



Beit Or v'Shalom

Incorporated

Constitution



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CONSTITUTION OF BEIT OR V'SHALOM INCORPORATED

Name of the Congregation

1. The name of the Congregation is "BEIT OR V'SHALOM INCORPORATED" hereinafter referred to as "the Congregation" or "BOvS" -

Definitions

2. In this Constitution and any amendment thereof unless the context otherwise requires:
 - a. "member" means a person who has been admitted to membership of the Congregation and who has not resigned or had their membership terminated for non-payment or cancelled in accordance with this Constitution;
 - b. an "associate" of the Congregation means a person who has been admitted to be associated with the Congregation under clause 26 and who has not resigned or had their association with the Congregation terminated for non-payment or cancelled in accordance with this Constitution;
 - c. "The Board of Management" means the Board of Management for the time being duly constituted pursuant to the provisions of this Constitution;
 - d. "Financial year" means the period from the 1st day of July each year until the 30th day of June in the following year. This may not be changed without an amendment to these rules;
 - e. every word in the singular number shall be construed as including the plural and every word of the plural number shall be construed as including the singular and words referring to persons shall include bodies corporate;
 - f. "relevant government department" means the Queensland Government department that is responsible for administering the current legislation;
 - g. "current legislation" means the Queensland legislation and its associated regulations that govern the activities of incorporated associations in Queensland;
 - h. where this Constitution is inconsistent with the current legislation, the current legislation prevails to the extent of the inconsistency. Where this Constitution is silent on any matter, the current legislation applies.

Objects, Functions and Powers

3. The objects for which the Congregation is established, and its functions and powers are:

a. Objects

1. **Vision:** To maintain and grow a vibrant, friendly, inclusive, environment for a Progressive Jewish Community in Brisbane.
2. **Mission:** To provide services, learning programs and social activities in a Progressive Jewish framework, addressing the religious, cultural, educational and social needs of our community.
3. **Values:**
 - a. Respect – everyone is welcome and all views are listened to.
 - b. Learning – we treasure learning as the core of Jewish life and our hopes for the future.
 - c. Inclusiveness – there is a place here within a Progressive Jewish framework for all Jews, and all those who are studying to become Jews.
 - d. Openness – our decision-making processes are clear, transparent and fair.
 - e. Family – we value every member as part of our Progressive Jewish family, whatever their own family circumstances.

b. Functions

1. To conduct religious services, ministerial offices, cultural, social, philanthropic and educational activities and any other appropriate functions for a progressive form of Judaism as a basis for the continuation of Jewish life in the modern world as a Progressive Jewish Congregation.
2. To fulfil the need of each generation of Jews to bring the teachings and practices of Judaism into harmony with the developments in thought advances in knowledge and changes in the circumstances of life, in accordance with the principles and practices of Progressive Judaism.
3. To provide, maintain, manage, conduct, consecrate and support a place or places for, and to make such other provision as the Congregation may deem desirable or expedient for, the performance of public worship by persons of the Jewish faith who desire to conform to the basic laws, practices, purposes, ideals and doctrines of Progressive Judaism.
4. To awaken an active interest in those Jews who for one reason or another now fail to participate in Jewish religious and communal life.
5. To stimulate honour and philanthropy among Jews, to alleviate the wants of the poor and needy, to visit and tend the sick and to open the vistas of hope to, and comfort those in distress and sorrow, in consonance with the broadest principles of Jewish faith and humanity.

6. To make provision for the conduct of funeral services, cremations and burials of, and to assist in and carry out the lawful disposal of the remains of, deceased persons of the Jewish faith.
7. To promote the highest interests of the Jewish faith by co-operating fully with other sections of Australian Jewry in all the vital interests of our common Judaism.

c. Powers

1. To assist in, or take part in any manner in, any Jewish, charitable or philanthropic cause or purpose whatsoever and to subscribe to any public, international, national, local or other charities and to grant donations for any public purpose.
2. To grant affiliation to, or affiliate, collaborate, amalgamate or enter into any agreement or arrangement with any company, institution, society, club, association or other body, whether incorporated or unincorporated, having objects altogether or in part similar to those of the Congregation and which shall prohibit distribution of its income and property among its members to an extent at least as great as is imposed on the Congregation.
3. To publish, with or without a charge, any newspaper, magazine, website or other periodical and to arrange television and radio broadcasting sessions.
4. 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 purposes of procuring contributions to the funds of the Congregation in the form of donations, whether of real or personal estate, subscriptions, bequests or otherwise.
5. To build, erect, construct, lay down, enlarge, pull down, alter, re-erect, repair and maintain, and where appropriate consecrate according to the tenets of Progressive Judaism, any buildings, works or houses now or hereafter vested in the Congregation, necessary or convenient for the objects of the Congregation.
6. To sell, exchange, lease, let, mortgage, pledge, hire, dispose of, turn to account or otherwise deal with any part of the real or personal property of the Congregation.
7. To purchase, take on, lease, or in exchange hire or otherwise acquire and hold and administer any real or personal property of any description or any interest therein, in trust or otherwise, including land, buildings, easements and any other rights.
8. To invest in trustee securities or otherwise and to deal with any moneys of the Congregation not immediately required for the purposes of the Congregation in such a manner as may from time to time be determined and is permitted by the law.

9. To borrow or raise money and secure the repayment thereof and secure the payment of money owing by the Congregation in such manner as the Congregation or Board of Management thinks fit.
10. To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
11. To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Congregation.
12. To appoint, employ and, at its discretion, pay officers, ministers, agents, and employees and to suspend or dismiss the same.
13. To insure any officers, ministers, agents, and employees of the Congregation against risk or accident in the course of their employment by the Congregation and to effect insurance for the purpose of indemnifying the Congregation in respect of claims by reason of any such risk or accident, and to insure against loss or damage caused by the Congregation or any of its officers, ministers, agents or employees.
14. To do all such other lawful acts and things as may be or may be deemed by the Congregation to be incidental or conducive to the attainment of all or any of the objects of the Congregation.

