as an honorary member of the Association for such period, with such rights and privileges and subject to such terms and conditions as to seat holding, seat rental and otherwise as the Board may impose from time to time. However an honorary member of the Association will not be entitled to vote in connection with any election or at a General Meeting nor may an honorary member hold any office in the Association.
- 7.2 A separate register shall be kept by the Secretary of honorary members of the Association.
- 7.3 The Board may at any time abrogate all or any of the rights and privileges of an honorary member of the Association and declare that his honorary membership is annulled.

**8 Associate Members**

- 8.1 The Board may admit any person of the Jewish faith recommended by a Member, whether such person is over the age of 18 years or not, as an associate member of the Association for such period, with such rights and privileges and subject to such terms and conditions as to seat holding, seat rental and otherwise as the Board may impose. However, an associate member of the Association will not be entitled to vote in connection with any election or at a General Meeting nor may an associate member hold any office in the Association.

8.2 A separate register shall be kept by the Secretary of associate members of the Association.

8.3 Except as otherwise provided in this Constitution, associate members of the Association will be subject to the same obligations under this Constitution as the Members and the Board and the Association may exercise all powers conferred on them respectively under this Constitution with respect to associate members including the powers of suspension and expulsion, in the same manner as if associate members were Members.

## 9 **Life Members**

9.1 The Association may on the recommendation of the Board and subject to such terms and conditions as the Board considers appropriate, elect as a life member of the Association any person who in the opinion of the Board has rendered to the Association distinguished service.

9.2 A separate register shall be kept by the Secretary of life members of the Association.

9.3 The Association may by special resolution passed at a General Meeting abrogate all or any of the rights and privileges of a life member of the Association and declare that his life membership is annulled.

## 10 **Membership Rights are Personal**

10.1 The rights and privileges of every Member, honorary member, associate member and life member are personal to each such person and are not transferable by a person's own act or by operation of law.

## 11 **Subscriptions**

11.1 Subject to any contrary provision of this Constitution, every Member shall be charged and shall pay such subscriptions, rents and charges to the Association as the Board may from time to time determine for:

(a) Membership;

(b) a seat in any place of worship or any building under the control of the Association; and

(c) any other service or amenity rendered or provided by the Association.

11.2 The Association may, by special resolution passed at a General Meeting convened within 3 months of the date of a determination made by the Board pursuant to clause 11.1, revoke, alter or vary any determination under clause 11.1.

11.3 The Board may agree, in an appropriate case or generally, that any subscription, rent or charge shall be payable by such instalments and over such period as the Board may determine in its absolute discretion.

11.4 No person shall cease to be a Member by reason only that he has failed or neglected to pay any subscription, rent or other amount due. However, if on the date 3 months from the date when a notice is given to the Member of such failure or neglect, any amount

referred to in the notice continues to remain outstanding from the Member, he shall automatically cease to be a Member. Despite the foregoing, if payment of the amount due by the Member is made or tendered at any time after the date 3 months from the date of the notice the Board may, on such terms as it thinks fit, accept such payment and also reinstate such person's Membership.

- 11.5 No Member shall be entitled to exercise any of his rights, powers, or privileges as a Member, including under clause 38.1, unless all subscriptions, rents and other amounts due by him to the Association have been paid or secured to the satisfaction of the Board who may in an appropriate case ratify the exercise of any such right, power or privilege.

## 12 **Suspension of Membership and Expulsion**

- 12.1 Subject to any provision of this Constitution to the contrary, the Board has the power:

- (a) to suspend a Member's Membership for any period and to abrogate the Member's rights and privileges as a Member during that period; or
- (b) to expel any Member from the Association

if in the Board's opinion:

- (i) the Member's character or conduct is undesirable; or
- (ii) any such suspension or expulsion is in the interests of the Association.

- 12.2 If the Board wishes to take an action referred to in clause 12.1, the Board shall firstly pass a resolution that the relevant Member is conditionally suspended or expelled as the case may be, which resolution shall be subject to a final confirmatory resolution of the Board after the process set out in clauses 12.3 to 12.6 has been followed.

- 12.3 The relevant Member will be immediately notified in writing of:

- (a) the conditional suspension or expulsion, as the case may be;
- (b) the grounds (in summary form) upon which such action is taken; and
- (c) the provisions of this clause 12.

- 12.4 By the same notice as referred to in clause 12.3, the Board will inform the relevant Member that he may, if he so chooses, state a case as provided in clause 12.6 or appear before the Board at a meeting to be held on a date specified in the notice, being a date not earlier than the seventh day after and not later than the fourteenth day after the date on which the conditional resolution referred to in clause 12.2 was passed.

- 12.5 The relevant Member will not be entitled, after the conditional resolution referred to in clause 12.2 is passed, to exercise any of his rights or privileges as a Member unless and until otherwise determined by the Board.

- 12.6 The relevant Member may appear personally before the Board at the meeting referred to in clause 12.4 or he may by writing addressed to the Board and received at the Office not later than 2 Business Days before the time appointed for the meeting, offer

any matter in explanation, justification or mitigation and the Board may either at the meeting or at a later meeting of the Board consider the same and may either confirm the suspension or expulsion or annul the same.

- 12.7 If notice of a resolution of the Board confirming any conditional suspension or expulsion is not forwarded to the relevant Member within 21 days after the date of the conditional resolution of the Board referred to in clause 12.2, such conditional resolution will lapse and be void and the relevant Member's former rights and privileges must be reinstated.
- 12.8 The Association may, by special resolution passed at a General Meeting convened within 3 months of the date of a resolution confirming a Member's suspension or expulsion (as referred to in clause 12.6), abrogate, vary or annul that suspension or expulsion.

### 13 **Resignation of Membership**

- 13.1 A Member's Membership will cease if the Member gives the Secretary 3 months written notice of his resignation and the Member's Membership will cease from the date 3 months after the date of receipt of that notice by the Secretary.

### 14 **Consequences of Cessation of Membership**

- 14.1 Any person who ceases to be a Member for whatever reason:
- (a) will forfeit and not be entitled to any refund (or part refund) of any annual subscription, rent or other amount which has been paid;
  - (b) will continue to be liable for any subscription, rent or other amount payable by him to the Association and all arrears due and unpaid at the date on which he ceases to be a Member and in addition for any sum not exceeding \$40.00 for which he is liable as a Member under clause 72.1.

## **SEATS AND SEAT-HOLDING**

### 15 **Entitlement to Seats**

- 15.1 Membership will not as such confer any rights or privileges as to seat-holding or to the occupancy of any particular place in any building or area under the control of the Association. However, the Board may allocate seats and places among such persons and in such manner and upon such terms and conditions as to rental or otherwise as the Board considers appropriate. Without derogating from the foregoing, a Member's Membership will cease upon the Member ceasing to be a seat-holder.
- 15.2 Despite the terms of any contract, agreement or practice, no person shall be deemed to have any interest in or right to any particular seat or place for any term longer than 12 months. However, the Board may enter into agreements with Members for general rights to any unspecified seat or place for any period it thinks fit but not in any case exceeding 25 years.
- 15.3 Despite any contract, agreement or practice, all rights as to seat-holding or to the occupancy of any place or position shall absolutely terminate on the death of the Member entitled.

