

The Associations Incorporation Act, 1984

RULES OF ASSOCIATION

NEWTOWN SYNAGOGUE

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- A. The name of the Association is NEWTOWN SYNAGOGUE.
- B. The registered Office of the Association shall be situated at 20 Georgina Street, Newtown in Sydney in the State of New South Wales.
- C. The objects for which the Association is established are:-
- (i) To take over and subject to such modifications as the Association may lawfully determine, to continue the functions and activities of the unincorporated association hitherto known as Western Suburbs Synagogue and Newtown Synagogue.
  - (ii) To acquire the assets and undertake the liabilities of the unincorporated association hitherto known as Western Suburbs Synagogue and Newtown Synagogue whose principal office and place of business has hitherto been situate at 20 Georgina Street, Newtown in the said State.
  - (iii) To provide facilities for persons of Jewish Faith for the purposes of Jewish orthodox Worship and/or the observance of Jewish orthodox religious ceremonies.
  - (iv) To establish and maintain facilities for Jewish orthodox religious or moral instruction and Jewish religious and secular schools of instruction or education.
  - (v) To promote Jewish youth activities.
  - (vi) To carry out the usual activities of an orthodox synagogue and perform such duties as befall a Jewish orthodox congregation.
  - (vii) To provide facilities for and records of the marriage of Jewish persons according to the law of New South Wales and/or the Commonwealth of Australia and also according to Jewish orthodox law and also for the recording of and other procedure relating to births, deaths, bar and bat mitzvahs and like matters.

(viii) In furtherance of the objects of the Association and subject to the provisions of Section 4 of the Act, to assist or take part in any manner in any Jewish or charitable or philanthropic cause or purpose whatsoever and to subscribe to any public national or local or other charities and to grant donations for any public purposes.

(ix) In furtherance of the objects of the Association to undertake and execute any trusts which may seem desirable either gratuitously or otherwise and subject to the provisions of Section 4 of the Act and the powers set forth in Section 4 sub-sections (a), (b), (c), (d), (e) (f), (g) and (h) of The Associations Incorporation Act, 1984.

(x) To ensure the Association is registered or recognised by the appropriate Jewish religious and secular authorities of Australia.

(xi) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

## PART 1

### PRELIMINARY

#### 1. INTERPRETATION

1.1 In these rules, except in so far as the context or subject matter otherwise indicates or requires -

"member" means a member of the Association, as referred to in rule 2;

"secretary" means -

(a) the person holding office under these rules as Secretary of the Association; or

(b) where no such person holds that office - the Public Officer of the Association;

"special general meeting" means a general meeting of the Association other than annual general meeting;

"the Act" means the Associations Incorporation Act, 1984;

"the Regulation" means the Associations Incorporation Regulation, 1985;

"Board" means committee of management elected at an annual general meeting by a majority vote or who are appointed to fill a casual vacancy under rule 17.4;

"Person of the Jewish Faith" means a person born to a mother who is Jewish according to orthodox Judaism or has converted to Judaism according to orthodox Jewish law;

"Beth Din" is a Court of orthodox Jewish law;

"Rabbi" is an ordained orthodox Rabbi;

"Ballot" is casting votes anonymously and in writing;

"Poll" means a count of the show of hands when voting,

"Honorary membership" means a member with all privileges except the right to vote.

1.2 The provisions of the Interpretation Act, 1987, apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

## **PART II**

### **MEMBERSHIP**

#### **2. MEMBERSHIP QUALIFICATIONS**

2.1 A person is qualified to be a member of the Association if the person is of Jewish Faith but only if -

(a) the person is a person referred to in section 15(1)(a) of the Act, namely was a member or a life member of the unincorporated association, and has not ceased to be a member of the Association at any time after incorporation of the Association under the Act;

or

(b) the person is a natural person who -  
(i) has been nominated for membership of the Association as provided by rule 3; and  
(ii) has been approved for membership of the Association by the Board of the Association.

2.2 A person is qualified to be an associate member of the Association if the person is a natural person who has applied through the appropriate form and has paid the membership fee. The associate member would become a member after completing the qualifications set out in 2.1 above.

(a) The associate member has the rights of someone with an Honorary membership, but they do not have the privilege to appeal a resolution of the Board as set out in sections 15 of this Constitution, nor do paragraphs 14.3 (b-d) apply to them if they were expelled or suspended from the Association.