Application of Funds and Assets

4. The income and property of the Congregation, howsoever and whensoever derived, shall be applied solely towards the promotion of the objects of the Congregation and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise to any member of the Congregation, provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration, wages or salary to any officers, ministers, agents, or employees of the Congregation or to any member of the Congregation or other person in return for any services actually rendered to the Congregation, nor prevent the payment of reasonable and proper interest on money from or lawfully due to any member of the Congregation or reasonable and proper rent for premises demised or let by any member to the Congregation.

5. If, upon the dissolution of the Congregation, there remain, after the satisfaction of all its liabilities, any funds and/or assets whatsoever, the same shall not be paid to or distributed among the members of the Congregation nor paid to or distributed among any relative or relatives of any member of the Congregation. Such remainder shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Congregation and which shall prohibit the distribution of its or their income and property among its or their members or relatives of members, to an extent at least as great as is imposed on the Congregation. Such institution or institutions will be determined by the members of the Congregation in general meeting at or before the time of dissolution. If and so far as effect cannot be given to the aforesaid provision, then the remainder shall be given or transferred to some charitable object or objects, gifts to which are allowable deductions under the provisions of current Income Tax legislation.

Members

6. Persons of the Jewish faith aged 18 years and over may apply for membership of the Congregation in such form as may be prescribed by the Board of Management and shall be classed as Ordinary, Family or Honorary Life members (hereafter referred to as “members”). The number of members of each class is unlimited. Membership classes shall be:

- a. Ordinary – any individual Jewish person aged 18 years and over.
- b. Family – a maximum of two Jewish persons aged 18 years or over, with one or more children under the age of 18 years, resident in the same household. Each adult shall be recognised as a member.
- c. Honorary Life Member - any Jewish person deemed by a general meeting of the Congregation to be worthy of the honour. Such Honorary Life Member shall have the same rights and privileges as an Ordinary or Family member.

7. At the next meeting of the Board of Management which is held after the receipt of an application for membership, such application shall be considered by the Board of Management, which shall deal with or defer consideration of the same as it thinks fit. There is no limit to the number of members allowed.

8. A copy of all membership applications and accompanying proof of membership of the Jewish faith shall be retained by the Congregation.

9. The Board of Management may, at its discretion, accept, reject or defer the application of any person applying for membership and shall not be obliged at any time to give reasons to any person or bodies for rejection or deferment of the membership application. Where an application for membership has been rejected any application fees received by the Board of Management shall be refunded in full to the applicant as soon as possible. There shall be no right of appeal.

10. Every member shall be charged and shall pay such subscription or levy to the funds of the Congregation as the Board of Management may from time to time determine for each class of membership, provided that the Congregation in general meeting may alter or revoke any such subscription or levy determined by the Board of Management and provided also that the Board of Management may at its discretion and for whatever reason (such as distance or hardship) accept any member from year to year at a reduced subscription or levy without loss on the part of such member of the rights and privileges of a fully paying member.

11. The rights and privileges of every member shall be personal to that member only and shall not be transferable either by the member’s own act or by operation of the law.

12. Resignation, termination or cancellation of membership shall not affect the right of persons to re-apply for membership and to have such further application dealt with by the Board of Management.

Cessation of Membership

13. Any member may resign or withdraw from the Congregation by giving notice in writing to the Board of Management of intention to do so and upon the expiration of the notice the member’s membership shall cease.

Termination of Membership for non-payment of subscriptions

14. Without limiting the powers of the Board of Management as to cancellation of membership under this Constitution, no person shall cease to be a member by reason only that the person has failed to pay a subscription due to the Congregation, but if any member shall fail to pay a subscription, or fail to enter into an arrangement to pay a subscription, within three (3) months of written notice to such member of the subscription becoming due, such failure to pay shall be a good and sufficient reason for the Board to consider, at an ordinary meeting, a resolution to the effect that that member's membership be terminated.

15. Should the Board resolve that a member's membership is to be terminated in accordance with the provisions of paragraph 14, written notice of such resolution shall be provided to the member concerned as soon as possible, and if no response or payment is received within twenty one (21) days of the notice, that member's membership will be confirmed as being terminated from the date of the Board resolution.

16. Should the member provide payment or enter into an agreement for payment within the twenty-one (21) day notice period provided under paragraph 15, the Board resolution shall be set aside and the member's status as a member of the Congregation shall continue unaffected.

17. Any member who shall by any means cease to be a member shall nevertheless remain liable to and shall pay to the Congregation all monies which at the time of that member ceasing to be a member may be due from that member to the Congregation. The Board has the discretion to waive this requirement by ordinary resolution.

Cancellation of Membership

18. Two-thirds of the members of the Board of Management present at a meeting of the Board of Management may resolve that a member's membership shall be cancelled, provided that no membership shall be cancelled unless:

- a. the member wilfully refuses or neglects to comply with the provisions of the Constitution or is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Congregation;
- b. the meeting of the Board of Management at which such matter is to be considered has been convened by the giving of not less than twenty-one (21) days' notice to the members of the Board of Management setting out the proposed motion to cancel membership;
- c. the member to be affected has been advised in writing not less than twenty-one (21) days prior to such meeting of the proposed motion and has been invited to show cause, either in writing or by appearance in person before the Board of Management, why that member's membership should not be cancelled as proposed.