## 16 **Entitlement to Seat on Death of Member**

- 16.1 Despite the provisions of clause 15.3, where a Member dies, each of the lineal descendants of the Member and their spouse are entitled, for the period of 12 months from the death of the Member, to occupy the seat last allocated to the Member prior to his death. However, the terms of occupancy which applied to the Member's occupancy of the seat must be observed by the person who exercises this entitlement.
- 16.2 A person who becomes entitled to occupy a seat pursuant to clause 16.1 shall be entitled to become a member of the Association provided that within the period of 12 months referred to in clause 16.1:
- (a) the person completes and signs or has completed and signed on his behalf an application for Membership; and
  - (b) the person pays, or payment is made on his behalf to the Association of:
    - (i) all subscriptions, rents and amounts outstanding to the Association by the deceased Member calculated to the date of the Member's death;
    - (ii) all subscriptions, rents and charges for the period from the death of the deceased Member to the end of the period for which subscriptions, rents and charges are then due or are currently sought from Members; and
    - (iii) such admission fee as the Association shall require but which shall not exceed:
      - A. in the case of lineal descendants and their spouses (namely a son or son-in-law, daughter or daughter-in-law, grandson or granddaughter), 25% of the fee set by the Board from time to time for the allocation of a seat in a location similar to the seat of the deceased Member, subject to cases of genuine hardship or compassionate grounds where the Board may waive part or all of such fee;
      - B. in all other cases 100% of the fee set by the Board from time to time for the allocation of a seat in a location similar to the seat of the deceased Member; and
  - (c) the person is approved for Membership by the Board pursuant to clause 5.5.
- 16.3 The person referred to in clause 16.2 shall be deemed to be a Member with effect from the date the person's application for Membership is approved by the Board.

## **GENERAL MEETINGS**

### 17 **Convening of General Meetings**

- 17.1 A General Meeting must be held at least once in every calendar year in accordance with the requirements of the Law.
- 17.2 The Board may whenever it thinks fit convene a General Meeting.

17.3 Members shall be entitled to convene a General Meeting in accordance with the provisions of the Law.

17.4 A General Meeting may be convened at two or more venues using any technology that gives the Members a reasonable opportunity to participate in the meeting.

## 18 **Notice of General Meeting**

18.1 At least 21 days notice of any General Meeting must be given specifying:

- (a) the place, day and hour of the meeting;
- (b) the general nature of any business to be transacted at the meeting;
- (c) if a special resolution is to be proposed, the details of and intention to propose it;
- (d) if the meeting is to be held in two or more places the technology that will be used to facilitate this; and
- (e) any other information required by the Law.

18.2 The accidental omission to give notice of any General Meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

18.3 Where in a notice of General Meeting the business to be transacted is specified as including the election of Board Members, the provisions of clause 37.3 must be observed.

## 19 **Cancellation or Postponement of General Meeting**

19.1 Subject to the provisions of the Law and this Constitution the Board may cancel a General Meeting:

- (a) convened by the Board; or
- (b) which has been convened by Members pursuant to the Law, upon receipt by the Board of a written notice withdrawing the requisition signed by the Members who requisitioned the meeting.

19.2 The Board may postpone a General Meeting or change the venue at which it is to be held. No business shall be transacted at any postponed General Meeting other than the business stated in the notice to the Members relating to the original meeting.

19.3 Where any General Meeting is cancelled or postponed or the venue for the same is changed:

- (a) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of venue or the postponement of the meeting by any means permitted by this Constitution or by

any law and in the case of the postponement of a meeting, the new place, date and time for the meeting; and

- (b) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

## **PROCEEDINGS AT GENERAL MEETINGS**

### **20 Quorum**

- 20.1 No business may be transacted at any General Meeting unless a quorum of Members is present at the time the business of the meeting commences.
- 20.2 Thirty Members Present and entitled to vote constitutes a quorum for all General Meetings.
- 20.3 If within 30 minutes after the time appointed for holding a General Meeting a quorum is not present:
  - (a) the meeting if convened upon the requisition of Members shall be dissolved; and
  - (b) in any other case:
    - (i) it will stand adjourned to the same day in the next week at the same time and place or to such other day time and place as the Board may by notice to the Members appoint; and
    - (ii) if at such adjourned meeting 30 Members Present and entitled to vote are not present within 30 minutes after the time appointed for the holding of the meeting, those Members Present shall constitute a quorum.

### **21 Chairperson**

- 21.1 The President shall be entitled to preside as chairperson at every General Meeting.
- 21.2 Where a General Meeting is held and:
  - (a) there is no President; or
  - (b) the President is not present within 20 minutes after the time appointed for the holding of the meeting or if present is unwilling to act as chairperson of the meeting,

the Vice President shall preside as chairperson of the meeting or, if the Vice President is not present or is unwilling to act, then the Treasurer shall preside as chairperson of the meeting or, if the Treasurer is not present or is unwilling to act then the other Board Members present may choose another Board Member as chairperson of the meeting. If no Board Member is so chosen or if all the Board Members present decline to take the

chair the Members Present may choose one of their number to be chairperson of the meeting.

## 22 **Adjournments**

22.1 The chairperson of a General Meeting at which a quorum is present:

- (a) may adjourn a meeting with the consent of the meeting; and
- (b) must adjourn the meeting if the meeting so directs

to a time and place as determined by the chairperson.

22.2 No business may be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

22.3 A resolution passed at a meeting resumed after an adjournment, is passed on the day it was passed.

22.4 It is not necessary to give any notice of an adjournment of a General Meeting or of the business to be transacted at the adjourned meeting except if the meeting is adjourned for 30 days or more in which case notice of the adjourned meeting must be given as in the case of an original meeting.

## 23 **Determination of Resolutions**

23.1 At any General Meeting a resolution to be considered at the meeting shall be decided on a show of hands unless a poll is demanded by:

- (a) the chairperson of the meeting;
- (b) at least 5 Members Present and entitled to vote on the resolution; or
- (c) Members Present who represent at least 5% of the votes that may be cast on the resolution on a poll.

23.2 A declaration by the chairperson of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Association which has been signed by the chairperson of the meeting or the next meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## 24 **Polls**

24.1 A poll may be demanded:

- (a) before a vote on a resolution is taken;
- (b) before the voting results on a show of hands are declared; or
- (c) immediately after the voting results on a show of hands are declared.

- 24.2 If a poll is demanded it must be taken in such manner and at such time and place as the chairperson of the meeting directs subject to clause 24.5.
- 24.3 The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.
- 24.4 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
- 24.5 A poll demanded on the election of a chairperson or any question of adjournment of the meeting must be taken immediately.
- 24.6 The demand for a poll may be withdrawn.

## 25 **Voting Rights**

- 25.1 Subject to clause 25.2, a Member entitled to vote at a General Meeting has one vote, both on a show of hands and a poll.
- 25.2 If a Member holds more than one seat, that Member shall have as many votes as seats held in his name. However, he must, except in the case of a ballot conducted under clause 39.3, prior to casting any vote state the number of votes to be cast in his name. The number of valid votes by such Member shall be the lesser of the number of votes cast or the number of seats allocated to that Member.

## 26 **Chairperson's Casting Vote**

- 26.1 If there is an equal number of votes cast on a resolution at a General Meeting, whether on a show of hands or on a poll, the chairperson of the meeting at which the resolution is considered is entitled to a casting vote in addition to his vote as a Member.

