



Executive Council
of Australian Jewry Inc.

EXECUTIVE COUNCIL OF AUSTRALIAN JEWRY INC.

Constitution

(as amended at General Meeting of Councillors
on 9 November 2014)

Part 1 PRELIMINARY

1.1 Definitions

In this Constitution:

Affiliate means each of the organisations named in sub-paragraphs (i) to (vii) inclusive in paragraph (a) of clause 4.2.2 and, subject to paragraph (f) of that clause, any other organisation which may from time to time be admitted as an Affiliate pursuant to paragraph (c) or paragraph (e) of that clause.

Committee of Management has the meaning set out in clause 8.3.

Constituent means the peak body representing the Jewish community in any State or Territory, being each of the organisations named in sub-paragraphs (i) to (vii) inclusive of paragraph (a) of clause 4.2.1.

Councillor means a person holding the position of Councillor under Part 4 of this Constitution.

Deputy President means the person who from time to time is elected to that office pursuant to paragraph (b) of clause 9.1.1.

Executive means the holders of the positions set out in clause 14.1.

Financial year means the year ending on 30 June.

General meeting means the annual general meeting of the Council or any other general meeting of the Council as referred to in Part 7.

Office-Bearers means:

- (a) the President; and
- (b) the Deputy President; and
- (c) the Immediate Past President
- (d) the Treasurer; and
- (e) the Secretary.

President has the meaning given in Part 6 of this Constitution.

Presidential Term means two years.

Presidency State means the State of Australia in which the President for the time being resides.

Secretary means the person holding office under this Constitution as Honorary Secretary of the Council or, if no such person holds that office, the public officer of the Council.

the Act means the *Associations Incorporation Act 1991* of the Australian Capital Territory.

the Council means this Council known as Executive Council of Australian Jewry inc.

the Regulation means the *Associations Incorporation Regulation 1991* of the Australian Capital Territory.

Treasurer means the person holding office under this Constitution as Honorary Treasurer of the Council.

1.2 Interpretation

1.2.1 Application of *Legislation Act 2001* of the Australian Capital Territory

The *Legislation Act 2001* (ACT) applies to this Constitution in the same way as it would if it were an instrument made under the Act.

1.2.2 For the purposes of this Constitution the expression “member” wherever appearing in the Act means any person who from time to time holds the position of “Councillor”.

1.2.3 A definition applies except so far as the contrary intention appears (see s 155 of the *Legislation Act 2001* (Act)).

Part 2 NAME

- 2.1 The name of the Council is “Executive Council of Australian Jewry Inc.”

Part 3 OBJECTS AND POWERS

- 3.1 The objects of the Council are:
- (a) To represent and speak officially on behalf of Australian Jewry.
 - (b) To take such action as it considers necessary on behalf of Australian Jewry in matters that concern Australian Jewry or Jewry in other parts of the world.
 - (c) To support and strengthen the connection of Australian Jewry with the State of Israel.
- 3.2. The Council shall have the power to appoint committees to carry out such functions and with such powers as the Council may decide. The Council may also invite any existing organisation or organisations to act as a Committee of the Council. In either case at least one Councillor shall be an ex officio member of the Committee.
- 3.3 The Committee of Management may elect Convenors of Standing Committees, who will report to the Committee of Management between Annual Meetings.
- 3.4 Subject to the provisions of the Constitution of the Council for Jewish Education in Schools, there shall be a Standing Committee on Education.

Part 4 MEMBERSHIP

4.1 Classes of Councillors

- 4.1.1 There shall be three classes of Councillors, viz:
- (a) Councillors appointed by a Constituent;
 - (b) Councillors appointed by an Affiliate; and
 - (c) Honorary Life members

4.2 Qualifications of Councillors

4.2.1 Constituent appointed Councillors

- (a) The Constituent appointed Councillors shall be representatives nominated by the following State or Territory bodies;

Victoria

- (i) The Jewish Community Council of Victoria which shall be entitled to appoint 10 Councillors one of whom shall be the President for the time being of the Jewish Community Council of Victoria;

New South Wales

- (ii) The New South Wales Jewish Board of Deputies which shall be entitled to appoint 10 Councillors one of whom shall be the President for the time being of the New South Wales Jewish Board of Deputies;

Western Australia

- (iii) The Council of Jewish Community Council of Western Australia Inc. which shall be entitled to appoint 3 Councillors;

Queensland

- (iv) The Queensland Jewish Board of Deputies which shall be entitled to appoint 2 Councillors;

South Australia

- (v) The Jewish Community Council of South Australia which shall be entitled to appoint 2 Councillors;

Tasmania

- (vi) Hobart Hebrew Congregation Inc. which shall be entitled to appoint 1 Councillor;

Australian Capital Territory

- (vii) The ACT Jewish Community Inc which shall be entitled to appoint 1 Councillor.