19. The decision of the Board of Management is subject to appeal to a general meeting of the Congregation.

20. At the meeting which considers the resolution for cancellation of membership, the Board shall by ordinary resolution determine whether to censure the member, suspend their membership, cancel the member's membership or to take no action. The Secretary shall, by notice in writing,

inform the member of the outcome of the meeting as soon as possible, and, if the outcome has been to cancel the member's membership, the reasons for such cancellation.

21. A member may appeal to the Congregation in general meeting against a resolution of the Board to censure the member, suspend their membership or cancel the member's membership, within seven (7) days after notice of the resolution of the Board is served on the member, by lodging a notice to that effect (a "Notice of Appeal") with the Secretary. Upon receipt of a Notice of Appeal from a member, the Secretary shall notify the Board and shall convene a Special General Meeting of the members of the Congregation to be held within twenty one (21) days after the date on which the Secretary received the Notice of Appeal. At the Special General Meeting of the members of the Congregation convened under this clause:

- (a) no business other than the question of the appeal shall be transacted; the Board and the member shall be given the opportunity to state their respective cases orally or in writing or both; and the members of the Congregation present shall vote by secret ballot on the question of whether the resolution of the Board should be confirmed or revoked.

22. If at the Special General Meeting, the Board's resolution is not confirmed by a majority of two thirds of members present, the Board's resolution shall be set aside and that member's status as a member of the Congregation shall continue as if the resolution of the Board had not been passed.

Register of Members

23. The Congregation shall keep a Register of Members in which shall be entered:

- a. the names and addresses of all members admitted to membership of the Congregation and the dates of admission. Any member who at any time changes address shall promptly give notice thereof in writing to the Secretary who shall thereupon amend the Register accordingly;
- b. particulars of resignations, terminations, cancellations and reinstatement of membership and any further particulars as the Board of Management or the members at any Annual General Meeting or general meeting of the Congregation may require from time to time.

24. No person shall be entitled to exercise the rights or privileges of a member unless that person's name appears in the Register of Members as a member for the time being of the Congregation.

25. The Register of Members shall be open for inspection at all reasonable times to any member who previously applies in writing to the Secretary for such inspection, at the discretion of the Board of Management.

Associate of the Congregation

26. A person not of the Jewish faith may apply to become an Associate of the Congregation by the same procedures set out in paragraphs 7, 8, 9 and 10 above. Annual fees for Associates shall be as determined by the Board of Management.

27. Associates of the Congregation are not members of the Congregation and do not hold any of the rights of a members nor do they have any voting rights of members.
28. The Board of Management may decide at any time to pass a majority resolution resulting in the cessation of a person being an Associate of the Congregation. The Board of Management must notify the person within 21 days of the decision.
29. All annual fees received by the Congregation for the current year (if any have been received) shall be refunded in full to the ceased Associate.
30. The ceased Associate has no right to appeal the decision of the Board of Management, but may reapply to become an Associate at any time subsequently.

Board of Management

31. The Congregation shall be governed and managed by a Board of Management which shall consist of honorary office bearers (comprising a President, one (1) or two (2) Vice-Presidents, a Treasurer and a Secretary), the Immediate Past President, and ordinary Board members to the number of at least three (3) and not more than six (6) other persons. One or two persons together may be elected to hold any Office provided that:

- a. Two persons may only be elected to hold an Office if they agree to Job-Share that Office;
- b. that the Board will be constituted to a maximum of 12.
- c. If two persons agree to Job-Share, they must stand for election and be elected together, and to the extent practicable, must fulfil the functions of their Office together, but either may authorise the other to act alone either in relation to a specific task or function, or generally;
- d. If either person who Job-Shares resigns or otherwise ceases to hold Office, the other person in the Job-Share continues to hold that Office alone until the next General Meeting, at which time an election will be held in respect of that Office despite anything to the contrary in this Constitution.
- e. If two persons hold a single Office at any time then any reference to that Office in this Constitution is a reference to both of them individually and together.
- f. If at any annual general meeting, the Members do not resolve to continue the Job Sharing of any Office, then that office will be declared vacant immediately, and nominations for the vacant office are to be received at that same general meeting, and an election held to fill the office at that same general meeting.

32. The Board of Management shall be elected at the Annual General Meeting to be held in accordance with this Constitution.

33. Notwithstanding anything hereinbefore contained, the members of the Board of Management shall continue in office until their respective successors have been elected and have assumed office, provided that assumption of office by a person shall be deemed to take place at the conclusion of the meeting at which such a person is elected to the Board of Management.

34. No person shall be eligible for election at an Annual General Meeting as an office bearer or ordinary member of the Board of Management unless that person has been a member of the Congregation for at least six (6) months prior to election or appointment and is still a financial member.

35. No person other than a financial member of the Congregation shall be elected at an Annual General Meeting or otherwise be a member of the Board of Management, provided that the Board of Management may from time to time appoint any member of the Congregation to be a Minutes Secretary and such person, if not already an office bearer or ordinary member of the Board of Management entitled to remain a voting member, shall not be eligible to vote on matters before the Board of Management.

36. Notwithstanding anything contained herein, no person shall be eligible for election as President unless that person has been previously a member of the Board of Management for at least one continuous period of twelve (12) months within the three years preceding the election or appointment.

37. The President, vice-President, Secretary and Treasurer shall ordinarily be elected at an Annual General Meeting of the Congregation for a term of one (1) year and shall retire at the Annual General Meeting one (1) year after election, provided that the President, vice-President, Secretary and Treasurer shall be eligible for reappointment for a maximum of four (4) further consecutive years, and provided that when a member has been appointed to fill a casual vacancy as President, vice-President, Secretary and Treasurer or appointed pursuant to the provisions of paragraph 36A above, the term of office served by that President, vice-President, Secretary and Treasurer until the next Annual General Meeting shall not be counted as part of the term of office.