## 27 **Voting Disqualification**

- 27.1 A Member is not entitled to be present or to vote at any General Meeting if any amount payable by the Member to the Association in respect of subscriptions, rental or otherwise is outstanding beyond the due date as at the date of the meeting.

## 28 **Objection to Qualification to Vote**

- 28.1 Any challenge as to the qualification of a person to vote at a General Meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the chairperson whose decision shall be final and conclusive and a vote allowed by the chairperson shall be valid for all purposes.

## 29 **Right of Non-Members to Attend General Meeting**

- 29.1 The chairperson of a General Meeting may invite any person who is not a Member to attend and address the meeting.
- 29.2 The auditor of the Association for the time being shall be entitled to attend and address a General Meeting.

## PROXIES

### 30 **Right to Appoint Proxies**

- 30.1 A Member who is entitled to attend and vote at a General Meeting may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.
- 30.2 If a Member appoints a proxy, the proxy is entitled to vote on a show of hands and on a poll.

### 31 **Appointing a Proxy**

- 31.1 The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorised in writing.
- 31.2 The instrument of proxy is valid if it contains the following information:
- (a) the Member's name and address;
  - (b) the Association's name;
  - (c) the proxy's name or the name of the office of the proxy; and
  - (d) the meetings at which the instrument of proxy may be used.
- 31.3 An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.
- 31.4 If an instrument of proxy does not specify all of the information required by clause 31.2, the chairperson will determine whether the appointment of the proxy is valid.
- 31.5 An instrument of proxy may be revoked at any time by notice in writing signed by the appointor or the appointor's attorney to the Association.

### 32 **Lodgment of Proxies**

- 32.1 An instrument appointing:
- (a) a proxy and the power of attorney (if any) under which it is signed or executed or a certified copy of that power or authority; or
  - (b) an attorney to exercise a Member's voting rights at a General Meeting or a certified copy of that power of attorney,

must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the General Meeting not less than 48 hours before the time appointed for the holding of the General Meeting or adjourned General Meeting, as the case may be, at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.

- 32.2 For the purposes of clause 32.1 it will be sufficient that any document required to be lodged by a Member be received by the Association in legible form by:

- (a) facsimile at the facsimile number notified by the Association to Members in the notice for the General Meeting for which the document is required and the document shall be regarded as received at the time the facsimile was received at that facsimile number; or
- (b) email transmission in the format and at the email address notified by the Association to Members in the notice for the General Meeting for which the document is required and the document shall be regarded as received at the time the email transmission was received at that email address.

### **33 Validity of Proxies**

33.1 A vote exercised pursuant to an instrument of proxy or a power of attorney is valid despite:

- (a) the death or unsoundness of mind of the Member; or
- (b) the bankruptcy of the Member; or
- (c) the revocation of the instrument of proxy or the power of attorney,

if the Association has not received at its Office written notice of the death, unsoundness of mind, bankruptcy or revocation prior to the time appointed for the holding of the General Meeting or adjourned General Meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

### **34 Rights of Proxies and Attorneys**

34.1 The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.

34.2 Unless a Member by the instrument of proxy directs the proxy to vote in a certain manner the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.

34.3 A proxy will not be revoked by the appointor attending and taking part in any General Meeting but if the appointor votes on a resolution either on a show of hands or on a poll the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of the resolution.

34.4 The chairperson of a General Meeting may require any person acting as a proxy to establish to the satisfaction of the chairperson that he is the person nominated as proxy in the form of proxy lodged with the Association. If the person is unable to establish his identity he may be excluded from voting either upon a show of hands or upon a poll.

## **APPOINTMENT AND REMOVAL OF BOARD MEMBERS**

### **35 Board**

35.1 Subject to clause 35.3:

- (a) the Board shall comprise a minimum of 10 persons and a maximum of 20 persons;
  - (b) the Board may, in its sole discretion, from time to time fix the number of Board Members so long as such number is not less than the minimum and not more than the maximum set by paragraph (a) above.
- 35.2 The person who occupied the position of President immediately before the person currently holding office in that capacity shall be known as the “Immediate Past President”.
- 35.3 Despite any provision to the contrary in this Constitution:
- (a) the person who is the Immediate Past President for the time being shall occupy that position in an ex officio capacity and shall not be subject to the election procedures which otherwise apply to Board Members;
  - (b) the Immediate Past President shall have all the rights, powers, privileges and responsibilities of a Board Member as though he was elected to the Board including the right to vote at all Board meetings; and
  - (c) the Immediate Past President shall, while he holds that position, be an addition to the number of Board Members referred to in clause 35.1(a).
- 35.4 The Board Members shall retire at each annual General Meeting but shall be eligible for re-election to the Board.

## 36 **Qualification for Office**

- 36.1 No person other than a Member shall be elected or appointed as a Board Member.
- 36.2 No person shall be qualified to be elected or hold office as President, Vice-President or Treasurer unless such person has previously served for at least 12 months as a Board Member.

## 37 **Election of Board**

- 37.1 The Board, including the President, Vice President, and Treasurer shall, subject to clause 44, be elected annually at the annual General Meeting and shall hold office until the appointment of their successors.
- 37.2 The number of Board Members to be elected shall be determined in accordance with clause 35.1, and the minimum number of positions on the Board provided for in accordance with that clause shall be open for election.
- 37.3 The Secretary shall in the notice convening an annual General Meeting advise Members as to the timing and other procedures provided by this Constitution for the nomination and election of Board Members and the President, Vice-President and the Treasurer. Such notice shall be forwarded to Members not later than the seventh Business Day prior to the closing date for nominations as referred to in clause 38.2.

## 38 **Nomination Procedure**

- 38.1 Subject to any provision of this Constitution to the contrary, nominations for the office of Board Member and the offices of President, Vice-President and Treasurer for the following year shall be in writing and shall be signed in each case by a proposer and seconder (each of whom must be a Member and be entitled to do so under clause 11.5) and also by the Member nominated, by way of consent to his nomination.
- 38.2 In order for nominations for the office of Board Member and the offices of President, Vice-President and Treasurer to be regarded as valid, such nominations must comply with clause 38.1, be addressed to the Secretary and be received by the Association prior to 4.00 pm on the fourteenth Business Day prior to the date of the annual General Meeting:
- (a) at the Office within a sealed envelope; or
  - (b) by facsimile at the facsimile number notified by the Association to Members in the notice referred to in clause 37.3 as being the facsimile number for the submission of nominations; or
  - (c) by email transmission in the format and at the email address notified by the Association to Members in the notice referred to in clause 37.3 as being the facsimile number for the submission of nominations.
- 38.3 In addition to a Member being nominated as a candidate for the office of Board Member, a Member may be nominated for the office of President, Vice-President or Treasurer.
- 38.4 The Secretary shall, in the notice convening the annual General Meeting, explain clearly by reference to this Constitution the right of a candidate to receive separate votes in respect of his candidature for office as a Board Member as well as for his candidature for the office of President, Vice-President or Treasurer (if the candidate has been nominated for any of those offices), and also that a candidate who fails to be elected to one of the offices of President, Vice-President or Treasurer may nevertheless be elected to office as a Board Member.
- 38.5 Any Member who has been nominated for office in accordance with the preceding provisions of this clause must pay all subscriptions, rents and other amounts due by him to the Association no later than the date and time for the close of nominations for the office of Board Member as specified in clause 38.2. If the Member fails to do so his candidature shall be invalid.