#### **3. APPLICATION FOR MEMBERSHIP**

3.1 An application of a person for membership of the Association -

(a) shall be made by that person in writing in a form determined by the Board; and

(b) shall be lodged with the Secretary of the Association or through electronic means to a recipient determined by the Board.

3.2 As soon as practicable after receiving the application for membership, the Secretary shall refer the application to the Board which shall determine whether to approve or to reject the application however the Board may decide to defer consideration of any application in such manner as it shall think fit.

- 3.3 Where the Board determines to approve an application for membership, the Secretary shall, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as entrance fee and annual subscription, such fee to be determined pursuant to rule 10 of these rules.
- 3.4 The Secretary shall, on payment by the applicant of the amounts referred to in rule 3.3 within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the Association.
- 3.5 Where the Board determines not to approve an application for membership, the applicant shall be advised in writing within fourteen (14) days of the Board so deciding. No reason for the Board's decision need be given.

#### **4. LIFE MEMBERSHIP**

The Board may grant any member of the Association Life membership as it thinks fit.

#### **5. HONORARY MEMBERSHIP**

The Board may grant any person an Honorary membership as it thinks fit.

#### **6. CESSATION OF MEMBERSHIP**

A person ceases to be a member of the Association if the person

- (a) dies;
- (b) resigns that membership;
- (c) is expelled from the Association;
- (d) is more than 6 months in arrears with membership fees.

#### **7. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

A right, privilege or obligation which a person has by reason of being a member of the Association -

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the person's membership.

## **8. RESIGNATION OF MEMBERSHIP**

Should a member resign and is in arrears of membership fees, the Association is entitled to recover such arrears.

## **9. REGISTER OF MEMBERS**

9.1 The Public Officer of the Association shall establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member. Any change of address by a member should be notified in writing to the Secretary.

9.2 The register of members shall be kept at the principal place of administration of the Association or at the home of the Public Officer and shall be available for inspection with prior notice, free of charge, by any member of the Association at any reasonable hour at a time suitable to both parties but no later than thirty (30) days from receipt of the request.

## **10. FEES AND SUBSCRIPTIONS**

10.1 A member of the Association shall pay to the Association membership fees as determined from time to time by the Board -

(a) except as provided by paragraph (b), before 1st July in each calendar year; or

(b) where the member becomes a member on or after 1st July in any calendar year - the fee can be pro-rated until the next 30 June.

10.2 The Board may approve payment of membership fees by instalments throughout the year, provided that the fee is fully paid within the year within which it falls due.

## **11. MEMBERS' LIABILITIES**

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the cost, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by rules 8 and 10.

## **12. SEATS AND SEAT HOLDING**

Membership shall not confer any rights or privileges as to seat-holding or to the occupancy of any particular place or position in any building or area under the control of the Association but the Board may allocate seats and places among such persons and in such manner and upon such terms and conditions as to rental or otherwise as it shall deem appropriate.

## **13. RESOLUTION OF INTERNAL DISPUTES**

13.1 In the event of a secular or non-religious dispute arising between members (in their capacity as members), or between a member and the Association, or a member and the Board, the following procedures shall apply:

(a) Each side of the dispute shall nominate a representative who is not directly involved in the dispute. Those representatives shall then attempt to settle the dispute by negotiation.

(b) Should the nominated representatives be unable to resolve the dispute within 14 days (or such other period as they may agree upon) the dispute shall be referred to a person mutually agreed upon for mediation.

(c) If the dispute is not resolved by the above procedures it shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983 or to the Sydney Beth Din in accordance with their method of dispute resolution.

13.2 The Board authorises the appointed Minister (or Senior Minister) to determine religious issues arising out of the activities of the Association provided that the appointed Minister (or Senior Minister) is a Rabbi.

13.3 In the event of a religious dispute, which cannot be resolved in accordance with rule 13.2, both parties may agree on one orthodox Rabbi to decide their case. If both parties cannot agree on one individual, then they shall choose one orthodox Rabbi each. These two Rabbis shall then choose a third orthodox Rabbi. The three Rabbis will then decide the case on a majority vote.

13.4 A member shall not disclose matters arising out of the dispute to any other parties not directly concerned unless prior written authorisation from the Board is obtained.