38. Notwithstanding the provisions of the preceding paragraph, any person, having served two consecutive years as President, vice-President, Secretary and Treasurer shall be eligible for election as President, vice-President, Secretary and Treasurer for further terms, provided that the maximum term of appointment is five (5) consecutive years at any one time.

39. All elected and appointed (as per paragraph 40) members of the Board of Management shall retire at an Annual General Meeting but shall be eligible for re-election or reappointment, subject to paragraphs 38 and 39.

40. At any meeting of the Board of Management a quorum shall be more than half the number of elected and appointed Board of Management members provided that the Board of Management may act notwithstanding any vacancy in its body. An "appointed member" is a Board of Management member who has been appointed to office to fill a casual vacancy, and who is at the time of the meeting still a Board of Management member. For the purposes of this Rule, the Immediate Past President is considered to be an "appointed member".

41. Should any member of the Board of Management, other than the Immediate Past President, be absent from three (3) consecutive meetings of the Board without leave (which leave shall not be unreasonably refused) such member's office may be declared vacant at the discretion of the Board of Management.

42. The office of a member of the Board of Management shall *ipso facto* be vacated if such member:

- a. ceases to be a member of the Congregation; or
- b. by notice in writing resigns that person's office or refuses to act as a member of the Board of Management; or
- c. fails to pay any subscription or other debt due to the Congregation within three (3) months of it becoming due unless such outstanding subscription or other debt is deferred or waived by resolution of a majority of other members of the Board of Management; or
- d. becomes an employee of the Congregation; or
- e. becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
- f. is declared to have vacated their office by a resolution to that effect passed by a secret ballot of three-quarters majority of the members of the Congregation present at a Special General Meeting called for that purpose. There is no provision to appeal this decision; or
- g. has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired; or
- h. becomes of unsound mind or a person where person or estate is liable to be dealt with in any way under the law relating to mental health; or
- i. dies.

43. Should a casual vacancy exist in the Board of Management, between elections, the remaining members of the Board of Management by majority vote may appoint an eligible member of the Congregation to fill the vacancy and any person so appointed shall hold office only until the next Annual General Meeting.

44. The Board of Management shall ordinarily meet at least once a month and due notice of each meeting in an agenda shall ordinarily be given to each member thereof not less than three (3) days (or such other period as may be herein provided) before any such meeting.

45. The President may at any time require the Secretary to summon a meeting of the Board of Management. The Secretary upon the request of three (3) other members of the Board of Management shall summon a meeting thereof. At least two (2) clear days' notice of such meeting and the purpose of the meeting shall be given to all Board of Management members.

46. In the absence of the President and the Vice-President from any meeting of the Board of Management or general meeting of the Congregation or if neither officer is able or willing to act as Chairperson, a Chairperson shall be appointed except as otherwise provided for in this Constitution by a vote of the members present at that meeting.

47. Except as otherwise herein provided questions arising at any meeting of the Board of Management shall be determined by a simple majority of votes of the members of the Board of Management present and in case of an equality of votes the Chairperson shall have a second (casting) vote.

48. All acts of good faith of the Board of Management, or of a Committee of, or appointed by the Board of Management, or of any person acting as a member thereof, shall, notwithstanding that it may afterwards be discovered that there was some defect in the appointment of such Board of Management or Committee or person acting as aforesaid, or that such person was disqualified, be as valid as if such Board of Management or Committee or person had been duly appointed and such person was qualified to be a member of such Board of Management or Committee.

Powers of the Board of Management

49. The Board of Management shall, subject to this Constitution, have the full and general management, conduct and control of the policies, affairs and activities of the Congregation. In addition to the powers and authorities expressly conferred upon it by this Constitution, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Congregation and are not hereby or by statute expressly directed or required to be exercised or done by the Congregation in general meeting. The Board is subject nevertheless to the provisions of any statute and this Constitution and any by-laws and regulations made there under, and to any resolutions from time to time made or passed by the Congregation in general meeting, provided that no by-law, regulation or resolution shall invalidate any prior act of the Board of Management which would have been valid if such by-law, regulation or resolution had not been made or passed.

50. Without any way restricting the generality of the powers conferred on the Board of Management, it is hereby expressly declared that the Board of Management shall have the following powers, that is to say:

- a. subject always to retaining its general control and management of the affairs of the Congregation, to appoint in such terms as it thinks fit, Committees to deal with any matters within the scope of its powers as it may deem advisable, and to delegate any of its power to any such Committee and to appoint any member of the Congregation to any such Committee provided that the President shall be entitled to attend any meeting of any such Committee;
- b. to make, amend and repeal by-laws and regulations as it may deem necessary or expedient or convenient for the proper conduct and management of the Congregation and its affairs;
- c. to vary the terms of appointment of any Committee appointed by it and to dissolve any such Committee;
- d. to manage, deal with, apply and dispose of the funds and property of the Congregation except as otherwise provided by this Constitution;
- e. to fix all fees, subscriptions, charges and assessments;
- f. to determine who shall authorise cheques, receipts, acceptances, endorsements, releases, contracts and documents on behalf of the Congregation;
- g. to appoint representatives to any body with which the Congregation is an affiliated member, or on which it is considered by the Board of Management that the Congregation should be represented;
- h. to appoint such officer, ministers, agents and employees for permanent, temporary or special services as it may from time to time think fit, and at its discretion to remove or

suspend the same, and to determine their duties and fix and pay their salaries or emoluments and to require securities in such instances and to such amounts as it thinks fit;