4.2.2 Affiliate Appointed Councillors

- (a) Affiliate appointed Councillors shall be representatives appointed by the following Affiliates:
 - (i) Australasian Union of Jewish Students
 - (ii) Union for Progressive Judaism
 - (iii) Australian Federation of WIZO
 - (iv) Federation of Australian Jewish Welfare Societies
 - (v) Maccabi Australia Inc
 - (vi) National Council of Jewish Women of Australia
 - (vii) National Association of Jewish Ex Servicemen and women
 - (viii) B'nai B'rith District 21 of Australia and New Zealand
 - (ix) Jewish National Fund of Australia Inc
 - (x) Council of Orthodox Synagogues of Australia
 - (xi) Joint Distribution Committee Australia.

- (b) Each Affiliate shall, subject to clause 4.2.2(e)(ii), be entitled to appoint one Councillor.

- (c) Any of the Observers listed in Part 17, or any other organisation, may become an Affiliate upon approval of an application to that effect by either a majority of Councillors who are present and voting at a general meeting and who represent all Constituents or a majority of members of the Committee of Management who are present and voting at a meeting of the Committee of Management and who represent all Constituents if at the time of the application the applicant satisfies the following requirements:
 - (i) The proposed affiliate, having regard to the extent and scope of its membership and activities, must be of sufficient standing to warrant its acceptance as an Affiliate.
 - (ii) The membership and activities of the proposed affiliate must extend into three or more States or Territories of the Commonwealth.
 - (iii) The proposed affiliate must have been established for a minimum period of two years prior to its admission as an Affiliate, unless at least a two thirds majority of:
 - (1) Councillors who are present and voting at a general meeting and who represent all Constituents; or
 - (2) members of the Committee of Management who are present and voting at a meeting of the Committee of Management and who represent all Constituents, determine otherwise.

- (iv) The proposed affiliate must have either applied to the Council for affiliation or confirmed to the Council its willingness to accept affiliation.
 - (v) The proposed affiliate must undertake in writing to the Council to ensure that within six months of its admission as an Affiliate, each of its State Affiliates (if any) shall, where eligible, become and remain a member body of the Council's Constituent in each respective State.
- (d) Each Affiliate shall pay an annual membership fee, as determined at the time of its admission subject to review by the Council from time to time.
- (e) No proposed affiliate shall be deemed to have been approved as an Affiliate unless and until a general meeting of the Council or a meeting of the Committee of Management shall have determined the matters referred to in this Part. Such determination and the resolution to approve a proposed affiliated body as an Affiliate shall not be deemed to have been validly made unless:
- (i) each Councillor or member of the Committee of Management (as the case may be) has received, not less than one month prior to the meeting, notice in writing of the motion proposed to be moved for the purpose of approving the proposed affiliate as an Affiliate and determining the matters referred to in this Part.
 - (ii) where it is moved that the proposed affiliate be represented on the Council by more than one Councillor at least a two thirds majority of Councillors who are present and voting at a general meeting and who represent all Constituents or a two thirds majority of members of the Committee of Management who are present and voting at a meeting of the Committee of Management and who represent all Constituents vote in favour of the proposed motion.
- (f) The Council may at a general meeting terminate the affiliation of any Affiliate provided that:
- (i) each Councillor has received, not less than one month prior to the meeting, notice in writing of the motion proposed to be moved for the purpose of terminating the affiliation of the Affiliate;

- (ii) at least a two thirds majority of Councillors (excluding any Councillor representing the Affiliate which is the subject matter of the motion and on which such Councillor shall not be entitled to exercise any vote), who are present and voting and who represent at least four Constituents, vote in favour of the proposed motion.

