



**RULES OF THE  
VICTORIAN ASSOCIATION OF  
JEWISH EX & SERVICEMEN & WOMEN  
AUSTRALIA INCORPORATED  
(VAJEX Australia)**

**17 August 2008  
Incorporated 28 August 2008  
Revised 2 March 2014  
Revised 6 March 2016**

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## 1. NAME

The name of the incorporated association is “Victorian Association of Jewish Ex & Servicemen & Women Australia Incorporated” The abbreviation is VAJEX Australia. (in these Rules called “**the Association**”).

## 2. DEFINITIONS

2.1 In these Rules, unless the contrary intention appears:-

- (a) “**Act**” means the *Associations Incorporation Reform Act 2012 (Vic)*.
- (b) “**AGM**” means Annual General Meeting.
- (c) “**Association**” means Victorian Association of Jewish Ex & Servicemen & Women Australia Incorporated (VAJEX Australia).
- (d) “**Board**” means the board of management of the Association.
- (e) “**Ex-Service Members**” means persons of the Jewish faith who served (whether in a full time or reserve capacity) in the Australian Defence Force, the Israeli Defence Force or the defence force or merchant navy of any other allied nation, and includes ghetto fighters who served during the Second World War.
- (f) “**Ex-Service Persons**” means all ex-service men and women.
- (g) “**Financial Member**” means a Member and a Friend of the Association who paid his or her subscription for the financial year or a member whose subscription has been suspended or remitted by the Board, and it includes all Life Members of the Association.
- (h) “**Financial Year**” means the year ending 31 December.
- (i) “**General Meeting**” means a general meeting of members convened in accordance with Rule 15 and includes a reference to an Annual General Meeting (“**AGM**”) and a Special General Meeting (“**SGM**”).

- (j) “**Life Member**” means the Member as determined in accordance Rule 7.
- (k) “**Immediate Family**” means the spouse, children and grandchildren of a Member or such other natural person determined by the Board from time to time who is qualified for membership because of that person’s relationship with an Ex-Service Person.
- (l) “**Member**” means a member of the Association.
- (m) “**Non-Service Member**” means a person who has not served in the armed forces of any allied or friendly country but who is related to an Ex-Service Person or a person currently serving in the Australian Defence Force. A Non-Service Member shall have the same rights as an Ex-Service Member.
- (n) “**Ordinary Member of the Board**” means a member of the Board who is not an officer of the Association under Rule 25.
- (o) “**Reciprocal Organisations**” means Members of Jewish ex-service organisations in other Australian states.
- (p) “**Regulations**” means the *Association Incorporation Reform Regulations 2012 (Vic)*.
- (q) “**Registrar**” means the Registrar of Incorporated Association at per the Act.
- (r) “**Relevant Documents**” has the same meaning as in the Act.
- (s) “**Rules**” means the rules of the Association.
- (t) “**SGM**” means Special General Meeting.

2.2 In these Rules, a reference to the Secretary of an Association is a reference:

- (a) If a person holds office under these Rules as Secretary of the Association – to that person; and
- (b) In any other case, to the public officer of the Association.

### 3. ALTERATIONS OF THE RULES

These Rules may only be altered by special resolution of a General Meeting of the Association.

### 4. PURPOSE AND OBJECTIVES

4.1 The objectives of the Association shall be as follows:

- (a) To foster a spirit of loyalty to the Queen, the British Commonwealth and the Commonwealth of Australia; and
- (b) To perpetuate and honour the memory of all allied service personnel who served, including those who died during or since service; and
- (c) To protect the interests and advance the welfare of all Jewish Ex-Service Persons and their Immediate family; and
- (d) To represent officially Jewish Ex-Service Persons in all matters affecting the Association; and
- (e) To subscribe to such local or other charity as the Board may deem fit; and
- (f) To render such assistance to Jewish personnel serving the Armed Services of the Commonwealth of Australia or her allies as in the Discretion of the Board shall seem to meet.