- i. to admit or exclude strangers, including delegates or representatives from any other body, to or from meetings of the Board of Management or its Committees;
- j. to institute, conduct, defend, compound or abandon any legal proceedings by or against the Congregation or its officers, ministers, agents or employees, or otherwise concerning the affairs or activities of the Congregation, and to compound and allow time for payment or satisfaction of any debts due to or from and of any claims or demands by or against the Congregation;
- k. to refer any claims or demands by or against the Congregation to arbitration and observe and perform any award made in consequence thereof;
- l. to make and give receipts, releases and other discharges for money payable to the Congregation and for the claims and demands of the Congregation.;
- m. to enter into any such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Congregation, as the Board of Management may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Congregation;
- n. to appoint an eligible member of the Congregation to fill any casual vacancy on the Board of Management that should occur between elections;
- o. to ensure the safe custody of books, documents, instruments of title and securities of the association. and
- p. to permit the Congregation, its Board and Committees to hold meetings, or permit members to take part in its meetings, by using any communications technology that reasonably allows members to hear and take part in discussions as they happen, with the member taken to be present at the meeting.

51. A resolution signed, or approved electronically by all members of the Board of Management shall be equivalent in all respects to a resolution duly passed at a meeting of the Board of Management of which notice shall have been given.

Powers and Duties of Honorary Office Bearers

52. The President, or in the absence of the President, the Vice President shall be the authorised spokesperson of the Congregation and shall be entitled to act in cases of emergency, provided that the President, or in the absence of the President, the Vice President shall report any such action to the members of the Board of Management at the first available opportunity and not later than the next meeting of the Board of Management.

53. Except as otherwise provided for in this Constitution:

- a. the President shall be entitled to act as Chairperson at all general meetings of the congregation and of all meetings of the Board of Management at which the President is present and able and willing to act as Chairperson;
- b. in the absence of the President from any general meeting of the Congregation or meeting of the Board of Management, or if the President is unable or unwilling to act as Chairperson at such meetings, the Vice President shall be entitled to act as Chairperson at such meeting.

54. The Vice President shall assist the President in the performance of the duties of the President and act in place of the President in the absence of the President.

55. The Treasurer shall:

- a. be responsible for the financial affairs of the Congregation and keep a true and correct record thereof and report the same to the Board of Management at each meeting thereof;
- b. operate the bank accounts of the Congregation, and issue cheques which shall be countersigned by either the President or Vice President or other person or persons duly authorised by resolution of the Board of Management;
- c. render financial statements as requested from time to time by the Board of Management and prepare and submit the duly audited statement of annual accounts to the Board of Management and to the Annual General Meeting of the Congregation on such date as determined by the Board of Management;
- d. make all books, receipts, vouchers, passbooks, statements and accounts available on request to the auditors, such documents to be kept at such place as the Board of Management shall direct;
- e. receive all monies payable or paid to the Congregation from all sources and lodge same in a Bank approved by the Board of Management in the name of the Congregation as soon as possible after receipt thereof;
- f. issue receipts for all monies received;
- g. pay all accounts and have such payments ratified by the Board of Management; and
- h. on vacating office hand over to that person's successor all monies, books, receipts, vouchers, passbooks, statements, accounts and documents and other property of the Congregation in that person's possession.

56. The Secretary shall keep all records, minutes and correspondence and shall despatch such circulars, notices, and letters as directed by the Board of Management. All records, minutes and correspondence required to be maintained by the Secretary shall be kept in such place and custody as directed by the Board of Management. The Secretary shall perform such other duties as are assigned by the Board of Management.

57. Notwithstanding anything herein contained, the offices of Treasurer and Secretary may from time to time be held by one and the same person.

58. When an office bearer relinquishes office that person shall as soon as practicable hand over to that person's successor all property and records in that person's possession relating to that office and shall, if requested to do so, assist and advise the successor on any matter in connection with that person's office.

Minutes

59. The Board of Management shall cause minutes to be duly entered in books provided for the purpose:

- a. the names of all persons present at every general meeting of the Congregation and at every meeting of the Board of Management and of any Committee of or appointed by the Board of Management; and
- b. all resolutions and proceedings of general meetings of the Congregation and of meetings of the Board of Management and of any Committee of or appointed by the Board of Management.

60. The minutes of meetings of the Board of Management and of any general meeting of the Congregation or of any meeting of any Committee of, or appointed by the Board of Management, once passed as true and correct, shall be signed by the President (or Vice President or Chairperson of the meeting or Chairperson of a succeeding meeting) and Secretary and shall be available for scrutiny by any member upon request, save only that minutes of matters considered in committee are not available for scrutiny by any members except members of the Board itself. Signed minutes shall be receivable as *prima facie* evidence of the matters and resolutions dealt with therein.

61. Minutes will be made available to the Congregation's auditors upon request in confidence and without restriction.

General Meetings

Rules applying to all general meetings

62. Fifteen (15) members or one fourth of the members of the Congregation (whichever is the lesser number) present shall be the quorum for a general meeting. Where this produces a number less than that specified in the current legislation, the minimum requirement of the current legislation is to be applied.

63. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen. A member who participates in a general meeting by such means is taken to be present at the meeting. Instruments appointing proxies shall be as set out in the current legislation.

64. Voting at a general meeting shall be by a show of hands except as otherwise herein provided unless not less than four (4) members present demand a ballot in which event there shall be a secret ballot. To conduct any secret ballot the Chairperson of the meeting shall appoint at least two (2) scrutineers. The scrutineers shall be responsible for facilitating the secret ballot of members attending by using technology. Voting for all contested vacancies on the Board of Management shall be by secret ballot.

65. Except as otherwise herein provided questions arising at any general meeting shall be determined by a simple majority of votes and in the case of an equality of votes the Chairperson shall have a second (casting) vote.