4.3 Honorary Life Members

- 4.3.1 A general meeting may elect Honorary Life Members, provided all Councillors have received not less than one months' notice in writing of the place, date and time of the election.
- 4.3.2 Honorary Life Members will be entitled to all rights and privileges enjoyed by Councillors formally elected by Constituents and Affiliates.

Part 5 MEMBERSHIP OF THE COUNCIL

5.1 Membership qualifications

- 5.1 A person is qualified to be a member of the Council if—
 - (a) the person is a person mentioned in section 21 (2) (a) of the Act; namely a person who was a member immediately before the date of incorporation and has not ceased to be a member of the Council at any time after incorporation of the Council under the Act; or
 - (b) the person has otherwise become a Councillor pursuant to Part 4 of this Constitution.

5.2 Membership entitlements not transferable

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

5.3 Cessation of membership

- 5.3.1 A person ceases to be a Councillor if the person:

- (a) dies; or
- (b) resigns from membership of the Council; or
- (c) is expelled from the Council; or
- (d) commits an act of bankruptcy within the meaning of the Bankruptcy Act or enters into a debt agreement or personal insolvency agreement under Parts IX or X respectively of that Act; or
- (e) suffers from mental or physical incapacity; or
- (f) is disqualified from office under the Act, section 63 (1), or
- (g) in the case of a Constituent-appointed Councillor or an Affiliate-appointed Councillor, the person's appointment as a Councillor is terminated for any reason.

5.4 Resignation of membership

- 5.4.1 A Councillor is not entitled to resign from membership of the Council except in accordance with clauses 5.4.2 and 5.4.3.
- 5.4.2 A Councillor may resign from membership of the Council by first giving notice (of not less than 1 month or, if the Committee of Management has determined a shorter period, that shorter period) in writing to the Secretary of the Council of his intention to resign and, at the end of the period of notice, the Councillor ceases to be a Councillor.
- 5.4.3 If a person ceases to be a Councillor, the Secretary must make an appropriate entry in the register of members recording the date the Councillor ceased to be a Councillor.

Part 6 PRESIDENT

- 6.1 The President of the Council shall in alternate three year periods be resident in New South Wales and Victoria, with the President to be elected from Councillors representing the New South Wales Jewish Board of Deputies and the Jewish Community Council of Victoria respectively.
- 6.2 PROVIDED THAT, in exceptional circumstances a majority of the Council may approve an extension of the term of office of the President and the Council for a maximum additional period of one year in any term.
- 6.3 In the event of the President being unable to act, the Deputy President will serve as Acting President. In the event of both the President and the Deputy President being unable to act, the President of the Constituent body in the Presidency State will

serve as Acting President. If the President, the Deputy President and the President of the Constituent in the Presidency State are all unable to act, the Committee of Management shall appoint an Acting President. While the President is unable to act, the Acting President is vested with all the powers and discretions of the President.

- 6.4 The President for the time being shall be the representative of the Council on any overseas organisation which grants representation to the Council, provided that if in any instance the President is unable to represent the Council, the Committee of Management may appoint a representative.

Part 7 GENERAL MEETINGS

7.1 Annual General Meetings

- 7.1.1 With the exception of the first annual general meeting of the Council, the Council must, at least once in each calendar year in a city to be determined by the Committee of Management and within 5 months after the end of each financial year of the Council, call an annual general meeting of Councillors.
- 7.1.2 The Council must hold its first annual general meeting:
- (a) within 18 months after its incorporation under the Act; and
 - (b) within 5 months after the end of the first financial year of the Council.
- 7.1.3 Clauses 7.1.1 and 7.1.2 have effect subject to the powers of the Registrar-General under section 120 the Act in relation to extensions of time.

7.2 Annual general meetings—calling of and business at

- 7.2.1 The annual general meeting of the Council must, subject to the Act, be called on the date and at the place and time that the Committee of Management considers appropriate.
- 7.2.2 In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is:
- (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and

- (b) to receive from the Committee of Management reports on the activities of the Council during the last financial year; and
 - (c) to elect members of the Committee of Management, including office-bearers; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under section 73 (1) of the Act.
- 7.2.3 An annual general meeting must be specified as such in the notice calling it in accordance with clause 7.4 (Notices).
- 7.2.4 An annual general meeting must be conducted in accordance with the provisions of this part.
- 7.2.5 The Quorum for the Annual General Meeting shall be at least 14 Councillors representing at least four Constituents and one Affiliate.