### 5. MEMBERSHIP

5.1. Membership of the Association shall be open to the following persons:

- (a) Ex-Service Persons of the Jewish faith who served (whether in a full time or reserve capacity) in the Australian Defence Force, the Israeli Defence Force or the defence force or merchant navy of any other allied nation, and includes ghetto fighters who served during the Second World War ("**Ex-Service Members**"); and

- (b) Family of those eligible to become Ex-Service Members (“**Non-Service Members**”); and
- (c) Person of the Jewish faith currently serving in the Australia Defence Force; and
- (d) Members of Jewish ex-service organisations in other Australian states (“**Reciprocal Organisations**”) who have taken up permanent residence in Victoria shall be eligible for reciprocal membership of the Association until the end of the reciprocal Organisation financial year (provided that he or she proves to the satisfaction of the Board that he or she is a current member of the such a Reciprocal Organisation); and
- (e) Members of Reciprocal Organisations who have taken up temporary residence in Victoria (provided that he or she proves to the satisfaction of the Board that he or she is a current financial member of the Reciprocal Organisation) shall be eligible for reciprocal membership of the Association for a period not exceeding six (6) months; and
- (f) To those persons as identified in Sub-Rule 5.2.

5.2. Limited membership shall be open to any person whether of the Jewish faith or not who may or may not have a connection with an Ex-Service Person and who is invited by the Board to join the Association on the basis of being either:

- (i) A friend of the Association (“**Friend of the Association**”); or
  - (ii) A junior friend of the Association (“**Junior Friend of the Association**”).
- (a) Limited membership for the Friend of the Association and the Junior Friend of the Association means he or she shall have the same rights, obligations and liabilities as Members except they will have no voting rights at any meeting. The Board can also decide whether the person will receive the Association’s magazine or not.
  - (b) There is to be no annual fee for the Junior Friends of the Association.
  - (c) The Board is to pass a resolution by at least 75% majority before the Association can extend an invitation to a nominated person to become a Friend of the Association or a Junior Friend of the Association.

- (d) A person who wants to be a Friend of the Association or a Junior Friend of the Association can make an application to the Board for consideration by the Board to invite him or her to join the Association with a limited membership.
- 5.3. A person who applies and is approved for membership as provided in these Rules is eligible to be a Member on payment of the annual subscription payable under these Rules.
- 5.4. Annual subscription and fee on joining shall be determined in the following manner:
- (a) At each AGM, the Association must determine—
    - (i) The amount of the annual subscription (if any) for the following financial year; and
    - (ii) The date for payment of the annual subscription.
  - (b) The Association may determine that a lower annual subscription is payable according to the different types of membership.
  - (c) The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
    - (i) The full annual subscription; or
    - (ii) A pro rata annual subscription based on the remaining part of the financial year; or
    - (iii) A fixed amount determined from time to time by the Association.
  - (d) The rights of a member (including the right to vote) who has not paid the annual subscription by the due date are suspended until the subscription is paid unless the member's subscription has been suspended or remitted by the Board, and this includes all Life Members of the Association.
- 5.5. A person who is not a Member at the time of the incorporation of the Association (or who was a Member at the time but has ceased to be a Member) must not be admitted to membership unless-

- (a) He or she is eligible for membership in accordance with Sub-Rule 5.1 or 5.2; and
- (b) Applies for membership in accordance with Sub-Rule 5.6; and
- (c) The admission as a Member is approved by the Board.

5.6. An application of a person for membership of the Association must:

- (a) Be made in writing in the form set out in Appendix 1; and
- (b) Be lodged with the Secretary of the Association.

5.7. As soon as practicable after the receipt of an application for membership, the Secretary must refer the application to the Board.

5.8. The Board must determine whether to approve or reject the application.

5.9. If the Board approves an application for membership, the Secretary must, as soon as practicable-

- (a) Notify the applicant in writing of the approval for membership; and
- (b) Request payment within 28 days after receipt of the notification of the sum payable under these Rules for the first year's annual subscription; and
- (c) Within 28 days after receipt of the amount referred to in sub-rule 5.9(b) enter the applicant's name in the register of Members.

5.10. An applicant for membership becomes a Member and is entitled to exercise the rights of membership when his or her name is entered in the register of Members.

5.11. If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.

5.12. A right, privilege or obligation of a person by reason of membership of the Association:

- (a) Is not capable of being transferred or transmitted to another person; and



- (b) Terminates upon the cessation of membership whether by death of resignation or otherwise.