66. The Chairperson of a general meeting may with the consent of the meeting adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

Annual General Meeting

67. The Annual General Meeting of the Congregation shall be held upon a date (not being more than six months after the end date of the Congregation's financial year) and at a time and a place to be fixed by the Board of Management.

68. Not less than twenty one (21) days' notice of the Annual General Meeting shall be given to all members.

69. The business to be transacted at the Annual General Meeting shall include the following items:

- a. to receive, consider and if thought fit, adopt the minutes of the previous Annual General Meeting and of any general meetings held since the previous Annual General Meeting;
- b. to receive, consider and if thought fit, adopt the report of the President for the preceding financial year;
- c. to receive, consider and if thought fit, adopt the financial statement and balance sheet for the preceding financial year and the auditor's report (if required);
- d. the election of the Board of Management;
- e. the appointment of an Honorary Solicitor (if required);
- f. the appointment of an Honorary Auditor (if required); and
- g. any special business, the nature of which has been specified in the notice convening the meeting.

70. Nominations of eligible members as office bearers and ordinary members of the Board of Management must be received by the Secretary no later than seven (7) clear days prior to the date fixed for an Annual General Meeting. No such nomination shall be deemed to be received unless the nominee shall have been proposed and seconded in writing by two (2) other members of the Congregation and the nominee shall have signified in writing the nominee's consent to act if elected. In the absence of sufficient nominations being received in writing by the deadline to fill all the vacant positions, nominations by two (2) members may be accepted at the Annual General Meeting provided that the nominee shall be present and signify acceptance of such nomination, and/or shall submit written acceptance of nomination to the Chairperson of the meeting.

71. The list of members nominated for office, plus the names of their proposers and seconders, will be circulated to all members as soon as practicable following the close of nominations.

72. An independent Chairperson shall conduct the election of the Board of Management and such independent Chairperson shall:

- a. be a returning officer (whether or not a member of the Congregation) nominated by the Board of Management or in the absence of such nomination be a person appointed at the meeting by the Chairperson; not be a member of the Congregation standing for election to the Board of Management at that Annual General Meeting;
- c. notwithstanding anything contained herein, if eligible to vote only exercise a single vote; and
- d. supervise the drawing of lots to resolve any tied vote for a vacancy on the Board of Management.

Special General Meetings

73. The Board of Management may at any time call a Special General Meeting of members.

74. The Board of Management shall call a Special General Meeting to be held within twenty one (21) days after the receipt by the Secretary of a requisition in writing signed by fifteen (15) members or one-fourth of the members of the Congregation (whichever shall be the lesser number) and clearly stating the purpose for which the meeting is required.

75. Not less than fourteen (14) days' notice of a Special General Meeting of the Congregation shall be given to all members.

Accounts and Audit

76. The records of financial transactions of the Congregation shall be balanced as at the end of each financial year and accounts and statements shall be prepared disclosing the financial position of the Congregation as at the end of each financial year.

77. The said accounts and statements are to be managed in accordance with current legislation with respect to auditing, presentation to the congregation, and / or submission to the relevant government department.

Seal of the Congregation and Seal Holders

78. There shall be a Common Seal of the Congregation and the Board of Management shall provide for the safe custody of such Seal by the Secretary or such other person/s as it thinks fit. Such Seal shall not be used except by the authority of the Board of Management previously given and every instrument to which such Seal is affixed shall be signed by at least two (2) members of the Board of Management and countersigned by the Secretary or some other person appointed for that purpose by the Board of Management.

By-Laws

79. By-laws and regulations of the Congregation, as long as they are in force, shall be binding upon all members of the Congregation, provided that no by-laws or regulations shall be inconsistent with the laws of Australia or shall affect or repeal anything contained in this Constitution, and that any by-law or regulation may be set aside by a resolution of a general meeting of the Congregation.

Amendment of Constitution

80. Except as specified in the Schedule to this Constitution (Consideration of Changes to Essential Provisions), this Constitution may be amended from time to time by resolution at any Annual General Meeting or Special General Meeting convened for this purpose provided that:

- a. full particulars of the proposed amendment shall have been specified in the notice convening the meeting;
- b. no such resolution shall be deemed to have been passed unless carried by a majority of at least three-fourths of the members present and voting thereon; and
- c. no amendment made at any time to this Constitution shall in any way interfere with the progressive, religious and social spirit and principles of Progressive Judaism as formulated from time to time by either the World Union for Progressive Judaism or the Union for Progressive Judaism, nor shall any such amendment change or modify the status of this Congregation from being a Progressive Congregation; and
- d. no amendment shall take effect until it has been registered by the Chief Executive of the relevant government department.

Dissolution of Congregation

81. The Congregation shall be dissolved:

- a. if the membership is less than four (4) persons; or
- b. as specified in the Schedule to this Constitution (Consideration of Changes to Essential Provisions)

Notices

82. A notice may be served by the Congregation on any member either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such member at the member's address for the time being appearing in the Register of Members, or by delivering it to such address. A notice may also be served by the Congregation on any member through communication technology which reasonably allows members to be notified.

83. Any notice sent by post shall be deemed to have been served on the first ordinary delivery day following the day on which the envelope or wrapper containing the notice and properly addressed shall have been put into a posting box at any post office or in any street and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed prepaid and posted.

84. Where a given number of days' notice or notice extending over any period is required to be given the day of service shall not be but the day upon which such notice shall expire shall be included in such number of days or other period.

Interpretation of Constitution and By-Laws

85. The Board of Management shall be the sole authority for the interpretation of this Constitution and the by-laws and regulations made thereunder. The decision of the Board of Management upon any question of interpretation, or upon any matter affecting the Congregation

and not provided for by this Constitution, or by the by-laws and regulations made thereunder, shall be final and binding on all members of the Congregation.