7.3 Calling of General meetings other than Annual General meetings

- 7.3.1 The Committee of Management may, whenever it considers appropriate, call a general meeting of the Council to which all Councillors are invited.
- 7.3.2 The Committee of Management must, on the requisition in writing of not less than 5% of the total number of Councillors, call a general meeting of the Council.
- 7.3.3 A requisition of Councillors for a general meeting:
- (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the Councillors making the requisition; and
 - (c) must be lodged with the Secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the Councillors making the requisition.
- 7.3.4 If the Committee of Management fails to call a general meeting within 1 month after the date when a requisition of Councillors for the meeting is lodged with the Secretary, any 1 or more of the Councillors who made the requisition may call a general meeting to be held not later than 3 months after that date.
- 7.3.5 A general meeting called by a Councillor or Councillors mentioned in clause 7.3.4 must be called as nearly as is practicable in the same way as general meetings are called by

the Committee of Management and any Councillor who thereby incurs expense is entitled to be reimbursed by the Council for any reasonable expense so incurred.

7.4 Notices

- 7.4.1 Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, send by prepaid post to each Councillor at the Councillor's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 7.4.2 If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Council, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, send notice to each Councillor in the way provided in clause 7.4.1 specifying, in addition to the matter required under that clause, the intention to propose the resolution as a special resolution.
- 7.4.3 No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that may be transacted under clause 7.2.2.
- 7.4.4 A Councillor desiring to bring any business before a general meeting may give written notice of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the Councillor.

7.5 General meetings—procedure and quorum

- 7.5.1 No item of business may be transacted at a general meeting unless a quorum of Councillors entitled under this Constitution to vote is present during the time the meeting is considering that item.
- 7.5.2 Other than at an annual general meeting, six (6) Councillors present in person (who are entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 7.5.3 If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called

on the requisition of Councillors is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to Councillors given before the day to which the meeting is adjourned) at the same place.

- 7.5.4 If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the Councillors present (being not less than 3) constitute a quorum.

7.6 Presiding member

- 7.6.1 The President presides at each general meeting of the Council.
- 7.6.2 The President shall have right of addressing any ordinary meeting of any Constituent Body and Affiliated Body for the purpose of presenting a report and addressing the members thereof.

7.7 Adjournment

- 7.7.1 The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of Councillors present at the meeting, adjourn the meeting from time to time and place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 7.7.2 If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Councillor stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 7.7.3 Except as provided in clauses 7.7.1 and 7.7.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

7.8 Making of decisions

- 7.8.1 A question arising at a general meeting of the Council is to be decided on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a

show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

- 7.8.2 At a general meeting of the Council, a poll may be demanded by the person presiding or by not less than 3 Councillors present in person or by proxy at the meeting.
- 7.8.3 If the poll is demanded at a general meeting, the poll must be taken:
- (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

7.9 Voting

- 7.9.1 Each Councillor shall have one vote at all meetings of the Council. In the event of equality of voting, the Chairman shall have a casting vote.
- 7.9.2 Constituents and Affiliated Bodies shall have the power to appoint substitute Councillors at any time.
- 7.9.3 Subject to clause 7.9.5, on any question arising at a general meeting of the Council a Councillor has 1 vote only.
- 7.9.4 All votes must be given personally or by proxy but no Councillor may hold more than 5 proxies.
- 7.9.5 If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- 7.9.6 In respect of a Constituent-appointed Councillor or an Affiliate-appointed Councillor the Councillor or proxy is not entitled to vote at any general meeting of the Council unless all money due and payable by the Constituent or Affiliate to the Council has been paid, other than the amount of the annual subscription payable for the then current year.

7.10 Form of Proxy

7.10.1 No appointment of a proxy is valid unless the appointment is in writing, signed by the giver of the proxy, delivered to the person chairing the general meeting before it commences and is substantially in the following form:

I, (insert full name) , being a person who presently holds the office of Councillor of the Executive Council of Australian Jewry Inc, hereby appoint:

(insert full name)

being another person who presently holds the office of Councillor of the Executive Council of Australian Jewry Inc, as my proxy to act generally at the meeting on my behalf and to vote as the proxy sees fit at the (Annual) General Meeting of the Executive Council of Australian Jewry Inc to be held at

(insert full details of venue of meeting)

On (insert full details of date and time of meeting)

(AEST) and at any adjournment of that meeting.