5.13. A Member of the Association who is entitled to vote has the right—

- (a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) To submit items of business for consideration at a general meeting; and
- (c) To attend and be heard at general meetings; and
- (d) To vote at a general meeting; and
- (e) To have access to the minutes of general meetings and other documents of the Association as provided under Sub-Rule 39.3.

5.14. A Member is entitled to vote if—

- (a) The Member is a member of the Association but not those members who have a limited membership as identified in Sub-rule 5.2; and
- (b) More than 10 business days have passed since he or she became a Member of the Association; and
- (c) The Member's membership rights are not suspended for any reason.

## **6. SUBSCRIPTION**

- 6.1. Every member shall pay an annual subscription in a sum as determined by the Board from time to time.
- 6.2. The annual subscription is payable in advance on or before 28 February in each year.
- 6.3. The Board, in its absolute discretion, and upon application by the Member, may remit payment of the whole or any part of the Member's annual subscription.

6.4. Currently serving ADF personnel shall not be required to pay the annual subscription or levy referred to in sub-rule 6.1. Such personnel shall have all rights, privileges and obligations of a financial Member.

## **7. LIFE MEMBERS**

7.1. Any member who has rendered such services as in the opinion of the Board may be admitted by a resolution at a Board meeting as a Life Member of the Association. Such person shall have all rights, privileges and obligations of a Member save that he or she shall no longer be required to pay the annual subscription or levy referred to in sub-rule 6.1. Any Member of the Board nominated shall not vote on the proposal.

7.2. No more than two (2) Life Members shall be admitted to the Association annually.

## **8. REGISTER OF MEMBERS**

8.1. The Secretary must keep and maintain the register of Members that must contain-

- (a) The name address of each current Member; and
- (b) The date on which each current Member's name was entered in the register; and
- (c) The date of ceasing to be Member for each former Member: and
- (d) Any other information determined by the Board.

## **9. CEASING MEMBERSHIP**

9.1. The membership of a Member ceases on resignation, expulsion or death.

9.2. A Member who has paid all monies due and payable may resign from the Association by giving one month's notice in writing to the Secretary of his or her intention to resign.

9.3. A Member is taken to have resigned if—

- (a) The Member's annual subscription is more than 12 months in arrears; or

- (b) Where no annual subscription is payable—
  - (i) The Secretary has made a written request to the Member to confirm that he or she wishes to remain a Member; and
  - (ii) The Member has not, within 3 months after receiving that request, confirmed in writing that he or she wishes to remain a Member.

## 10. **DISCIPLINE, SUSPENSION AND EXPULSION OF MEMBERS**

10.1. Subject to these Rules, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or refuses to support the purposes of the Association, or has been guilty of conduct unbecoming a Member or prejudicial to the interest of the Association, the Board may by resolution:-

- (a) Suspend that Member from membership of the Association for a specified period;  
or
- (b) Expel that Member from the Association.

10.2. A resolution of the Board under Sub-rule 10.1 does not take effect unless:-

- (a) At a meeting held in accordance with Sub-rule 10.3 the Board confirms the resolution; and
- (b) If the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with Sub-rule 10.11.

10.3. A meeting of the Board to confirm or revoke a resolution passed under Sub-rule 10.1 must be held not earlier than 14 days, and no later than 28 days, after notice has been given to the Member in accordance with Sub-rule 10.4.

10.4. For the purpose of giving notice in accordance with Sub-rule 10.3 the Secretary must, as soon as practicable, cause to be given to the Member a written notice-

- (a) Stating that the Association proposes to take disciplinary action against the Member; and

- (b) Setting out the resolution of the Board and the grounds on which it is based; and
- (c) Stating that the Member, or his or her representative, may address the Board at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after the notice has been given to that Member; and
- (d) Stating the date, place and time of the meeting; and
- (e) Informing the Member that he or she may do one or both of the following:
  - (i) Attend that meeting; or
  - (ii) Give to the Board before the date of the meeting a written statement seeking the revocation of the resolution.