## 14. DISCIPLINING OF MEMBERS

14.1 Where the Board is of the opinion that a member of the Association -

(a) has persistently refused or neglected to comply with a provision or provisions of these rules and/or the Code of Conduct in accordance with rule 16.2.8 (j); or

(b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association,

the President or the President's delegate may immediately remove a member from the Synagogue if the behaviour referred to in (a) and/or (b) is such as to interrupt or endanger the activities or facilities; **and/or**

the Board by resolution may:

(i) expel the member from the Association; or

(ii) suspend the member from membership of the Association for a specified period.

14.2 A resolution of the Board under rule 14.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under rule 14.3, confirms the resolution in accordance with this rule.

14.3 Where the Board passes a resolution under rule 14.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member -

(a) setting out the resolution of the Board and the grounds on which it is based;

(b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;

(c) stating the date, place and time of that meeting; and

(d) informing the member that the member may do either or both of the following:

(i) attend and speak at that meeting;



- (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.

14.4 At a meeting of the Board held as referred to in rule 14.3, the Board shall -

- (a) give to the member an opportunity to make oral representations;

- (b) give due consideration to any written representations submitted to the Board by the member at or prior to the meeting; and

- (c) by resolution determine whether to confirm or to revoke the resolution.

14.5 Where the Board confirms a resolution under rule 14.4, the Secretary shall, within fourteen (14) days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 15.

14.6 A resolution confirmed by the Board under clause 14.4 does not take effect

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or

- (b) where within that period the member exercises the right of appeal, unless and until the Association confirms the resolution pursuant to rule 15.4.

## **15. RIGHT OF APPEAL OF DISCIPLINED MEMBER**

15.1 A member may appeal to the Association in general meeting against a resolution of the Board which is confirmed under rule 15.4, within fourteen (14) days after notice of the resolution is served on the member by lodging with the Secretary a notice to that effect.

15.2 Upon receipt of a notice from a member under rule 15.1, the Secretary shall notify the Board which shall convene a general meeting of the Association to be held within twenty-eight (28) days after the date on which the Secretary received the notice.

15.3 At a general meeting of the Association convened under rule 15.2

(a) no business other than the question of the appeal shall be transacted;

(b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and

(c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

15.4 If at the general meeting the Association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

15.5 Each member expressly waives any compensation or other claim against the Association or the Board or any member arising out of the exercise of any powers conferred by the above articles.

### **PART III**

#### **THE BOARD**

##### **16. POWERS OF THE BOARD**

16.1 The Board shall be the board of management of the Association and, subject to the Act, the Regulation and these rules and to any resolution passed by the Association in general meeting -

(a) shall control and manage the affairs of the Association;

(b) may exercise all such functions as may be exercised by the Association other than those functions that are required by these rules to be exercised by a general meeting of members of the Association; and

(c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Association.

16.2 Without in any way restricting the generality of the powers conferred by these articles it is hereby expressly declared that the Board shall have the following powers that is to say:-

16.2.1 To pay all expenses incurred in setting up, promoting and registering the Association.

16.2.2 To admit or exclude any person including delegates or representatives from any other body and representatives of the media to or from its meetings.

16.2.3 To sell purchase or otherwise acquire for the Association any real property or lease as authorised by a special resolution of a general meeting for each such transaction referred to above EXCEPT that the Board may acquire, deal with or terminate any lease of a residential or commercial nature as it thinks fit provided such lease is for a period of less than three (3) years.

16.2.4 To raise or borrow moneys as it may think necessary for the purposes of the Association at such rate of interest and upon such terms as it may think proper and to execute mortgages liens or other securities or issue debentures in respect of such moneys and to charge the whole or any part of the property of the Association (subject to rule 16.5 forbidding a mortgage on the Synagogue) and to execute create and issue any such mortgages liens securities or debentures in discharge of any obligations of the Association or for any of the purposes of the Association as it thinks fit.

16.2.5 To appoint such agents, consultants and/or employees for such permanent temporary or special services as it may from time to time think fit and at its discretion to remove or suspend them and to determine their duties and fix and pay their salaries, fees and expenses and to require securities in such instances and to such amount as it shall think fit.