7.11 Interpretation

7.11.1 For the removal of doubt, each of the provisions of clauses 7.4 to 7.10 inclusive (other than clause 7.5.2) apply to all general meetings including annual general meetings.

Part 8 THE COMMITTEE OF MANAGEMENT

8.1 The President of each Constituent shall be a Vice-President of the Council.

8.2 Each Affiliate shall appoint one representative to the Committee of Management.

8.3 The Committee of Management consists of:

- (a) the persons who from time to time hold each of the offices described or listed in clause 8.1 and clause 9.1.1; and
- (b) the persons appointed pursuant to clause 8.2; and
- (c) the Immediate Past President; and
- (d) the Honorary Life Members.

For the removal of doubt, each member of the Committee of Management, including the Immediate Past President, must be a Councillor as defined in clause 4.1.1.

Part 9 ELECTION OF MEMBERS OF COMMITTEE OF MANAGEMENT

9.1.1 At the end of each Presidential Term, there shall be elected at the Annual General Meeting marking the end of the term:

- (a) A President and four members of the Committee of Management nominated by and from the same Constituent.
- (b) A Deputy President, Honorary Treasurer and Honorary Secretary, PROVIDED THAT any Vice-President and the Immediate Past President, will be eligible to contest the position of Deputy President.
- (c) Two members of the Committee of Management nominated by and from the Councillors from whichever of the New South Wales Jewish Board of Deputies or Jewish Community Council of Victoria is not from the Presidency State.
- (e) Two additional members of the Committee of Management from amongst the Councillors.

9.1.2 Nominations of candidates for election as office-bearers of the Council or as members of the Committee of Management as referred to in paragraphs (a) to (d) of clause 9.1.1:

- (i) must be made in writing, signed by 2 members of the Council and accompanied by the written consent of the candidate (which may be endorsed on the nomination form); and
- (ii) must be given to the secretary of the Council not less than 5 days before the date fixed for the annual general meeting at which the election is to take place.

9.2 If insufficient nominations are received to fill all vacancies on the Committee of Management, the candidates nominated are taken

to be elected and further nominations may be received at the annual general meeting.

- 9.3 If insufficient further nominations are received, any vacant positions remaining on the Committee of Management are taken to be vacancies.
- 9.4 If the number of nominations received is equal to the number of vacancies to be filled, the people nominated are taken to be elected.
- 9.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held.
- 9.6 The ballot for the election of office-bearers and ordinary committee of Management members must be conducted at the annual general meeting in the way the Committee of Management may direct.
- 9.7 Subject to the proviso contained in clause 9.1.1(b), a person is not eligible to simultaneously hold more than 1 position on the Committee of Management.
- 9.8 Each member of the Committee of Management holds office, subject to this Constitution, until the conclusion of the annual general meeting at the end of the Presidential Term, but is eligible for re-election.

Part 10 PROCEEDINGS OF THE COMMITTEE OF MANAGEMENT

10.1 Functions and Powers of the Committee of Management

- 10.1.1 The Committee of Management, subject to the Act, the regulation, this Constitution, and to any resolution passed by the Council in general meeting:
 - (a) controls and manages the affairs of the Council; and
 - (b) may exercise all functions that may be exercised by the Council other than those functions that are required by this Constitution to be exercised by the Council in general meeting; and
 - (c) has power to perform all acts and do all things that appear to the Committee of Management to be necessary or desirable for the proper management of the affairs of the Council.

10.2 Meetings of the Committee of Management

- 10.2.1 The Committee of Management must meet at least 3 times in each calendar year at the place and time that the Committee of Management may decide having regard to the requirements for members of the Committee of Management to travel from interstate.
- 10.2.2 Oral or written notice of a meeting of the Committee of Management must be given by the Secretary to each member of the Committee of Management at least 48 hours (or any other period that may be unanimously agreed on by the members of the Committee of Management) before the time appointed for the holding of the meeting.
- 10.2.3 Notice of a meeting given under Clause 10.2.2, must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the Committee of Management members present at the meeting unanimously agree to treat as urgent business.
- 10.2.4 Any 3 members of the Committee of Management constitute a quorum for the transaction of the business of a meeting of the Committee of Management.
- 10.2.5 The Committee of Management may appoint Consultants for general or specific purposes, who may attend, but not vote at, meetings of the Committee of Management.