## 39 **Election Procedure**

- 39.1 If valid nominations are received for candidature for office equal to the number of vacancies to be filled at the annual General Meeting, then the chairperson of the annual General Meeting shall declare the candidates nominated as duly elected.
- 39.2 Should the number of valid nominations received for candidature for office be for a number of offices less than the number of vacancies to be filled at the annual General Meeting, then at that meeting:
- (a) the chairperson shall declare the candidates nominated for office duly elected to their nominated offices; and

- (b) immediately after such declaration by the chairperson, the Members Present will proceed to nominate and elect by vote or ballot, as the Members Present shall resolve, a sufficient number of Members to fill the remaining vacancies in office including any vacancy in the offices of President, Vice-President and Treasurer and the chairperson shall declare the Member or Members standing for such remaining vacant offices who receive the largest number of votes as duly elected to those offices. However, if there has been no previous nomination for the office of President, Vice-President or Treasurer nomination and election of candidates for those offices shall separately, and in that order, precede the nomination and election of any candidates for the office of Board Member.

39.3 Should the number of valid nominations received for candidature for office be for a number of offices greater than the number of vacancies to be filled at the annual General Meeting, the election of Members to those vacant offices shall be by postal ballot of the Members conducted in the following manner:

- (a) The Secretary shall no later than the ninth Business Day prior to the date of the annual General Meeting, post to each Member eligible to vote at the meeting a ballot paper or papers together with a card bearing a distinctive number and initialled by the Secretary and indicating a place to be signed by the Member and two envelopes, one larger to be an outer envelope, and the other smaller to be an inner envelope and the latter marked "FOR BALLOT PAPERS ONLY".
- (b) A Member who holds more than one seat shall receive the material, referred to in clause 39.3(a) in respect of each seat he holds.
- (c) Where there is more than one candidate nominated for the office of President, Vice-President or Treasurer, the ballot papers shall be clearly separated into sections, with a section devoted to the candidates for each of the offices of President, Vice-President, Treasurer and Board Member respectively. If thought desirable by the Board the ballot paper may consist of two or more papers, one or more papers for the ballot for the offices of President, Vice-President and Treasurer and a separate paper for the ballot for the office of Board Member.
- (d) In the case of the election of the President, Vice-President and Treasurer, the relevant ballot paper or section of the ballot paper shall be headed with wording (appropriately completed) to the following effect:

"[TITLE OF OFFICE, ie PRESIDENT, VICE-PRESIDENT OR TREASURER]"

**Only one candidate to be elected"**

- (e) In the case of the election of Board Members the relevant ballot paper or section of the ballot paper shall be headed with wording to the following effect:

"BOARD"

**Not more than [number to be elected in accordance with clause 35.1] members to be elected"**

- (f) A Member shall mark his ballot paper by marking with a tick opposite the name of each of the candidates for whom he votes. Each Member voting shall vote for one candidate for each vacancy to be filled and no more.
- (g) A Member who has voted shall place the ballot paper without any other matter in the inner envelope and seal the same and thereupon sign his name legibly on the numbered card and place the inner envelope in the larger envelope together with the card and post or deliver it so as to reach the Office within the time required by clause 39.3(i).
- (h) A ballot paper will not be informal or invalid because a Member has voted for fewer candidates than the number required to fill the relevant vacancy or vacancies but will be invalid if he votes for more than the required number of candidates.
- (i) Ballot papers must be received at the Office by 3.00pm on the Business Day immediately preceding the date of the annual General Meeting, otherwise they will be informal and invalid.
- (j) Following closure of the ballot, all votes will be counted at the Office or at another place designated by the Board and in the presence of the Secretary assisted by not less than 2 and not more than 4 scrutineers appointed by the President none of whom shall be candidates for election to any office. No envelopes shall be opened other than in the presence of the scrutineers.
- (k) The scrutineers will firstly open the outer envelopes and hand all cards at once to the Secretary without the inner envelopes and ensure that the Secretary, for the purposes of determining whether the votes are formal or informal, checks the signatures on the cards, the qualification of the voters and the total number of votes cast in comparison to the cards sent to Members. The inner envelopes shall be retained by the scrutineers and collected in one lot without the cards and shall then be opened and examined by them without the cards and counted in accordance with the provisions of this Constitution. The scrutineers shall ensure that any ballot paper is not compared or identified with the name of the voter.
- (l) The Secretary and scrutineers will report the result of the ballot to the chairperson of the annual General Meeting who will as soon as conveniently possible after the receipt of such report announce the names of the candidates who have received the largest number of votes for each particular office and shall declare such candidates duly elected to such offices.
- (m) Where there has been a ballot for the office of President, Vice-President or Treasurer, the result of such ballots shall be determined first and in the abovementioned order and shall be reported first and in that order to the chairperson of the annual General Meeting who shall announce the results in the same order.
- (n) In any case where a candidate who has been nominated for the office of President, Vice President or Treasurer and is elected accordingly, his name shall be deemed to be deleted from the ballot for any other office, including as an ordinary Board Member and the votes cast in his favour shall not be counted in respect of any other office.

- (o) In the case of any doubt, or any question as to validity or formality of any vote or ballot paper, the decision of the chairperson shall be final.
- (p) If an equal amount of formal votes are cast in favour of two or more candidates for any particular office, the chairperson shall have a casting vote, in addition to the votes he is entitled to as a Member so as to ensure the election of not more than the necessary number to fill the vacant offices.

#### 40 **Office of President**

40.1 No person shall hold the office of President for more than 3 consecutive years.

40.2 The President:

- (a) shall make all necessary arrangements for the conduct of divine service and he shall determine the order in which the ministers of the Association shall officiate at marriages, bar/bat mitzvahs, namings, funerals and burial, or attend prayers at mourners houses or any other ceremony;
- (b) shall arrange for the superintendence of the place of worship and shall decide which Members are to be invited to take such part in religious services as custom dictates;
- (c) shall have power to deal with Rabbis and other ministers as provided in clause 62.1;
- (d) may from time to time delegate the powers and duties referred to in the preceding paragraphs to the Vice-President or to the Treasurer.

40.3 Should the President be absent (not constituted by a casual vacancy in the office of President) then during the period of the absence of the President all of the powers and duties attaching to the office of President shall be performed by the Vice-President or if the Vice-President is not willing or available to perform those powers and duties then by the Treasurer and if neither the Vice-President nor the Treasurer is willing or available to perform those powers and duties, by a Board Member who the Board appoints for that purpose.

40.4 Should a casual vacancy occur in the office of President then despite any provision of this Constitution to the contrary (including as to any qualification for a Member to be the President):

- (a) the Vice-President, if he is willing and available to perform the powers and duties of the office of President shall assume the office of President and shall perform all of the powers and duties attaching to the office of President;
- (b) if the Vice-President is not willing or available to perform the powers and duties of the office of President then if the Treasurer is willing and available to perform the powers and duties of the office of President, the Treasurer shall assume the office of President and shall perform all of the powers and duties attaching to the office of President; and
- (c) if neither the Vice-President nor the Treasurer is willing or available to perform the powers and duties of the office of President, then if the Board appoints a Board

Member to perform the powers and duties of the office of President, that Board Member shall assume the office of President and shall perform all of the powers and duties attaching to the office of President.