16.2.6 To appoint committees or sub-committees subject to the provisions of rule 26.

16.2.7 To set aside out of any excess of income over expenditure of the Association such sums as it may think proper as a reserve fund to meet contingencies or for repairing improving and/or maintaining any of the property of the Association and for such other purposes within the objects of the Association as the Board shall in its discretion think conducive to the objects of the Association and to invest the several sums so set aside upon such investments as it may think fit and from time to time to deal with and vary such investments and discretion for the benefit of the Association; and to divide its reserve fund into such subsidiary funds as it may think fit.

16.2.8 From time to time to make regulations or by-laws for the conduct of the business and affairs of the Association not inconsistent with these rules, and at any time in like manner to annul or vary any and all regulations so made and for the time being in force shall be binding on all members of the Association; and without limiting the generality of the power to make, annul or vary regulations hereby conferred on the Board the following shall be deemed to be matters to which such power shall expressly extend -

- (a) As to the form and content of applications for membership.
- (b) As to subscriptions fees or other payments in respect of membership or the services of the Association or of any of its agents, consultants and employees in respect of any seat place or position in any building or place under the control of the Association.
- (c) As to the rights and privileges and also as to qualifications restrictions and conditions which shall be attached to members of the Association including honorary members and life members but subject to these Rules.
- (d) For the Board 's own procedure.
- (e) For regulating the time and mode of calling meetings for members.
- (f) As to the procedure to be followed at its meetings by any committee or sub-committee appointed by the Board and as to the appointment duties and removal of the members of any committee or sub-committee.
- (g) For the regulation control and management of any property concession or asset under the control of the Association.
- (h) Determine in conjunction with the Minister (or Senior Minister) the manner in which services, including religious services, are conducted.
- (i) Determine the naming rights applicable to any donation.
- (j) Determine a Code of Conduct and amend such Code as it sees fit.

(k) Delegate to the President or the President's delegate, the power to determine who shall officiate at any service and no person shall officiate at any service in the Synagogue, except the paid officers, unless by invitation of the President or the President's delegate.

16.3 The Association cannot commit funds to any organisation which distributes funds or other assets to its members.

16.4 The Association may amalgamate with any companies, institutions, societies, or Associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association (in accordance with section 4 of the Act).

16.5 The Association is not authorised to dispose, lease or mortgage the Synagogue known as Newtown Synagogue situated at 20-22 Georgina Street, Newtown in the state of New South Wales and being Lot 39 in Deposited Plan 4656.

## **17. CONSTITUTION AND MEMBERSHIP**

17.1 Subject in the case of the first members of the Board to section 21 of the Act, the Board shall consist of -

(a) the office-bearers of the Association; and

(b) a maximum of three (3) ordinary members,

each of whom shall be elected at the annual general meeting of the Association pursuant to rule 18, and

(c) the Minister or Senior Minister, if more than one Minister, appointed by the Association shall serve as a non-voting ex-officio member of the Board.

17.2 The office-bearers of the Association shall be -

(a) the President;

(b) the Vice-President;

(c) the Treasurer; and

(d) the Secretary.

17.3 Each member of the Board shall, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.

17.4 In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the Association to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the annual general meeting next following the date of the appointment.

## **18. ELECTION OF MEMBERS**

18.1 Nominations of candidates for election as office-bearers of the Association or as ordinary members of the Board -

(a) shall be made in writing by two (2) members accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and

(b) shall be delivered to the Secretary of the Association not less than three (3) days before the date fixed for the holding of the annual general meeting at which the election is to take place.

18.2 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting.

18.3 If insufficient further nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.

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

18.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

18.6 The ballot for the election of office-bearers and ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.

18.7 Two (2) offices cannot be held by the one person.

## **19. SECRETARY**

- 19.1 The Secretary of the Association shall, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- 19.2 It is the duty of the Secretary to keep minutes of -
- (a) all appointments of office-bearers and members of the Board;
  - (b) the names of members of the Board present at a Board meeting or a general meeting; and
  - (c) all proceedings at Board meetings and general meetings.
- 19.3 Minutes of proceedings at a meeting shall be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.

## **20. TREASURER**

It is the duty of the Treasurer of the Association to ensure that -

- (a) all moneys due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Association including full details of all receipts and expenditure connected with the activities of the Association.

## **21. PUBLIC OFFICER**

The Public Officer is to be appointed by the Board at the first meeting after the annual general meeting. The Public Officer must be an existing member of the Board and rule 18.7 that no member of the Board can hold two (2) positions does not apply to this position. The duties of the Public Officer are:

- (a) to be the official contact point for the Association including the receipt of documents served on the Association;
- (b) keeping a register of Board members
- (c) notifying the Department of Fair Trading or relevant authority.