10.3 Change of Policy

- 10.3.1 Before any change in policy is adopted, there shall be consultation between the Committee of Management and the remaining Councillors in the following manner:
 - (a) In a matter in which reasonable time for consultation exists, full details of the question and of the action contemplated shall be conveyed in writing by the Committee of Management to each Councillor, setting out a definite time limit for the receipt of his opinion.
 - (b) The Committee of Management shall, at the expiration of the time limit, determine the decision favoured by the majority of Councillors and such decision shall be binding upon the Committee of Management.
 - (c) Should circumstances not reasonably permit full consultation, as above, the Committee of Management

shall advise the Vice-President in each State and give a time limit for a reply.

- (d) The Vice-President in each State shall, as far as possible, consult with fellow Councillors from organisations based in the same State as the organisation which appointed the Vice President.
- (e) Upon receipt of replies, the Committee of Management shall act in accordance with the procedure described in (a) above.
- (f) In a situation where the Committee of Management determines that a policy change is required so urgently as to preclude the procedure outlined above, a conference of members of the Executive, in person or otherwise, is authorised to approve such action.

10.4 Urgent matters

- 10.4.1 Where, in the opinion of the Committee of Management, it is desirable, or when a signed request is made by any six Councillors, a vote of the Council shall be taken on any proposed resolution or decision, other than an amendment of the Constitution of this Council, without calling or waiting for a general meeting of the Council, by the Committee of Management calling on the members of the Council to vote thereon by email, post or fax.
- 10.4.2 When any such vote is to be taken, the Committee of Management shall invite the Councillors in each State to present a case opposing the resolution, and such case shall be circulated amongst all Councillors within a reasonable time before such vote is taken.
- 10.4.3 Copies of the resolution shall be emailed, faxed or express-posted to each Councillor or where the names or addresses of the individual Councillors are not known, to the Constituent Body or Affiliated Body concerned as the case may be.
- 10.4.4 Replies may be made by fax, email or, subject to any deadlines being met, by express post.
- 10.4.5 Unless and until all Councillors have voted, or sufficient votes have been received to constitute a majority of Councillors in favour or against a motion, the vote shall not be deemed to have been taken until one calendar month from the date of emailing the proposed resolution to Councillors.
- 10.4.6 If paragraph (10.4.5) applies, a certificate of due posting, signed by the Secretary shall be entered in the Minute Book.

- 10.4.7 Councillors may vote for or against a motion or may abstain from voting either expressly or by refraining from voting or may vote that the resolution be deferred until the next meeting of the Council.
- 10.4.8 The resolution shall be considered carried, if the required majority of Councillors vote for it, votes for deferment being treated as votes against, upon the result being entered with the voting in the Minute Book.
- 10.4.9 A statement of the result showing the voting shall be posted to Councillors.

10.5 Delegation by Committee of Management to Sub-Committees

- 10.5.1 The Committee of Management may, in writing, delegate to 1 or more subcommittees (consisting of the member or members of the Council that the Committee of Management considers appropriate) the exercise of the functions of the Committee of Management that are specified in the instrument, other than:
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the Committee of Management by the Act, by any other Territory law, or by resolution of the Council in general meeting.
- 10.5.2 A function, the exercise of which has been delegated to a subcommittee under this section may, while the delegation remains unrevoked, be exercised from time to time by the subcommittee in accordance with the terms of the delegation.
- 10.5.3 A delegation under this section may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
- 10.5.4 Despite any delegation under this section, the Committee of Management may continue to exercise any function delegated.
- 10.5.3 Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under this section has the same force and effect as it would have if it had been done or suffered by the Committee of Management.