The person who assumes the office of President as referred to above shall only hold that office until the next annual General Meeting and upon assuming the office of President shall cease to hold the office held at the time of assuming the office of President, and accordingly there shall be a casual vacancy in that office.

**41 Office of Treasurer**

41.1 Subject to this Constitution and to any directions of the Board to the contrary, the Treasurer shall have charge of all the financial records and books of account of the Association and shall receive all moneys paid to the Association and will cause the same to be paid promptly to the credit of an account maintained by the Association with its bank. At least once every calendar month the Treasurer shall cause a report to be prepared and provided to the Board on such financial and related matters as the Board shall direct, including, without limitation, new members, allocation of and charges made for seats or places, subscriptions or other moneys received, employees, salaries, disbursements, state of bank accounts, budget and budget comparisons.

**42 Casual Vacancies on Board**

42.1 Subject to the Law, the Board Members may at any time appoint any person as a Board Member to fill a casual vacancy. Any Board Member so appointed shall only hold office until the next annual General Meeting after the appointment is made.

42.2 The Board Members may act despite any vacancy in their body but if the number (excluding the Immediate Past President) falls below the minimum number specified in accordance with clause 35.1(a) the Board Members may act for the purpose of increasing the number of Board Members to the minimum or of convening a General Meeting or in emergencies but for no other purpose.

**43 Casual Vacancies in Principal Offices**

43.1 Any casual vacancy occurring in the offices of Vice President or Honorary Treasurer may be filled by Board Members at a duly convened meeting of the Board. The person chosen to fill the vacant office shall hold office only for the balance of the term of office of the person in whose place he is appointed.

43.2 A person appointed to fill a vacancy in office in accordance with clause 43.1 must have served as a Board Member for at least 12 months immediately prior to his appointment to the vacant office.

43.3 The Board shall elect a Board Member to fill a vacancy in office as referred to in clause 43.1 without the need to wait until the next following annual General Meeting.

**44 Vacation of Office**

44.1 Any Board Member may retire from office on giving written notice to the Association at the Office of his intention to retire and the resignation shall take effect at the time expressed in the notice (provided the time is not earlier than the date of delivery of the written notice to the Association).

- 44.2 In addition to any other circumstances in which the office of a Board Member is vacated, the office of a Board Member shall automatically be vacated if the Board Member:
- (a) is prohibited from being or ceases to be or is removed as a Board Member pursuant to the provisions of the Law or by reason of any order made under the Law;
  - (b) becomes an insolvent under administration or makes any composition or arrangement with his creditors or any class of his creditors;
  - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) is absent from more than 3 consecutive Board meetings without special leave of absence granted by the Board and the Board as a result declares his office to be vacant;
  - (e) fails to pay any subscription, rental or other amount due by him to the Association within one month after the last date for the payment of the amount to the Association
  - (f) ceases to be a Member;
  - (g) has a material personal interest in any matter that relates to the affairs of the Association and fails to declare the nature and extent of his interest as required by this Constitution or the Law or as a Board Member votes on a matter in which he has a material personal interest in a manner which contravenes section 195 of the Law. However, nothing in this paragraph will affect the operation of clause 4.3.

## **COUNCIL OF GOVERNORS**

### **45 Appointment of Council of Governors**

- 45.1 The Association in General Meeting may, on the recommendation of the Board, elect any Member who has in the opinion of the Board rendered outstanding service to the Association, to be a governor of the Association so long as he shall be a Member with the right to receive notice of and to attend Board meetings and to consult with and advise the Board but without power to vote at any Board meeting.
- 45.2 The maximum number of Governors from time to time shall not exceed 6.
- 45.3 The Governors may form a council amongst themselves and meet together and discuss the business of the Association and subject to the Board's approval make rules for regulating their own proceedings.
- 45.4 The Secretary shall keep a record of all persons who are elected Governors and provision shall be made for the inscription of their names and the year of their election in a specified place under the control of the Association.

- 45.5 The provisions of clause 44 as to resignation and removal of Board Members shall apply in the same manner to Governors as if they were Board Members.

## **POWERS AND DUTIES OF THE BOARD**

### **46 Powers of Board Members**

46.1 Subject to the Law and this Constitution, the management and control of the business and affairs of the Association shall be vested in the Board which may exercise all powers of the Association which are not by the Law or this Constitution required to be exercised by the Association in General Meeting.

46.2 No resolution passed by the Association in General Meeting shall have the effect of invalidating any prior act of the Board which would have been valid if the resolution had not been passed.

### **47 Borrowing Powers**

47.1 The Board may exercise all the powers of the Association to:

- (a) raise or borrow any sum of money for the purposes of the Association; and
- (b) secure the payment or repayment of any amount payable by the Association and any other obligation or liability in such manner and on such terms and conditions as the Board thinks fit whether upon the security of any mortgage or charged upon all or any of the property, undertaking and assets of the Association both present and future.

### **48 Negotiable Instruments**

48.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association must be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by the persons and in the manner determined from time to time by the Board and failing such determination by any two Board Members.

### **49 Conferment of Powers**

49.1 The Board may from time to time confer upon any Board Member for the time being such of the powers exercisable under this Constitution by the Board as the Board may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as the Board thinks expedient.

49.2 Powers conferred under this clause may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.

## 50 **Regulations and By-laws**

- 50.1 The Board may from time to time make regulations or by-laws for the conduct of the business and affairs of the Association which are not inconsistent with this Constitution and at any time may annul or vary any regulations or by-laws made. All regulations and by-laws made by the Board and for the time being in force shall be binding on all Members. The Board's power to make, annul or vary regulations and by-laws shall, without limitation, extend to the following matters:
- (a) The form and content of applications for Membership and the conditions of admittance to Membership.
  - (b) Subscriptions, seat-rental, fees and other charges in respect of Membership or the services of the Association or of any of its ministers, officers, employees or agents or the allocation or use of any seat or place in any building or other place under the control of the Association.
  - (c) The terms and conditions under which honorary members, associate members and life members may be admitted and upon which visitors may be permitted to enter and remain upon any premises or property of the Association and as to the allocation of seats or places in any building or other place under the control of the Association.
  - (d) The rights and privileges of and the qualifications, restrictions and conditions applying to Members, honorary members, associate members, life members and Governors.
  - (e) The arrangements with any other body or association for reciprocal rights or otherwise.
  - (f) The Board's own internal procedures.
  - (g) The method of calling General Meetings.
  - (h) The exercise by the Association of any of its powers.
  - (i) The appointment of staff to the Association.
  - (j) The appointment of rabbis, ministers, cantors, readers and other officials to the Association and prescribing the qualifications which they should possess.
  - (k) The procedure to be followed at meetings of any committee established by the Board and as to the appointment, duties and removal of the members of any committee.
  - (l) The regulation, control and management of any property, concession or asset under the control of the Association.
  - (m) The exercise by the Board of control over the conduct of Members, rabbis, ministers, cantors, readers, officers, employees and agents of the Association.
  - (n) The expulsion or suspension of Members.

- (o) Generally the control, support, management and governance of the Association and all property vested in the Association or under its control or supervision and the control and supervision of all rabbis, ministers, cantors, readers, employees, agents and other representatives of the Association.

50.2 Subject to this Constitution, the Association in General Meeting may rescind or vary any regulations or by-laws made by the Board under clause 50.1.