10.5. At a meeting of the Board to confirm or revoke a resolution passed under Sub-rule 10.1 the Board must:

- (a) Give the Member, or his or her representative, an opportunity to be heard; or
- (b) Give due consideration to any written statement submitted by the Member; and
- (c) Determine by resolution whether to confirm or to revoke the resolution.

10.6. The suspension of membership rights or the expulsion of a Member by the Board under these Rules takes effect immediately after the vote is passed.

10.7. If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after the meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the Association at a General Meeting against the resolution.

10.8. If the Secretary receives a notice under Sub-rule 10.7, he or she must notify the Board and the Board must convene a General Meeting of the Association which is to be a disciplinary appeal meeting to be held within 21 days after the date on which the Secretary received the notice.

10.9. Notice of the disciplinary appeal meeting must be given to each Member of the

Association who is entitled to vote as soon as practicable and must—

- (a) Specify the date, time and place of the meeting; and
- (b) State—
  - (i) The name of the person against whom the disciplinary action has been taken; and
  - (ii) The grounds for taking that action; and
  - (iii) That at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

10.10. At a General Meeting of the Association convened under Sub-rule 10.8:-

- (a) No business other than the question of the appeal may be conducted; and
- (b) The Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
- (c) The Member, or his or her representative, must be given an opportunity to be heard; and
- (d) The Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

10.11. A resolution is confirmed if, at the General Meeting, not less than two-thirds of the Members vote in person, in favour of the resolution, in any other case, the resolution is revoked. A Member may not vote by proxy at the meeting.

10.12. No Member against whom a charge has been made shall be entitled to commence or prosecute any action or legal proceeding for defamation against any Member of the Association who gave evidence against him or her, and all such evidence and all proceedings and utterances at Board meetings shall be absolutely privileged and protected accordingly, it being a condition of membership that should any action or legal proceeding be taken as aforesaid this rule may be pleaded as an absolute bar

thereto, provide that this subclause shall not protect any person against legal liability for making with express malice a statement false to the knowledge of such person.

## 11. DISPUTES AND MEDIATION

11.1. The grievance procedure set out in this rule applies to disputes under these Rules between-

- (a) A Member and another Member; or
- (b) A Member and the Association; or
- (c) A Member and the Board.

11.2. The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all the parties.

11.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

11.4. The mediator must be:

- (a) A person chosen by agreement between the parties; or
- (b) In the absence of agreement-
  - (i) In the case of a dispute between a Member and another Member, a person appointed by the Board; or
  - (ii) In the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice)
- (c) A mediator appointed by the Board may be a Member or former Member of the Association but in any case must not be a person who—

- (i) Has a personal interest in the dispute; or
- (ii) Is biased in favour of or against any party.

11.5. A Member of the Association can be a mediator.

11.6. The mediator cannot be a Member who is a party to the dispute.

11.7. The parties to the dispute must, in good faith, attempt to settle the dispute by Mediation.

11.8. The mediator, in conducting the mediation, must-

- (a) Give the parties to the mediation process every opportunity to be heard; and
- (b) Allow due consideration by all parties of any written statement submitted by any party; and
- (c) Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

11.9. The mediator must not determine the dispute.

11.10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 12. **ANNUAL GENERAL MEETINGS**

12.1. The Board may determine the date, time and place of the Annual General Meeting ("**AGM**") of the Association and it must convene an annual AGM.

12.2. The notice convening the AGM must specify that the meeting is an AGM.

12.3. The ordinary business of the AGM shall be:

- (a) To confirm the minutes of the previous AGM and of any General Meeting held

since that meeting; and

- (b) To receive from the Board reports upon the transactions of the Association during the last preceding financial year; and
- (c) To elect officers of the Association and the ordinary Members of the Board; and
- (d) To receive and consider the statement submitted by the Association.

12.4. The AGM may conduct any special business of which notice has been given in Accordance with these rules.

12.5. A Member is not entitled to vote at the AGM unless all monies due and payable by the Member to the Association have been paid.

### 13. SPECIAL GENERAL MEETINGS

13.1. In addition to the AGM, any other General Meeting may be held in the same year.

13.2. All General Meetings other than the AGM are Special General Meetings ("**SGM**").

13.3. The Board may, whenever it thinks fit, convene a SGM of the Association.

13.4. If, but for this sub-rule, more than 15 months would elapse between AGMs, the Board must convene a SGM before expiration of that period.