## **22. OBLIGATIONS OF OFFICE BEARERS**

On vacating office all office-bearers shall hand over to their successors all moneys books documents and other properties in their custody belonging to the Association within seven (7) days of vacating the office.

## **23. CASUAL VACANCIES**

For the purposes of these rules, a casual vacancy in the office of a member of the Board occurs if the member -

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) becomes an insolvent under administration within the meaning of Corporations Law;
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under rule 24;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (g) is absent without the consent of the Board from all meetings of the Board held during a period of three (3) months;

or a vacancy occurs pursuant to rule 18.3.

## **24. REMOVAL OF MEMBER OF THE BOARD**

24.1 The Association in a general meeting may by resolution remove any member of the Board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.

24.2 Where a member of the Board to whom a proposed resolution referred to in rule 24.1 relates, makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the members of the Association, the Secretary or the President may send a



copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **25. MEETINGS AND QUORUM**

- 25.1 The Board shall meet at least ten (10) times in each period of twelve (12) months at such place and time as the Board may determine.
- 25.2 Additional meetings of the Board may be convened by the President or by any member of the Board.
- 25.3 Oral or written notice of a meeting of the Board shall be given by the Secretary to each member of the Board at least seventy-two (72) hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 25.4 Notice of a meeting given under clause 25.3 shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- 25.5 Any four (4) members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- 25.6 No business shall be transacted by the Board unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting stands adjourned to a practical date subject to rule 25.3.
- 25.7 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than three (3)) shall constitute a quorum.
- 25.8 At a meeting of the Board -
- (a) the President or, in the President's absence, the Vice-President, shall preside; or

(b) if the President and the Vice-President are absent or unwilling to act such one of the remaining members of the Board as may be chosen by the members present at the meeting shall preside.

## **26. DELEGATION BY BOARD TO SUB-COMMITTEE**

- 26.1 The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the Association or any other person the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument other than -
- (a) this power of delegation; and
  - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- 26.2 A function the exercise of which has been delegated to a sub-committee under this rule may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- 26.3 A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 26.4 Notwithstanding any delegation under this rule, the Board may continue to exercise any function delegated.
- 26.5 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Board.
- 26.6 The Board may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 26.7 A sub-committee may meet and adjourn as it thinks proper.
- 26.8 A sub-committee must have at least one (1) member of the Board on the committee.
- 26.9 A sub-committee cannot open a banking account on behalf of the Association.

## **27. VOTING AND DECISIONS**

- 27.1 Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- 27.2 Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 27.3 Subject to rule 25.5, the Board may act notwithstanding any vacancy on the Board.
- 27.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or sub-committee except any act or decision made fraudulently.

## **PART IV**

### **GENERAL MEETINGS**

#### **28. ANNUAL GENERAL MEETINGS - HOLDING OF**

- 28.1 With the exception of the first annual general meeting of the Association, the Association shall, at least once in each financial year and within the period of two (2) months after the expiration of each financial year of the Association convene an annual general meeting of its members.
- 28.2 The Association shall hold its first annual general meeting -
- (a) within the period of eighteen (18) months after its incorporation under the Act; and
  - (b) within the period of two (2) months after the expiration of the first full financial year of the Association.
- 28.3 Rules 28.1 and 28.2 have effect subject to any extension or permission granted by the Department of Fair Trading under section 26(3) of the Act.

## **29. ANNUAL GENERAL MEETINGS - CALLING OF AND BUSINESS AT**

29.1 The annual general meeting of the Association shall, subject to the Act and to rule 28, be convened on such date and at such place and time as the Board thinks fit.

29.2 In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting shall be -

(a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting;

(b) to receive from the Board reports upon the activities of the Association during the last preceding financial year;

(c) to elect office-bearers of the Association and ordinary members of the Board; and

(d) to receive and consider the statement and audited financial report which is required to be submitted to members pursuant to section 26(6) of the Act.

29.3 An annual general meeting shall be specified as such in the notice convening it.

## **30. SPECIAL GENERAL MEETINGS - CALLING OF**

30.1 The Board may, whenever it thinks fit, convene a special general meeting of the Association.

30.2 The Board shall, on the requisition in writing of not less than ten (10) members who have voting rights as outlined in clause 37.1, convene a special general meeting of the Association.