## **PROCEEDINGS OF THE BOARD**

### **51 Meetings of Board Members**

51.1 The Board Members may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

51.2 The President may and the Secretary upon the request of any 2 Board Members shall at any time convene a meeting of Board Members by giving at least 2 Business Days notice of the meeting to all Board Members except a Board Member who the person convening the meeting reasonably believes to be outside Australia.

51.3 Notice of a meeting of Board Members need not be in writing.

51.4 Without limiting the discretion of the Board Members to regulate their meetings under this clause, a meeting of the Board Members may with the consent of all Board Members consist of a conference between Board Members some or all of whom are in different places if each Board Member who participates is able:

- (a) to hear each of the other participating Board Members addressing the meeting; and
- (b) if he so wishes, to address each of the other participating Board Members simultaneously

whether directly, by conference telephone, video conferencing facility or any other form of communications equipment or by a combination of such methods. A meeting held in this way will be taken for the purposes of this Constitution to be held at the place where the largest group of participating Board Members is assembled or, if no such group is readily identifiable, at the place where the chairperson of the meeting participates. Any Board Member may, by prior notice to the Secretary, indicate that he wishes to participate in a meeting in such manner. In this event, the Board Members, if they all consent to the meeting being held in the manner referred to in this clause shall procure that an appropriate conference facility is arranged at the expense of the Association. A Board Member who has consented to a meeting being held in the manner referred to in this clause may only withdraw his consent within a reasonable period before the meeting.

51.5 No Board Member may leave a conference held in accordance with clause 51.4 by disconnecting his means of communication unless he has previously obtained the express consent of the chairperson of the meeting. A Board Member will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he has previously obtained the express consent of the chairperson to leave the conference.

51.6 All resolutions of the Board Members passed at a meeting of Board Members where a quorum is present but where notice of the meeting has not been given as required to each Board Member, or any act carried out pursuant to such resolution, shall, provided at least  $\frac{2}{3}$  of the number of Board Members entitled to receive notice subsequently agree to waive the same, be as valid as if notice of the meeting had been duly given to all Board Members.

52 **Quorum**

52.1 Until the Board Members resolve to the contrary 6 Board Members personally present (or in conference in accordance with clause 51.4) form a quorum and a quorum must be present at all times during the meeting. A Board Member who is disqualified from voting on a matter pursuant to clause 58 shall be counted in the quorum despite that disqualification.

53 **Chairperson**

53.1 The President shall, if present, preside as chairperson of every meeting of the Board Members.

53.2 If a meeting of Board Members is held and the President is not present within 10 minutes after the time appointed for the holding of the meeting or, if present, does not wish to chair the meeting, the Vice President shall preside as chairperson of the meeting or, if the Vice President is not present or is unwilling to act, then the Treasurer shall preside as chairperson of the meeting or, if the Treasurer is not present or is unwilling to act then the other Board Members present must elect one of their number to be chairperson of the meeting.

54 **Voting**

54.1 A resolution of the Board Members must be passed by a majority of votes of the Board Members present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Board Members will for all purposes be taken to be a determination of the Board Members.

54.2 Each Board Member shall have one vote.

54.3 In case of an equality of votes at a meeting of Board Members, the chairperson has a casting vote in addition to his deliberative vote.

55 **Circular Resolutions by Board Members**

55.1 A resolution in writing signed by all of the Board Members for the time being entitled to vote in relation to the resolution (not being less than a quorum) and stating that the signatories are in favour of the resolution will be as valid and effectual from the time it is signed by the last Board Member as if it had been passed at a duly convened meeting of Board Members.

55.2 A resolution in writing may consist of several documents in like form each signed by one or more Board Members.

55.3 Every such resolution shall be deemed to have been passed on the day and at the time at which the document was last signed by a Board Member.

55.4 For the purpose of this clause 55:

- (a) a facsimile transmission which is received by the Association in legible form and which purports to have been signed by a Board Member shall be taken to be in writing and signed by that Board Member at the time of the receipt of the facsimile transmission by the Association; and
- (b) an email transmission which is received by the Association (at an email address approved by the Board for receipt of email transmissions by the Association) and which attaches a document in a legible form (in a format previously approved by the Board for email transmissions) which purports to have been signed by a Board Member shall be taken to be in writing and signed by that Board Member at the time of the receipt of the email transmission by the Association.

## 56 **Committee of Board Members**

- 56.1 The Board Members may form and delegate any of their powers to a Committee consisting of such Board Members as they think fit and may from time to time revoke such delegation.
- 56.2 A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board Members.
- 56.3 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of the Board Members contained in this Constitution.
- 56.4 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board Members are required by the Law and this Constitution to be made entered and signed.

## 57 **Validation of Acts of Board Members**

57.1 All acts done:

- (a) at any meeting of the Board Members; or
- (b) by a Committee; or
- (c) by any person acting as a Board Member,

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Board Member or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Board Member and had been entitled to vote.

## **BOARD MEMBERS' DISCLOSURE OF INTEREST**

### **58 Contracts with Board Members**

58.1 Subject to this Constitution and the Law, a Board Member and any firm, body or entity in which a Board Member has a direct or indirect material personal interest may in any capacity:

- (a) enter into any contract or arrangement with the Association; and
- (b) act in a professional capacity, other than as auditor, for the Association

and any Board Member or firm, body or entity so contracting or being so interested is not liable to account to the Association for any profit realised by any such contract or arrangement by reason only of the Board Member holding that office or of the fiduciary relationship established by the Board Member holding that office.

58.2 No Board Member shall vote as a Board Member in respect of any contract or arrangement in which he has a material personal interest and if does purport to vote his vote shall not be counted.

58.3 A Board Member may not attest the affixing of the common seal to any document relating to a contract or arrangement or proposed contract or arrangement in which the Board Member has a material personal interest.

### **59 Disclosure of Interest**

59.1 A Board Member must disclose any material personal interest he may have in accordance with the Law and the Secretary must record all declarations in the minutes of the relevant meeting.

59.2 The Board shall, in its absolute discretion, determine whether the interest of a Board Member is a material personal interest.

59.3 A Board Member's failure to make disclosure under this clause does not render void or voidable a contract or arrangement in which the Board Member has a material personal interest.

## **CONTRACTS WITH RABBIS, MINISTERS, CANTORS AND READERS**

### **60 Approval of Contracts**

60.1 The Association will not enter into any contract, agreement or arrangement with any person for the person to serve as rabbi, minister, cantor or reader to the Association unless it contains a provision that Hazakah has been excluded and:

- (a) has previously been authorised or approved by the Association in General Meeting; or
- (b) is expressed to be conditional upon the Association in General Meeting giving its approval to the same within 4 months of the date of its execution by the Association.