10.6 Voting and Decisions

- 10.6.1 Questions arising at a meeting of the Committee of Management or of any subcommittee appointed by the Committee of Management are decided by a majority of the votes of members of the Committee of Management or subcommittee present at the meeting.
- 10.6.2 Each member present at a meeting of the Committee of Management or of any subcommittee appointed by the Committee of Management (including the person presiding at the meeting) is entitled to 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- 10.6.3 Subject to section 10.2.4, the Committee of Management may act despite any vacancy on the Committee of Management.
- 10.6.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee of Management or by a subcommittee appointed by the Committee of Management, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee of Management or subcommittee.

Part 11 VACANCIES IN THE COMMITTEE OF MANAGEMENT

- 11.1 For the purposes of this Constitution, a vacancy in the office of a member of the Committee of Management happens if the member—
 - (a) dies; or
 - (b) ceases to be a member of the Council; or
 - (c) resigns the office; or
 - (d) commits an act of bankruptcy within the meaning of the Bankruptcy Act or enters into a debt agreement or personal insolvency agreement under Parts IX or X respectively of that Act; or
 - (e) suffers from mental or physical incapacity; or
 - (f) is disqualified from office under the Act, section 63 (1).
- 11.2 All vacancies on the Committee of Management shall be filled by the Committee of Management, but:
 - (a) such appointments shall continue only until the end of the Presidential Term during which the member was appointed; and

- (b) where the person in respect of whom the vacancy has occurred was nominated by a constituent in accordance with clause 9.1.1(a), or by Councillors from a particular constituent, in accordance with clause 9.1.1(c), the person appointed to fill the vacancy shall to the extent possible also be so nominated .

Part 12 FEES, SUBSCRIPTIONS ETC

12.1 Constituent Fee

- 12.1.1 The initial joining fee payable to the Council by each Constituent is \$1 or, if any other amount has been determined by resolution of the Committee of Management, the other amount.

12.2 Affiliate Fee

- 12.2.1 The initial joining fee payable to the Council by each Affiliate is \$2 or, if any other amount has been determined by resolution of the Committee of Management, that other amount.

12.3 Annual Membership Fees

- 12.3.1 The Council at a general meeting or a meeting of the Committee of Management shall from time to time determine what annual membership fee and other amounts (if any) shall be paid by each Constituent and Affiliate to the Council for the purpose of enabling it to carry out its functions.
- 12.3.2 The annual membership fee is payable:
 - (a) except as provided by paragraph (b)—before 1 July in each calendar year; or
 - (b) if an organisation becomes a Constituent or Affiliate on or after 1 July in any calendar year—before 1 July in each succeeding calendar year.

Part 13 MEMBERS' LIABILITY

- 13.1 The liability of a Councillor to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the sum of \$1.00. The liability of a Constituent or Affiliate to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding

up of the Council is limited to the amount (if any) unpaid by the Constituent or Affiliate in relation to its membership of the Council pursuant to Part 12.

Part 14 THE EXECUTIVE

- 14.1 The Executive of the Committee of Management will comprise the Office-Bearers and the President of each Constituent Body.
- 14.2 The Executive shall meet in person or by other means no less than 3 times in each calendar year for the purpose of formulating policy and direction for the Committee of management and to carry out such other business of the Council as may from time to time be appropriate.

Part 15 SECRETARY

- 15.1 The Secretary of the Council must, as soon as practicable after being appointed as Secretary, notify the Council of his or her address.
- 15.2 The Secretary must keep minutes of:
- (a) all elections and appointments of office-bearers and members of the Committee of Management ; and
 - (b) the names of members of the Committee of Management present at a Committee of Management meeting or a general meeting; and
 - (c) all proceedings at Committee of Management meetings and general meetings.
- 15.3 Minutes of proceedings at a meeting must be signed by the person presiding at the meeting or by the person presiding at the next succeeding meeting.

Part 16 TREASURER

- 16.1 The Treasurer of the Council must:
- (a) collect and receive all amounts owing to the Council and make all payments authorised by the Council; and
 - (b) keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.

- 16.2 The Treasurer shall keep exact records of all amounts received and expended by him during his term of office and before handing over to his successor any balance of funds, shall cause such records to be duly audited by a Public Accountant and such audited records shall be handed over with the said funds.
- 16.3 The Treasurer shall make arrangements for the banking of the funds of the Council and for the authorisation of signatories to each account following each change of Presidency.