30.3 A requisition of members for a special general meeting -

(a) shall state the purpose or purposes of the meeting;

(b) shall be signed by the members making the requisitions;

(c) shall be lodged with the Secretary; and

(d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

- 30.4 If the Board fails to convene a special general meeting to be held within one (1) month after the date on which a requisition of members for the meeting is lodged with the Secretary, the members who made the requisition may convene a special general meeting to be held not later than three (3) months after that date.
- 30.5 A special general meeting convened by members as referred to in clause 30.4 shall be convened as nearly as practicable in the same manner as general meetings are convened by the Board.

## 31. NOTICE

- 31.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post, or by electronic means, to each member at the member's address, physical or electronic, appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 31.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary shall, at least twenty-one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in clause 31.1 specifying, in addition to the matter required under clause 31.1, the intention to proposed the resolution as a special resolution.
- 31.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted pursuant to rule 29.2.
- 31.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary, who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

## **32. PROCEDURE AND QUORUM**

- 32.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- 32.2 Fifteen (15) members present in person or virtually (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 32.3 If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 32.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than ten (10)) shall constitute a quorum.

## **33. PRESIDING MEMBER**

- 33.1 The President or, in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association. If there is a motion of no confidence or a conflict of interest in relation to the President, then the meeting will elect a replacement to chair the meeting.
- 33.2 If the President and the Vice-President are absent from a general meeting or unwilling to act, the members present shall elect one of their number to preside as Chairperson at the meeting.

## **34. ADJOURNMENT**

- 34.1 The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

34.2 Where a general meeting is adjourned for fourteen (14) days or more, the Secretary shall give written or oral notice of the adjourned meeting to each member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.

34.3 Except as provided in clauses 34.1 and 34.2, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **35. MAKING OF DECISIONS**

35.1 A motion put to a general meeting of the Association shall be determined on a show of hands. Evidence of the outcome of the motion shall be the declaration by the Chairperson of the result of the show of hands without proof of the number or proportion of the votes in favour of or against the motion unless a poll is demanded by the Chairperson or by not less than three (3) members present in person at the meeting.

35.2 At a general meeting of the Association, a poll may be demanded by the Chairperson or by not less than three (3) members present in person at the meeting.

35.3 Where a poll is demanded at a general meeting, the poll shall be taken

(a) immediately in the case of a poll which relates to the election of the Chairperson of the meeting or to the question of an adjournment; or

(b) in any other case, in such manner and at such time before the close of the meeting as the Chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

## **36. SPECIAL RESOLUTION**

A resolution of the Association is a special resolution if -

(a) it is passed by a majority which comprises not less than three-quarters of such members of the Association as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or

(b) where it is made to appear to the Department of Fair Trading that it is not possible or practicable for the resolution to be passed in the manner specified in paragraph (a) - the resolution is passed in a manner specified by the Department of Fair Trading or any subsequent Government Department delegated to regulate the Associations Incorporation Act, 1984, or any amendment thereto.

## **37. VOTING**

- 37.1 Upon any question arising at a general meeting of the Association, a member has one (1) vote only provided the member is over the age of eighteen (18).
- 37.2 All votes shall be given personally or by proxy but no member may hold more than five (5) proxies.
- 37.3 In the case of an equality of votes on a question at a general meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 37.4 A member or proxy is not entitled to vote at any general meeting of the Association unless all money due and payable by the member or proxy to the Association has been paid.

## **38. APPOINTMENT OF PROXIES**

- 38.1 Each member shall be entitled to appoint another member as proxy by notice given to the Secretary no later than seventy-two (72) hours before the time of the meeting in respect of which the proxy is appointed.
- 38.2 The notice appointing the proxy shall be in the form set out in Appendix 1 to these rules.

## **PART V**

### **MISCELLANEOUS**

## **39. INSURANCE**

- 39.1 The Association shall effect and maintain insurance pursuant to section 44 of the Act.



39.2 In addition to the insurance required under rule 39.1, the Association must effect and maintain other insurance in respect of any properties held by the Association and employees employed by the Association.