## 61 **Mandatory Provisions of Contracts**

61.1 Every contract, agreement or arrangement with any person for the person to serve as rabbi, minister, cantor or reader to the Association, whether oral or in writing, shall be expressed to be subject to clauses 62 and 63 as to suspension and also to the following conditions:

- (a) That such contract, agreement or arrangement, whether expressed to be for a fixed period or otherwise, shall be terminable immediately upon either of the following events occurring:
  - (i) if the Association resolves to dismiss such Rabbi, minister, cantor or reader in accordance with the provisions of clause 62.6; or
  - (ii) if the Association resolves by a majority of at least  $\frac{2}{3}$  of the Members Present at a General Meeting called for that purpose on the requisition of Members, that the contract, agreement or arrangement should be rescinded.
- (b) That all questions, disputes or differences in respect of compensation or any other rights or liabilities of the parties arising out of or in connection with such termination shall be determined by an arbitrator agreed on by the parties or if they cannot agree then by the decision of three arbitrators, one to be appointed by the Board, one to be appointed by the rabbi, minister, cantor or reader (as the case may be) and the third to be appointed by those two arbitrators as an umpire, who shall be a duly qualified solicitor or barrister of the Supreme Court of New South Wales of at least 10 years standing and the decision of the arbitrator or arbitrators shall be final and binding on the parties. All arbitrators, other than the umpire, shall be members of the Association but the umpire shall in any case be a person of the Jewish faith.

61.2 The Board shall in making any contract, agreement or arrangement referred to in clause 60.1 direct the attention of the rabbi, minister, cantor or reader (as the case may be) to the provisions of this clause and also of clauses 62 and 63. If any such contract, agreement or arrangement is in writing such written instrument shall include a reference to the provisions of those clauses and the contract, agreement or arrangement shall be expressed to be subject to the provisions of this Constitution and, in particular, to the terms of those clauses.

### **SUSPENSION OF RABBIS, MINISTERS, CANTORS AND READERS**

## 62 **Procedure for Suspension**

62.1 If the President is satisfied that any rabbi, minister, cantor or reader has been guilty of misconduct he may, by written notice to the official concerned, suspend such official from his office, duties, rights and privileges until such time as such suspension is considered and finally dealt with by the Board or the Association in accordance with this clause 62.

62.2 Upon a notice being given in accordance with clause 62.1, the relevant official shall immediately cease to exercise any of the functions of his office, and the duties, rights and privileges of his office shall be suspended.

- 62.3 Immediately upon a notice being given in accordance with clause 62.1, the President shall call a Board meeting which shall be held within 7 days of the date of the notice. If the President fails to do so the suspension of the official shall terminate at the end of that 7 day period.
- 62.4 The Board may require the official concerned to be present at the meeting convened in accordance with clause 62.3 and may allow him to be heard, on such terms as the Board deems fit, on matters in his defence or by way of explanation and/or may require such official to deliver a written statement of the matters on which he relies in his defence or by way of explanation.
- 62.5 The Board shall consider the matters (if any) offered by the official in his defence or by way of explanation and may if it thinks fit either:
- (a) annul the suspension, in which case the official shall be immediately reinstated to his former office; or
  - (b) confirm such suspension, subject to the determination of the Association in General Meeting.
- 62.6 If the Board confirms the suspension of the official, the suspension shall continue in force pending the consideration of the suspension and a final determination on it by the Association in General Meeting. If the Board has confirmed the suspension of the official the Board shall promptly call a General Meeting to be held not less than 28 days and not more than 35 days after the date of the confirmatory resolution of the Board, for the purposes of considering and deciding upon the dismissal or retainer or further suspension of the relevant official. The Association may at such General Meeting pass such resolution concerning the dismissal or the further suspension of the relevant official on such terms as it deem fit and the relevant official shall in all respects be bound by that resolution.
- 62.7 If:
- (a) a General Meeting for the purposes described in clause 62.6 does not take place within the time specified in that clause; or
  - (b) within 35 days of the date of the resolution of the Board referred to in clause 62.6 a resolution has not been passed dismissing the relevant official or suspending him during for such further period as the Association may determine,
- then the suspension of the official shall lapse and the official shall immediately be reinstated to his former office.

### 63 **Annulment of Suspension**

- 63.1 The Association may in General Meeting annul the suspension of an official and reinstate the official on such terms and conditions as the Association deems expedient.
- 63.2 The exercise of any of the rights or powers conferred on the President (or a person exercising the powers of the President) by clause 62.1 may be varied or annulled by a unanimous resolution of the Board Members other than the President (or other officer

exercising his powers) passed not later than 14 days from the date upon which such right or power is exercised.

## **MINUTES**

### **64 Minutes**

- 64.1 The Board Members must cause minutes to be kept in accordance with the Law for the purposes of recording:
- (a) the names of the Board Members present at each meeting of the Board Members and of Board Members present at each meeting of any Committee;
  - (b) all orders, resolutions and proceedings of general meetings and of meetings of Board Members and of Committees including the appointment of Board Members and rabbis, ministers, cantors and readers;
  - (c) such matters as are required by the Law to be recorded in the record books of the Association including without limitation all declarations made or notices given by a Board Member of any material personal interest he may have.
- 64.2 Such minutes shall be signed by the chairperson of the meeting, or the chairperson of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

## **SECRETARY**

### **65 Appointment and Tenure**

- 65.1 There must be at least one Secretary appointed by the Board Members for a term and at remuneration and on conditions determined by the Board Members. Such Secretary may be an honorary Secretary.
- 65.2 Any Secretary so appointed may be removed by the Board Members.

### **66 Duties**

- 66.1 In addition to any other duties assigned to him by the Board, the Secretary shall unless otherwise excused by the Board:
- (a) attend at all Sabbath, Festival and Holy Day services;
  - (b) attend all Board meetings and General Meetings and take and keep minutes of the proceedings at such meetings;
  - (c) attend any specified Committee meetings, if so directed by the Board;
  - (d) maintain a register of all births, marriages and deaths of Members and their families and of all bar/bat mitzvahs celebrated by any official of the Association;

- (e) maintain copies of all correspondence issued by the Board;
- (f) maintain a register of the seats or places in any place of worship or building under the control of the Association alphabetically and numerically arranged with the rent or other amount charged and the name of the occupant opposite each number;
- (g) maintain all books and documents of the Association in such place as the Board may direct and shall, subject to the directions of the Board, have the custody of the same;
- (h) maintain such records as the Board shall direct of the proceedings and activities of any school of instruction or similar institution under the control of the Association;
- (i) maintain an inventory of the property of the Association; and
- (j) do all such other things in connection with the business and affairs of the Association as the Board may lawfully direct.

### **EXECUTION OF DOCUMENTS**

#### **67 Common Seal**

67.1 The Board shall provide for the safe custody of the common seal of the Association and the common seal of the Association shall only be used with the authority of a resolution of the Board.

67.2 A document to which the common seal of the Association is affixed must be witnessed by:

- (a) 2 Board Members and the Secretary; or
- (b) 2 Board Members and another person appointed by the Board for that purpose,

and such persons shall countersign the document to which the common seal of the Association is affixed.

### **ACCOUNTS, INSPECTION OF RECORDS AND AUDIT**

#### **68 Accounts and Inspection**

68.1 The Board shall cause proper financial records to be kept and must distribute copies of the financial reports of the Association and a Board Members' report to Members in accordance with the requirements of the Law and also from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Association or any of them will be open to the inspection of Members not being Board Members.

#### **69 Audit of Accounts**

- 69.1 The Board shall cause the financial records and financial reports of the Association to be audited in accordance with the requirements of the Law.

## NOTICES

### 70 **Service of Notices**

- 70.1 A notice may be given by the Association to any Member by:

- (a) serving it on the Member personally;
- (b) sending it by post to the Member or leaving it at the Member's address shown in the Register or otherwise the address supplied by the Member to the Association for the giving of notices;
- (c) facsimile to the facsimile number supplied by the Member to the Association for the giving of notices; or
- (d) sending it to the electronic address supplied by the Member to the Association for the giving of notices.

