

maccabi **VICTORIA**

CONSTITUTION

connecting our Jewish community through sport and wellbeing



maccabi
VICTORIA

www.macvic.com.au

RULES OF
MACCABI VICTORIA INCORPORATED

Current Date: 14/08/12

1. NAME

The name of the association is MACCABI VICTORIA INCORPORATED (in these rules called "the Association").

2. INTERPRETATION

2.1 In these rules, unless the contrary intention appears the following words and phrases shall have the meanings set out opposite::

"Annual Meeting"	The annual meeting convened in accordance with Rule 7.
"Board"	The Board of Directors of the Association constituted under Rule 10.1.
"By-Laws"	By-Laws made by the Board under Rule 9.2(e).
"Council"	The Council of the Association constituted under Rule 12.1.
"Delegate"	A person appointed as a delegate by a Member under Rule 12.1.
"Director"	A member of the Board elected under Rule 10.1(a).
"Financial year"	The 12 month period ending on 31 March in each year.
"Council Meeting"	A meeting of Council convened in accordance with Rule 13.1.
"Jewish person"	Any natural person who is determined to be Jewish by a Rabbi.
"Member"	An Organisation elected as a member under Rule 3(1).
"Office Bearers"	The President, up to two Vice-Presidents, Secretary and the Treasurer elected under Rule 10.
"Organisation"	A club or association whose membership is only open to Jewish persons or children of a Jewish person and which has as its principal object the preservation of Jewish identity and enhancement of the culture of the Jewish community by promoting Jewish culture and the preservation and enhancement of the Jewish minority culture through sporting, social and cultural activities in accordance with the Rules and Bylaws of the Association.
"Register of Members"	The Register of Members kept under Rule 5.
"Special Resolution"	A resolution of the Members passed in accordance with Section 29 of the Act.
"Act"	The Associations Incorporation Act 1981;
"Regulations"	Regulations made under the Act.

- 2.2 In these Rules, a reference to the Secretary of the Association is a reference:
- (a) where 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.
- 2.3 In these Rules for convenience the masculine gender is used and shall be interpreted to include the feminine gender as appropriate.

3. MEMBERSHIP

3.1 Ordinary Membership

- (a) An Organisation which is nominated and approved for membership as provided in these Rules is eligible to be a Member on payment of the annual subscription and any other fees payable under these Rules.
- (b) An Organisation may not become a Member unless:
 - (i) It makes application as provided in Rule 3.1(c);
 - (ii) It has a minimum of ten (10) financial members; and
 - (iii) Its admission as a Member is approved by the Board.
- (c) Any Organisation wishing to become a Member shall make application in writing to the Secretary in the form prescribed by the Board from time to time. Every application shall be submitted as soon as practicable to the Board who shall determine in their absolute discretion whether to approve reject or defer the application.
- (d) The Secretary shall, forthwith after an Organisation is elected to membership, advise it accordingly and request payment of all fees due and payable.
- (e) Upon an application for membership being approved by the Board, the Organisation shall, subject to payment of all fees, thereupon be elected a Member and the Secretary shall enter the Organisation's details in the Register of Members.
- (f) An Organisation which becomes a Member may remain as a Member for so long as its membership remains only open to Jewish persons or children of a Jewish person and whilst it has as its principal object the preservation and enhancement of the culture of the Jewish community by promoting Jewish identity and the preservation and enhancement of the Jewish minority culture through sporting, social and cultural activities in accordance with its Rules and Bylaws."

3.1(A) A Participant

a. Notwithstanding Rule 3.1(f) a member shall be permitted to include a participant (being a person who is not a Jewish person nor a child of a Jewish person) ("Participant") in the activities of the Member provided that the Participant satisfies any of the following criteria:

(i) if the Member has a specific need such as geographic isolation or for reasons of survival, a Participant can be considered only if their involvement assists the Member's continued involvement in its sporting fixture;

(ii) where a Member's governing association's Rules and Constitution does not allow for a qualification or restriction of individual club members, the Member may be permitted to have Participants;

(iii) any other criteria as the State Oversight Committee shall determine from time to time but always with strict regard to the Statement of Purposes of the Association. This may include (but not be limited to) such possible criteria ("Criteria") where a team within a Member requires specialist or expert capability that cannot be fulfilled by existing or other prospective members.