#### **40. FUNDS - SOURCE**

40.1 The funds of the Association may be derived from entrance fees, seat holdings and annual subscriptions of members, donations, fundraising and, subject to any resolution passed by the Association in general meeting, such other sources as the Board determines.

40.2 All money received by the Association shall be deposited as soon as practicable and without deduction to the credit of the Association's bank account(s).

40.3 The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt.

#### **41. FUNDS - MANAGEMENT**

41.1 Subject to any resolution passed by the Association in general meeting, the funds of the Association shall be used in pursuance of the objects of the Association in such manner as the Board determines.

41.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the four (4) office-bearers of the Board or employees of the Association as the Board so decides, being members or employees authorised to do so by the Board subject to the provision that one of the signatories shall always be an office-bearer of the Board.

#### **42. ALTERATION OF OBJECTS AND RULES**

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the Association.

#### **43. COMMON SEAL**

43.1 The common seal of the Association shall be kept in the custody of the Public Officer who shall produce such seal at every annual general meeting.

43.2 The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures either of two (2) office-bearers of the Board or of one (1) office-bearer of the Board and of the Public Officer.

#### **44. CUSTODY OF RECORDS**

Except as otherwise provided by these rules, the Public Officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

#### **45. INSPECTION OF RECORDS**

The financial records, books and other documents of the Association shall be available for inspection with prior notice, free of charge, by a member of the Association at any reasonable hour at a time suitable to both parties but no later than thirty (30) days from receipt of the request.

#### **46. SERVICE OF NOTICES**

46.1 For the purpose of these rules, a notice may be served by or on behalf of the Association upon any member either personally or by sending it by post to the member at the member's address shown in the register of members.

46.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

### **PART VI**

#### **ADDITIONAL RULES APPLICABLE TO CHARITIES**

#### **47. APPLICATION OF PART**

This Part applies where the Association is registered under or is exempted from registration by or under the Charitable Fundraising Act, 1991.

#### **48. PAYMENT OF OFFICE BEARERS AND MEMBERS**

A member of the Board shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Board except -

(a) repayment of out-of-pocket expenses;

(b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and

(c) reasonable and proper rent for premises let to the Association.

#### **49. VACATION OF OFFICE**

Without limiting the operation of rule 23, the office of a member of the Board shall become vacant if -

(a) the member holds an office of profit in the Association;

(b) the member is directly or indirectly interested in any contract or proposed contract with the Association.

#### **50. NOTIFICATION OF PROPOSED ALTERATION OF RULES**

A proposed alteration of the rules or of the statement of objects of the Association shall be notified to the Minister administering the Charitable Fundraising Act, 1991 in the manner required by the regulations under that Act.

#### **51. COMPLIANCE WITH CHARITABLE FUNDRAISING ACT, 1991**

The Association shall comply with such of the provisions of the Charitable Fundraising Act, 1991, and the regulations thereunder as are applicable to it.

#### **52. NON-DISTRIBUTION OF PROFITS**

52.1 The income and property of the Association, however derived, shall subject to any obligations under charitable trust law or any other statutory requirements, be used and applied solely in the exercise of powers conferred upon it by the rules.

52.2 No portion of this income and property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association.

### **53. DISSOLUTION**

53.1 The Association can be dissolved in the event of membership less than ten (10) persons or upon the vote of three-fourths majority of members present at a special general meeting convened to consider such question.

53.2 Upon a resolution being passed in accordance with rule 53.1 of this rule, the net assets or property available after satisfying all debts and liabilities shall, upon determination by the members of the Association, be handed over to some other organisation or organisations having objects similar to the objects of the Association, which prohibits the distribution of its income and property among its members to an extent at least as great as is imposed by the Association under rule 52. However in making the distribution, the Association must ensure it satisfies all legal obligations applying to any funds or property over which a charitable trust exists.

APPENDIX 1  
(Rule 38.2)

FORM OF APPOINTMENT OF PROXY

I,.....  
(full name)

of.....  
(address)

being a member of NEWTOWN SYNAGOGUE hereby appoint

.....  
(full name of proxy)

.....  
(address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the

..... day of ..... 19..... and at any adjournment of that meeting.

\* My proxy is authorised to vote in favour of / against (*delete as appropriate*) the resolution (*insert details*).

\* *To be inserted if desired.*

Signature of member appointing proxy

Date.....

NOTE: A proxy vote may not be given to a person who is not a member of the Association.

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