13.5. The Board must, on the request in writing of the Members representing not less than 5 per cent of the total number of members, convene a SGM of the Association.

13.6. The request for the SGM must:

- (a) State the objects of the meeting; and
- (b) Be signed by the Members requesting the meeting; and
- (c) Be sent to the address of the Secretary.



13.7. If the Board does not cause a SGM to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a SGM to be held not later than three (3) months after that date.

13.8. If a SGM is convened by Members in accordance with this rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in the convening the SGM must be refunded by the Association to the persons incurring the expenses.

#### 14. **SPECIAL BUSINESS**

All business that is conducted at a SGM and all business that is conducted at the AGM, except for business conducted under the Rules as ordinary business of the AGM, is deemed to be special business.

#### 15. **NOTICE OF GENERAL MEETING**

15.1. The Secretary of the Association, at least fourteen (14) days, or if a special resolution has been proposed at least twenty-one (21) days, before the date fixed for holding a General Meeting of the Association, must cause to be sent to each Member of the Association, a notice stating the place, date and time of the meeting and the nature of each item of business to be conducted at the meeting. If a special resolution is to be proposed, then the notice must state in full the proposed resolution and the intention to propose the resolution as a special resolution. It must also state that the Member may appoint another Member as a proxy from the meeting and attached the relevant forms as for Rule 22.

15.2. Notice may be sent:

- (a) By electronic transmission (email); or
- (b) If the Member has no email address, by prepaid post to the address appearing in the register of Members.

15.3. No business other than that set out in the notice convening the meeting may be

conducted at the meeting.

- 15.4. A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, to the Secretary of that business, who must include that business in the notice calling the next General Meeting provided that such notification is given at least seven (7) days before the notice is sent out.

## **16. QUORUM AT GENERAL MEETINGS**

- 16.1. No item of business may be conducted at a General Meeting unless a quorum of Members entitled under the Rules to vote is present at the time when the meeting is considering that item.
- 16.2. Five Members personally present (being members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting.
- 16.3. If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:-
- (a) In the case of a meeting convened upon the request of the Members, the meeting must be dissolved; and
  - (b) In any other case, the meeting shall stand adjourned to a day, time and place as the Board may determine within twenty-eight (28) days; and
  - (c) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than five) shall be a quorum.

## **17. PRESIDING AT GENERAL MEETINGS**

- 17.1. The President, or in the President's absence, the Vice-President, shall preside as chairperson at each General Meeting of the Association.
- 17.2. If the President, and the Vice-President are absent from the General Meeting, or are

unable to preside, the Members present must select one of their number to preside as Chairperson.

## **18. ADJOURNMENT OF MEETINGS**

18.1. The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.

18.2. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

18.3. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 37. Except as provided in this sub-rule, it is not necessary to give notice of adjournment or of the business to be conducted at an adjourned meeting.

## **19. VOTING AT GENERAL MEETINGS**

19.1. Upon any question arising at a General Meeting of the Association, a Member has one vote only.

19.2. All votes must be given personally or by proxy.

19.3. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.

19.4. A Member is not entitled to vote at a General Meeting unless all monies due and payable by the member to the Association have been paid.

## **20. POLL AT GENERAL MEETINGS**

20.1. If at a meeting a poll on any question is demanded by not less than three (3) Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

20.2. A poll that is deemed on the election of a Chairperson or on a question of an adjournment must be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.

## 21. **MANNER OF DETERMINING WHETHER RESOLUTION CARRIED**

21.1. If a question arising at a General Meeting of the Association is determined on a show of hands:

- (a) A declaration by the Chairperson that a resolution has been;
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
  
- (b) An entry to that effect in the minute book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution

## 22. **PROXIES**

22.1. Each Member is entitled to appoint another Member as a proxy by notice given to the Secretary no later than twenty-four (24) hours before the time of the meeting in respect of which the proxy is appointed.

22.2. The notice appointing the proxy must be:

- (a) For a meeting of the Association convened under Sub-rule 10.8, in the form set out in Appendix 2; or
  
- (b) In any other case, in the form set out in Appendix 3.