(iv) the Participant was a member of the Member as at 1 July 2012

b. A State Oversight Committee shall be established in conjunction with Maccabi Australia Inc which:

(i) acts as a delegate of the Board in respect of the Criteria;

(ii) shall determine whether a Participant meets the Criteria; and

(iii) shall determine the rights, privileges and obligations of a Participant."

3.2 Honorary Life Membership

At any Annual Meeting, Honorary Life Membership may be conferred upon any Jewish person who has been nominated by the Board. Persons so appointed to Honorary Life Membership shall be entitled to attend and speak but not vote at Annual Meetings and Council meetings and to such other privileges and benefits as may be determined by the Board from time to time.

3.3 A right, privilege, or obligation of membership of the Association:

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

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

4. RESIGNATION AND EXPULSION OF MEMBER

4.1 A Member which has paid all moneys due and payable by that Member to the Association may resign its membership by giving one month's notice in writing to the Secretary of its intention to resign and upon the expiration of that period of notice the Member shall cease to be a Member.

4.2 Subject to these Rules, the Board may by resolution passed by a majority of not less than

three-quarters of the members of the Board suspend, expel or fine a Member if the Board is of the opinion that the Member:

- (a) has refused or neglected to comply with these Rules; or
- (b) has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association.

4.3 A resolution of the Board under Rule 4.2 does not take effect unless the Council at a meeting held not earlier than fourteen (14) and not later than twenty-eight (28) days after the service on the Member of a notice under Rule 6.6 confirms the resolution in accordance with this Rule.

4.4 Where the Board proposes a resolution under Rule 4.2, the Secretary shall, as soon as practicable, cause to be served on the Member a notice:

- (a) setting out the proposed 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 and not later than 28 days after service of the notice;
- (c) stating the date, place and time of that meeting;
- (d) informing the Member that it may do one or more of the following:
 - (i) attend that meeting; or
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.

4.5 At a meeting of the Board held in accordance with Rule 4.4, the Board shall:

- (a) give the Member an opportunity to be heard;
- (b) give due consideration to any written statement submitted by the Member; and
- (c) by resolution determine the matters referred to in Rule 4.2;

4.6 (a) Where the Board passes a resolution under Rule 4.2, the Secretary shall, as soon as practicable, convene a meeting of the Council and cause to be served on the Member a notice:

- (i) setting out the resolution of the Board and the grounds on which it is based;
- (ii) stating that the Member may address the Council at a meeting to be held not earlier than 14 and not later than 28 days after the service of the notice;
- (iii) stating the date, place and time of that meeting;
- (iv) informing the Member that it may do one or more of the following:
 - (aa) attend that meeting;

- (bb) give to the Council before the date of that meeting a written statement seeking the revocation of the resolution.

(b) The notice to Members convening the Council meeting under Rule 4.6(a) must contain a copy of the Board's resolution.

4.7 At a meeting of the Council convened under Rule 4.6:

- (a) no business other than the question of the resolution shall be transacted;
- (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
- (c) the Member shall be given an opportunity to be heard;
- (d) the Council shall give due consideration to any written statement submitted by the Member ; and
- (e) the members of Council present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

4.8 All resolutions under Rule 4.7 must be Special Resolutions.

5. REGISTER OF MEMBERS

The Secretary shall keep and maintain a register of members in which shall be entered the full name, address, date of acceptance and date of cessation of membership of each Member. The Register of Members shall be available for inspection by Members at the office of the Association during normal business hours.

6. FEES AND SUBSCRIPTION

The annual subscription and all other fees payable by Members shall be fixed by the Board.

7. ANNUAL MEETING

7.1 A meeting of Members to be known as the Annual Meeting shall be held each year within five months after the end of the Financial Year at such place and time as the Board determines. All other meetings of Members shall be known as Council meetings.

7.2 The ordinary business of the Annual Meeting shall be:

- (a) To confirm the minutes of the last Annual Meeting and the last Council meeting.
- (b) To receive the Annual Report of the Board.
- (c) To receive the statement submitted by the Board in accordance with Section 30(3) of the Act.
- (d) To elect the Board.

- (e) To elect an auditor.
- (f) To consider any proposal from the Board to confer Honorary Life Membership.
- (g) To consider any business of which notice is given in accordance with these Rules.