- 70.2 Any Member who has not left at or sent to the Office his place of address for inclusion in the Register as the place at which notices may be given to the Member shall not be entitled to receive any notice.

- 70.3 Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the Business Day after the date of posting.

- 70.4 Where a notice is sent by facsimile or other electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the day it is sent.

- 70.5 Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Officer to that effect shall be conclusive evidence of service.

### 71 **Notices of General Meeting**

- 71.1 Subject to clause 70.2, notice of every General Meeting must be given in any manner authorised by this Constitution to:

- (a) every Member; and
- (b) the auditor for the time being of the Association.

## WINDING UP

### 72 **Winding Up**

- 72.1 If the Association is wound up:

- (a) each Member; and

- (b) each person who ceased to be a Member in the preceding year

undertakes to contribute to the property of the Association for the:

- (c) payment of the debts and liabilities of the Association (but in relation to those persons referred to in paragraph (b) above, only those contracted before the person ceased to be a Member) and payment of the costs, charges and expenses of winding up; and

- (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required but not exceeding \$40.00.

72.2 If any surplus remains following the winding up of the Association, the surplus will not be paid to or distributed amongst Members, but will be given or transferred to another institution or association which has:

- (a) purposes which are similar to the purposes of the Association as set out in clause 3.1;
- (b) a constitution which requires its income and property to be applied in promoting its purposes; and
- (c) a constitution which prohibits it from paying or distributing its income and property amongst its members to an extent at least as great as imposed on the Association by clause 4.2.

The identity of the corporation or association is to be determined by the Members at or before the time of dissolution and failing such determination being made, by application to the Supreme Court of New South Wales for determination.

## **INDEMNITY**

### **73 Indemnity**

73.1 To the extent permitted by law every Officer (and former Officer) of the Association shall be indemnified out of the funds of the Association against all liabilities incurred as such an Officer (or former Officer). However, no such Officer (or former Officer) shall be indemnified by the Association under this clause in respect of:

- (a) a liability to the Association or a related body corporate of the Association; or
- (b) a liability for a pecuniary penalty order under Section 1317G of the Law or a compensation order under Section 1317H of the Law; or
- (c) a liability that is owed to a person other than the Association or a related body corporate of the Association and did not arise out of conduct in good faith.

73.2 To the extent permitted by law every Officer (and former Officer) of the Association shall be indemnified out of the funds of the Association against all legal costs and expenses incurred in defending an action for a liability incurred as an Officer (or

former Officer). However, no such Officer (or former Officer) shall be indemnified by the Association under this clause if the legal costs or expenses are incurred:

- (a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under clause 73.1; or
- (b) in defending or resisting criminal proceedings in which the person is found guilty; or
- (c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or
- (d) in connection with proceedings for relief to the person under the Law in which the court denies the relief.

However paragraph (c) above does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for the court order.

#### **74 Payment of Indemnity Policy Premium**

74.1 To the extent permitted by law the Association may at the discretion of the Board Members enter into and/or pay a premium in respect of a policy of insurance insuring an Officer (or former Officer) of the Association against any liability incurred by such person in that capacity (whether in respect of acts or omissions prior to or after the date of the issue of the policy or both) except for a liability arising out of:

- (a) conduct involving a wilful breach of duty in relation to the Association; or
- (b) a contravention of sections 182 or 183 of the Law.

The Board Members shall have the discretion to approve the terms and conditions of any such policy of insurance.

74.2 Where an Officer (or former Officer) has the benefit of an indemnity pursuant to an insurance policy in respect of his actions or omissions then the Association shall not be required to indemnify the Officer under clause 73 except to the extent that the indemnity effected by the insurance policy does not fully cover the person's liability.

#### **75 Indemnity to Continue**

75.1 The indemnity granted by the Association contained in clause 73 shall continue in full force and effect notwithstanding the deletion or modification of that clause, in respect of acts and omissions occurring prior to the date of the deletion or modification.

#### **76 Liability of Board Members for Acts of Others**

76.1 No Board Member shall be liable for the acts, omissions, negligence or default of any other Officer or for any other loss, expense or damage which shall arise in the execution of the duties of his office unless the same arises through his own negligence, default, breach of duty or breach of trust.

## DEFINITIONS AND INTERPRETATION

### 77 Definitions

77.1 In this Constitution, unless there is something in the subject or context which is inconsistent:

"**Association**" means the company referred to in clause 1.1.

"**Board**" means the Board Members acting as a Board.

"**Board Member**" means any person holding the position of a director of the Association and "**Board Members**" means the directors for the time being of the Association or as the context permits such number of them as have authority to act for the Association.

"**Business Day**" means a day other than a Saturday, Sunday, public holiday in New South Wales and Jewish religious holiday on which the Office is not scheduled to open.

"**Committee**" means a committee of Board Members established in accordance with clause 56.

"**Constitution**" means this Constitution as amended or supplemented from time to time.

"**General Meeting**" means a general meeting of the members of the Association.

"**Governor**" means a person elected to that office for the time being pursuant to clause 45.

"**Law**" means the Corporations Act 2001 as in force in New South Wales.

"**Member**" means a person who is a member of the Association pursuant to clause 5 who has not ceased to be a Member.

"**Member Present**" means in connection with a meeting of Members, a Member being present in person or by proxy or attorney.

"**Membership**" means membership of the Association.

"**Office**" means the registered office for the time being of the Association.

"**Officer**" means any person holding the office of President, Vice-President, Treasurer, Board Member or Secretary of the Association.

"**President**" means the person elected to and holding that office in the Association for the time being.

"**Register**" means the register of Members to be kept pursuant to the Law.

"**Secretary**" means the person appointed as the secretary of the Association and includes any assistant or acting secretary.

"**Treasurer**" means the person elected to and holding that office in the Association for the time being.

"**Vice President**" means the person elected to and holding that office in the Association for the time being.

## 78 **Interpretation**

78.1 In this Constitution, unless there is something in the subject or context which is inconsistent:

- (a) the singular includes the plural and vice versa;
- (b) each gender includes the other two genders;
- (c) the word "**person**" means a natural person and any partnership, association, body or entity whether incorporated or not;
- (d) the words "**writing**" and "**written**" include any other mode of representing or reproducing words, figures, drawings or symbols in a visible form;
- (e) where any word or phrase is defined, any other part of speech or other grammatical form of that word or phrase has a cognate meaning;
- (f) a reference to any clause or schedule is to a clause or schedule of this Constitution;
- (g) a reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it.

78.2 An expression used in a particular Chapter, Part or Division of the Law that is given by that Chapter, Part or Division a special meaning for the purposes of that Chapter, Part or Division has, unless the contrary intention appears, in any clause that deals with a matter dealt with by that Chapter, Part or Division the same meaning as in that Chapter, Part or Division.

78.3 The provisions of this Constitution displace the replaceable rules (but not replaceable rules which mandatorily apply to a public company) contained in the Law.

78.4 Headings do not form part of or affect the construction or interpretation of this Constitution.

## 79 **Savings Provisions**

79.1 Every act matter and thing performed, observed or occurring under the constitution of the Association in force prior to the adoption of this Constitution continues to have the same operation and effect as if the same were performed, observed or occurred while this Constitution was in force.