Indemnity

86. The members of the Board of Management and all other Committees and other officers of the Congregation and their respective heirs, executors and administrators shall be indemnified and saved harmless out of the funds of the Congregation from and against all charges, costs, losses, damages and expenses which they or any of them shall or may incur or sustain in or about the execution of the respective offices, or in or about any contracts or agreements made by them or any of them for or on behalf of the Congregation, or in furtherance of the objects of the Congregation, except such charges, costs, losses, damages and expenses as shall be incurred or sustained by or through their or an individual's own wilful default. None of them shall be answerable for the others of them, nor for joining in any receipt for the sake of conformity only, nor for any banker, broker or other person with whom any moneys or effects belonging to the Congregation shall or may be lodged for safe custody sale investment or otherwise, nor for the insufficiency of any security on which any moneys belonging to the Congregation may be placed out or invested, nor for any other misfortune, loss or damage which may happen in the execution of their or an individual's respective offices, or in any way in relation thereto, except the same shall happen by or through their or an individual's own wilful default respectively. No member of the Board of Management or of any other Committee as aforesaid or other officer of the Congregation shall be liable to repay any money which such person did not personally receive and misappropriate.

SCHEDULE

CONSIDERATION OF CHANGES TO ESSENTIAL PROVISIONS

1. Interpretation

In this Schedule, unless the contrary intention appears:

‘Essential Provision Resolution’ means a proposed resolution, or combination of proposed resolutions:

- (a) which, if passed, will or may result in:
 - (i) the Congregation ceasing to be a Progressive Jewish congregation eligible for membership of the Union for Progressive Judaism; or
 - (ii) the synagogue at 13 Koolatah Street, Carina, being leased, sold or transferred or the Congregation’s Torah scrolls being sold with the effect that the synagogue or the Torah scrolls are unavailable for use by the Congregation; or
 - (iii) unless the membership is less than four (4) persons, the dissolution of the Congregation;
- (b) the effect of which would be to modify or repeal any clause in this Schedule; or
- (c) the effect of which would be to modify or repeal the Constitution where the effect of the modification or repeal is to modify, exclude or restrict the operation of the Clauses in this Schedule.

‘Board’s Statement’ means a statement by the Board of Management containing:

- (a) the recommendation of each member of the Board of Management as to whether the Essential Provision Resolution should be passed and their reasons for making that recommendation;
- (b) details of any benefit to be received by the Board of Management if the Essential Provision Resolution is passed.

‘Direct Ballot’ means a ballot of Members in respect of an Essential Provision Resolution that is conducted in accordance with Clause 4 of this Schedule.

‘Information’ means:

- (a) a disclosure statement that:
 - (i) contains all the information that Members would reasonably require and expect to be given to make an informed decision about the Essential Provision Resolution;

- (ii) states that the Essential Provision Resolution may alter the Congregation's core principles and practices and outlines the intentions of the Members seeking to convene or convening a meeting of the Congregation:
 - (a) in relation to the future of the Congregation if the Essential Provision Resolution is passed; and
 - (b) explains the effect the passing of the Essential Provision Resolution is likely to have on the operations and services of the Congregation;
- (iii) an estimate of the financial benefits (if any) the Members, the Board and/or other officers of the Congregation will be offered if the Essential Provision Resolution is passed.

'Returning Officer' means a person appointed by the Directors as a Returning Officer under clause 4.1 of this Schedule.

'Special Resolution' means a resolution that has been passed by at least 75% of the votes cast by Members entitled to vote on the resolution.

2. **Application of this Schedule**

Notwithstanding any provision contained in this Constitution to the contrary, this Schedule will apply if a meeting of the Congregation is convened, or is to be convened, at which an Essential Provision Resolution will be considered.

3. **Requirement for General Meeting and Direct Ballot**

If a meeting of the Congregation is convened, or is to be convened, at which an Essential Provision Resolution will be considered:

- (a) A general meeting may be convened and conducted in accordance with this Constitution to consider the Essential Provision Resolution as a Special Resolution;
- (b) The information required by clause 5 of this Schedule must be provided to Members in convening the general meeting to consider the Essential Provision Resolution;
- (c) The Essential Provision Resolution shall only be passed at the general meeting if at least 75% of the votes cast by Members entitled to vote on the Essential Provision Resolution approve the Essential Provision Resolution;
- (d) The Essential Provision Resolution, if passed at the general meeting, shall not have any effect unless and until:
 - (i) a Direct Ballot is held within 4 months of the date of the general meeting to consider whether the adoption of the Essential Provision Resolution should be approved; and
 - (ii) by the Ballot Closing Date the Congregation has received votes from 90% of Members entitled to vote; and

- (iii) of the votes received from Members entitled to vote by the Ballot Closing Date, 75% of the votes are in favour of approving the adoption of the Essential Provision Resolution.