## 23. BOARD OF MANAGEMENT

23.1. The business of the Association shall be managed by the Board of Management (“**the Board**”).

23.2. The Board:

- (a) Shall control and manage the business and affairs of the Association; and
- (b) May, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
- (c) Subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appears to the Board to be essential for the proper management of the business and affairs of the Association; and
- (d) May appoint and remove staff; and
- (e) May establish subcommittees consisting of members (including Friends of VAJEX Australia who can assist but have no voting rights) with terms of reference it considers appropriate.

23.3. The Board shall consist of:

- (a) The officers of the Association; and
- (b) Up to eight (8) ordinary Members each of whom shall be elected at the AGM of the Association in each year; and
- (c) A single election may be held to fill all of the ordinary Members’ positions; and
- (d) If the number of Members nominated for the position of an ordinary Board Member is less than or equal to the number to be elected, the Chairperson of the meeting must declare each of those Members to be elected to the position; and

- (e) If the number of Members nominated exceeds the number to be elected, a ballot must be held.

#### 23.4. Delegation

- (a) The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
  - (i) This power of delegation; or
  - (ii) A duty imposed on the Board by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (c) The Board may, in writing, revoke a delegation wholly or in part.

### 24. OFFICE HOLDERS

24.1. The officers of the Association shall be:

- (a) A President; and
- (b) A Vice-President; and
- (c) A Treasurer; and
- (d) A Secretary.

24.2. The provisions of rule, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in Sub-rule 24.1.

24.3. Each officer of the Association shall hold office until the AGM next after the date of his or her election but is eligible for re-election.

24.4. In the event of a resignation from the Board or a casual vacancy in any office referred to in Sub-rule 24.1, the Board may appoint one of its Members to the vacant office and the Member appointed may continue in office up to and including the conclusion of the

AGM next following the date of the appointment.

**25. SECRETARY**

25.1. The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

25.2. If a person holds office under these Rules as Secretary of the Association, the Secretary must—

- (a) Maintain the register of members in accordance with Rule 8; and
- (b) Keep custody of the common seal (if any) of the Association, all its books, documents and securities in accordance Rule 39; and
- (c) Subject to these Rules, the Act and the Regulations, provide Members with access to the register of members, the minutes of General Meetings and other books and documents; and
- (d) Perform any other duty or function imposed on the Secretary by these Rules.

25.3. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

**26. ORDINARY MEMBERS OF THE BOARD**

26.1. Subject to these Rules, each Ordinary Member of the Board shall hold office until the AGM next after the date of election but is eligible for re-election.

26.2. In the event of a casual vacancy occurring in the office of an Ordinary Member of the Board, or the resignation of an ordinary Board Member who holds a portfolio, the Board may appoint a Member of the Association to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the AGM next following the date of the appointment.

## **27. ELECTION OF OFFICERS AND ORDINARY BOARD MEMBERS**

27.1. Nominations of candidates for election as officers of the Association or as ordinary Members of the Board must be-

- (a) Made in writing, signed by two Members to propose and second the nomination and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
- (b) Delivered to the Secretary of the Association not less than twenty four (24) hours before the date fixed for the holding of the AGM.

27.2. A candidate may only be nominated for one office unless there are insufficient nominations, or as an Ordinary Member of the Board, prior to the AGM.

27.3. If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the AGM or at a later date by the Board to make up the shortfall and elect a suitable candidate.

27.4. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

27.5. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

27.6. The ballot for the election of officers and Ordinary Members of the Board must be conducted at the AGM in such manner as the Committee may direct.

## **28. VACANCIES**

The office of an officer of the Association, or of an Ordinary Member of the Board, becomes vacant if the officer or Ordinary Member:-

- (a) Ceases to be a Member; or



- (b) Becomes insolvent as defined in the *Bankruptcy Act 1966 (Cth)*; or
- (c) Resigns from office by notice in writing given to the Secretary; or
- (d) He or she is absent from three consecutive meetings of the Board without the consent of the President unless this is due to special circumstances which may be accepted by the Board; or
- (e) He or she ceases to be a member or financial Member of the Association.