Part 17 OBSERVERS

- 17.1 The President, Vice-President or other senior office bearer of;

the Zionist Federation of Australia,

shall be entitled to and may attend all meetings of the Committee of Management, in the capacity of an Observer but without any voting rights.

Part 18 MISCELLANEOUS

18.1 Funds - source

- 18.1.1 The funds of the Council must be derived from entrance fees and annual subscriptions of Councillors, donations and, subject to any resolution passed by the Council in general meeting and subject to the Act, section 114, any other sources that the Committee of Management decides.
- 18.1.2 All money received by the Council must be deposited as soon as practicable and without deduction to the credit of the Council's bank account.
- 18.1.3 The Council must, as soon as practicable after receiving any money, issue an appropriate receipt.

18.2 Funds - management

- 18.2.1 Subject to any resolution passed by the Council in general meeting, the funds of the Council must be used for the objects of the Council in the way that the committee of Management decides.
- 18.2.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2

Councillors of the committee of Management or employees of the Council, being members of the committee of Management or employees authorised to do so by the committee of Management.

18.3 Alteration of objects and Constitution

18.3.1 Subject to the provisions of the Act, neither the objects of the Council nor the other provisions of this Constitution may be altered otherwise than at a general meeting of the Council held in accordance with this Constitution and in respect of which the following procedures have been followed:

- (a) each Councillor has received, not less than one month prior to the meeting, notice in writing of the motion proposed to be moved for the purpose of altering the Constitution, and
- (b) at least twelve Councillors representing at least four Constituents are present at such meeting and vote in favour of the proposed motion.

18.4 Common seal

18.4.1 The common seal of the Council must be kept in the custody of the secretary.

18.4.2 The common seal must not be attached to any instrument except by the authority of the committee of Management and the attaching of the common seal must be attested by the signatures either of 2 Councillors of the Committee of Management or of 1 Councillor of the Committee of Management and of the Secretary.

18.5 Custody of books

18.5.1 Subject to the Act, the regulation and this Constitution, the Secretary must keep in his or her custody or under his or her control all records, books, and other documents relating to the Council.

18.6 Inspection of books

18.6.1 The records, books and other documents of the Council must be open to inspection at a place in the ACT, free of charge, by a member of the Council at any reasonable hour.

18.7 Service of notices

- 18.7.1 For this Constitution, a notice may be served by or on behalf of the Council on any Councillor either personally or by sending it by post or fax or email to the Councillor at the Councillor's postal, fax or email address shown in the register of Councillors.
- 18.7.2 If a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document is taken for this Constitution, unless the contrary is proved, to have been served on the person at the time when the letter would have been delivered in the ordinary course of post.

18.8 Application of Income and Property

The income and property of the Council shall be applied solely towards the promotion of the objects of the Council and no portion shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise distributed to the members or relatives of members of the Council, provided that nothing herein shall prevent the payment in good faith or remuneration to any officer or servant or member of the Council in return for any service actually rendered to the Council, or payment made for monies expended on behalf of the Council, including reasonable and proper rental or premises let by any member to the Council.

18.9 Surplus property on winding up

- 18.9.1 At the first general meeting of the Council, the Council must pass a special resolution nominating:
- (a) another association for section 92(1)(a) the Act, of ; or
 - (b) a fund, authority or institution section 92(1)(b) of the Act;
- in which it is to vest its surplus property in the event of the dissolution or winding up of the Council.
- 18.9.2 An association nominated under subsection 92(1)(a) must fulfil the requirements specified in section 92(2) of the Act.
- 18.9.3 On the winding up of the Council, disposal of surplus property shall only be made to any Council having objects similar to the objects of the Council, or some other fund, authority or institution having objects similar to the objects of the Council and which prohibits the distribution of its income or property

among its Councillors and which is a fund, authority or institution covered by an item in any of the tables in Subdivision 30-B of the *Income Tax Assessment Act 1997*.

18.10 Co-operation with other bodies

It shall be competent for the Council to cooperate with any other body or bodies in the carrying out of the objects of the Council.

18.11 Delegates to Overseas Forums

Subject to the provisions of clause 6.4 the Council shall elect from among its Councillors its delegates to any overseas forums.

Part 19 DISCIPLINING OF MEMBERS

Omitted

Part 20 RIGHT OF APPEAL OF DISCIPLINED MEMBER

Omitted