4. Conduct of Direct Ballot

- 4.1 Within 7 days of an Essential Provision Resolution being passed at a general meeting the Board must appoint a Returning Officer, who must not be a member of the Board, and who must then conduct a Direct Ballot in accordance with this clause 4.
- 4.2 The Returning Officer must prepare a roll of the full names and addresses of the Members of the Congregation, as disclosed by the Register of Members as at midnight on the day before the general meeting referred to in Clause 3(a) of this Schedule, who are Members.
- 4.3 Only Members who are Members as at midnight on the day before the general meeting referred to in Clause 3(a) of this Schedule are entitled to vote in the Direct Ballot.
- 4.4 The Returning Officer must cause ballot papers to be prepared for the Direct Ballot.
- 4.5 Each ballot paper must be initialled or marked by the Returning Officer or an appointed assistant.
- 4.6 The Returning Officer must fix a Ballot Closing Date, which must be a date not more than 4 months after the date of the general meeting at which the Essential Provision Resolution was passed.
- 4.7 The Returning Officer must, at least 30 days prior to the Ballot Closing Date, send by post or otherwise deliver to every Member entitled to vote one set of the following material:
 - (a) one ballot paper;
 - (b) an envelope (in this Schedule referred to as the outer envelope) addressed to the Returning Officer;
 - (c) a smaller envelope (in this Schedule referred to as the middle envelope), the reverse side of which contains provision for the name, membership number and signature of the Member;
 - (d) a small envelope marked "Ballot Paper" (in this Schedule referred to as the inner envelope) into which the ballot paper is to be enclosed;
 - (e) a notice which sets out:
 - (i) details of the Essential Provision Resolution upon which the decision of the Members is to be sought;

- (ii) details of the number of Members who were eligible to vote at the general meeting at which the Essential Provision Resolution was passed and of the number of those Members who voted;
 - (iii) the Ballot Closing Date;
 - (iv) instructions for voting; and
 - (v) such further information, if any, as the Board considers appropriate; and
- (f) the Information.

4.8 The Returning Officer may send a duplicate ballot paper to any Member if the Returning Officer is satisfied:

- (a) that the Member has not received a ballot paper; or
- (b) that the ballot paper received by the Member has been lost, spoilt or destroyed and the Member has not already voted.

4.9 A Member casts a vote in the Direct Ballot by:

- (a) firstly, completing the ballot paper according to the instructions on the ballot paper;
- (b) secondly, placing the completed ballot paper in the inner envelope;
- (c) thirdly, completing the details on the reverse side of the middle envelope and signing the middle envelope;
- (d) fourthly, placing the middle envelope in the outer envelope; and
- (e) fifthly, sending the outer envelope to the Returning Officer so that it is received by noon on the Ballot Closing Date.

4.10 The Returning Officer must:

- (a) provide a ballot box or boxes which must be locked immediately before the ballot papers are delivered to Members in accordance with Clause 4.7 and must remain locked until noon on the Ballot Closing Date; and
- (b) place all outer envelopes received from Members in the ballot box or boxes as they are received.

4.11 The counting of votes received by Direct Ballot shall be supervised by the Returning Officer.

4.12 The Returning Officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a Returning Officer) appointed by the Returning Officer.

- 4.13 Ballot papers received after noon on the Ballot Closing Date are informal and must not be taken into account in the Direct Ballot.
- 4.14 As soon as practicable after noon on the Ballot Closing Date, the Returning Officer must, in the presence of such scrutineers as may be appointed by the Board of Management, open the ballot box or boxes and deal with the contents in accordance with Clause 4.15.
- 4.15 The Returning Officer must:
- (a) remove the middle envelope from the outer envelope;
 - (b) if a duplicate outer envelope has been issued and the original outer envelope is received, reject the original envelope and mark it "Rejected"; and
 - (c) according to the information on the middle envelope, for each set of voting papers returned, mark the Member's name on the roll;
 - (d) if a Member's name has already been marked on the roll, reject the vote and mark it "Rejected"; and
 - (e) if the middle envelope has not been signed, or if the details shown on the envelope are not sufficient to disclose by whom the vote is being exercised, reject the envelope and mark it "Rejected"; and
 - (f) extract the inner envelopes containing the ballot papers from all un-rejected middle envelopes, separating the contents from the middle envelopes in such a way that no inner envelope could subsequently be identified with any particular Member; and
 - (g) when all the middle envelopes have been dealt with in the above manner, open all un-rejected inner envelopes and take the ballot papers from them.
- 4.16 Ballot papers must be scrutinised by the Returning Officer who must reject as informal any ballot paper that:
- (a) is not duly initialled or marked by the Returning Officer; or
 - (b) is so imperfectly completed that the intention of the Member cannot be ascertained by the Returning Officer; or
 - (c) has any mark or writing not authorised by this Schedule which, in the opinion of a Returning Officer, will enable the Member to be identified; or
 - (d) has not been completed as prescribed on the ballot paper itself.
- 4.17 No meeting of Members is required to be held for the counting of the votes received by the Congregation by Direct Ballot.
- 4.18 The Returning Officer must count all votes cast and make out and sign a statement of:

- (a) the number of formal votes in favour of approving the adoption of the Essential Provision Resolution;
- (b) the number of formal votes against approving the adoption of the Essential Provision Resolution;
- (c) the number of informal votes;
- (d) the number of middle envelopes marked "Rejected";
- (e) the proportion of the formal votes that were in favour of approving the adoption of the Essential Provision Resolution.

4.19 The Returning Officer must forward a copy of the statement to the President of the Congregation.

4.20 Following the counting of votes in the Direct Ballot the Congregation:

- (a) will display the result on the notice board at the Office and on the Congregation's website;
- (b) will notify Members of the result of the Direct Ballot within 21 days; and
- (c) retain the Direct Ballot votes in the possession of the Congregation for a period of 3 months, at the end of which period they will be destroyed.

5. Disclosure Requirements

5.1 If a meeting of the Congregation at which an Essential Provision Resolution will be considered is convened:

- (a) the Member or Members requesting the convening of the meeting shall at the time of requesting the convening of the meeting provide the Information to the Congregation; and
- (b) the Congregation shall at the time of convening the meeting provide the Members with:
 - (i) notice of the Essential Provision Resolution and of the intention to consider the Essential Provision Resolution as a special resolution;
 - (ii) the Information supplied to the Congregation;
 - (iii) the Board's Statement; and
 - (iv) such further information, if any, as the Board considers appropriate.