## 29. **MEETINGS OF THE BOARD**

### 29.1. The Board:

- (a) Shall meet at such times and places as it shall be determined and regulate its own proceedings; and
- (b) May appoint sub-committees with such powers as it may prescribe; and
- (c) May, consistently with these Rules, from time to time make, vary or repeal by-laws for the regulation and good government of the Association.

## 30. **NOTICE OF BOARD MEETINGS**

30.1. Written notice of each Board meeting must be given to each Member of the Board at least two (2) business days before the date of the meeting.

30.2. Written notice must be given to Members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted as such a meeting.

## 31. **QUORUM FOR BOARD MEETINGS**

31.1. Any three (3) members of the Board, including the President, constitute a quorum for the conduct of the business of a meeting of the Board

31.2. No business may be conducted unless a quorum is present.

31.3. If within half an hour of the time appointed for the meeting a quorum is not present:

- (a) In the case of a special meeting, the meeting lapses; or
- (b) In any other case, the meeting shall stand adjourned to a day, time and place as the Chairman may determine within twenty-eight (28) days.

31.4. The Board may act notwithstanding any vacancy on the Board.

## **32. PRESIDING AT BOARD MEETINGS**

At meetings of the Board -

- (a) The President or, in the President's absence, the Vice President presides; or
- (b) If the President and the Vice-President are absent, or are unable to preside, the Members present must choose one of their number to preside.

## **33. VOTING AT BOARD MEETINGS**

33.1. Questions arising at a meeting of the Board, or at a meeting of any sub committee appointed by the Board, shall be determined on a show of hands or, if a Member requests, by a poll taken in such manner as the person presiding at the meeting may determine.

33.2. Each Member present at a meeting of the Board, or at a meeting of any sub – committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

## **34. REMOVAL OF BOARD MEMBER**

- 34.1. The Association in General Meeting may, by resolution, remove any Member of the Board before the expiration of the Member's term of office and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned Member.
- 34.2. A Member who is the subject of a proposed resolution referred to in 34.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 34.3. The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the meeting.

## 35. **MINUTES OF THE MEETINGS**

- 35.1. The Board must ensure that minutes are taken and kept of each General Meeting.
- 35.2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 35.3. In addition, the minutes of each AGM must include—
- (a) The names of the Members attending the meeting; and
  - (b) Proxy forms given to the Chairperson of the meeting; and
  - (c) The financial statements submitted to the Members; and
  - (d) The certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
  - (e) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

## 36. **FUNDS**

36.1. The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

36.2. Management of funds

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) Subject to any restrictions imposed by a General Meeting of the Association, the Board may approve expenditure on behalf of the Association.
- (c) The Board may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (d) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.
- (e) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

36.3. The Treasurer of the Association must –

- (a) Collect and receive all monies due to the Association and make all payments authorised by the Association; and
- (b) Supervise the keeping of correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

36.4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any one of the President, Vice President, Treasurer and Secretary.

36.5. The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

### **37. NOTICE TO MEMBERS**

Except for the requirement in Sub-rule 15.2, any notice that is required to be given to a Member, by on behalf of the Association, under these Rules may be given by-

- (a) Electronic transmission (email) or
- (b) If the Member has no email address, by prepaid post to the address appearing in the register of Members.

### **38. WINDING UP**

38.1. The Association may be wound up voluntarily by special resolution.

38.2. In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association must be disposed of in accordance with the provisions of the Act and in particular any assets of the Association, after payment of all just debts and liabilities, shall be distributed to such a charitable fund or other association within the Jewish community that has similar objects to the Association.

38.3. Subject to the Act and any court order made under section 133 of the Act, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

38.4. The body to which the surplus assets are to be given must be decided by special resolution.

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

39.1. Except as otherwise provided in these Rules, the Secretary must keep in his or her custody under his or her control all books, documents and securities of the Association.

39.2. All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request.

39.3. A Member who is entitled to vote according to the Rules may make a request for a copy of any accounts, books, securities and any other relevant documents of the Association;

- (a) The reasons for any such request must be given in detail and must be in writing; and
- (b) The Board may accept the request (in full or in part) or may decline it; and
- (c) If the request is declined the Board must provide written notice to the Member within 14 days of its decision but is not required to set out the reasons for its decision.

6 March 2016