7.3 The Annual Meeting shall be conducted in accordance with Rules 13.4 to 13.12 (both inclusive).

8. NOTICE OF ANNUAL MEETING

- 8.1 The Secretary shall, at least thirty-five (35) days before the date fixed for holding the Annual Meeting, give to each Member a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting and shall place an advertisement in the local Jewish Press incorporating such notice.
- 8.2 A Member desiring to bring any business before the Annual Meeting shall at least twenty-one (21) days before the date fixed for holding the Annual Meeting give notice in writing to the Secretary who shall give notice thereof to each Member.
- 8.3 No business other than that set out in the notice convening the Annual Meeting or in the notice referred to in Rule 8.2 shall be transacted at the meeting.

9. MANAGEMENT

- 9.1 The affairs of the Association shall be managed by a Board of Directors constituted as provided in Rule 10.1(a).
- 9.2 Subject to these Rules, the Regulations and the Act, the Board:
- (a) May 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 the Members;
 - (b) Has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association;
 - (c) Shall be responsible for the preparation of the Annual Report and the statement in accordance with Section 30(3) of the Act to be submitted to the Annual Meeting and for all reports to be submitted to Council meetings;
 - (d) May make By-Laws for the efficient management of the affairs of the Association.

10. BOARD OF DIRECTORS

- 10.1 The Board shall consist of :
- (a) the Office Bearers and not less than five (5) and not more than nine (9) other directors; and
 - (b) the Immediate Past President.

- 10.2 Each member of the Board shall be elected at the Annual Meeting and shall hold office for two years until the conclusion of the Annual Meeting at which his position falls vacant for election. One half of the Board shall be elected at each Annual Meeting provided that the President and Vice President shall retire in the same year.
- 10.3 A retiring Office Bearer or director shall be eligible for re-election.
- 10.4 In the event of a casual vacancy in any position referred to in Rule 10.1(a), the Board may appoint a person to fill the vacancy. The person so appointed shall hold office until the conclusion of the Annual Meeting next following the date of his appointment but shall be eligible for re-election.
- 10.4.1 In the event of the majority of the Board being of the opinion that it would be assisted in its functions by co-opting a person to the Board to fulfil a specific function, the Board may appoint such a person. The person so appointed shall hold office until the conclusion of the Annual Meeting next following the date of his or her appointment but shall be eligible for election thereafter. The Board must not contain more than 2 co-opted persons at any one time.
- 10.5 The Board shall meet at least 6 times in each year at such times and places as the Board determines.
- 10.6 Five directors, one of whom must be an Office Bearer, present in person shall constitute a quorum for the transaction of business at meetings of the Board.
- 10.7 The President or at his request one other Board member appointed by the Board shall chair all meetings of the Board.
- 10.8 Questions arising at meetings of the Board shall be determined by a simple majority. Each member of the Board shall have one deliberative vote on each question but, in the event of an equality of votes, the chair shall not have a second or casting vote and the question shall be declared to be lost.
- 10.9 The Board may delegate any of its powers to a sub-committee or sub-committees as it thinks fit and may withdraw such delegation at any time. A sub-committee to which any powers have been so delegated shall exercise the powers delegated in accordance with any directions of the Board and a power so exercised shall be deemed to have been exercised by the Board. A sub-committee may meet and adjourn as it thinks proper.

11. ELECTION OF BOARD

- 11.1 Nominations of candidates for election to the Board must be:
- (a) Made by a Member;
 - (b) In such form as the Board prescribes from time to time; and
 - (c) Delivered to the Secretary not less than 7 days before the date fixed for the holding of the Annual Meeting.
- 11.2 If insufficient nominations are received to fill any vacancies on the Board further nominations may be received at the Annual Meeting but if no nomination is so received the position may be filled by the Board as a casual vacancy.

- 11.3 The ballot for the elections shall be conducted at the Annual Meeting in such usual and proper manner as the Chairperson may direct. The members of the Board shall not be entitled to vote at such ballot.
- 11.4 No person may be elected to more than one position on the Board.

THE COUNCIL

- 12.1 The Council shall consist of:
- (a) The members of the Board;
 - (b) One (1) Delegate appointed by each Member; and
 - (c) The Secretary, who may speak but not vote.
- 12.2 The Council shall:
- (a) Receive and consider reports from the Board as to the affairs of the Association;
 - (b) Have power to enact and amend by-laws, standing orders and procedure for the conduct of meetings of the Council; and
 - (c) Exercise such powers and authorities as are conferred upon it by these Rules.
- 12.3 Within 30 days after the Annual Meeting each Member shall advise the Secretary in writing of the name and address of its Delegate and shall forthwith advise the Secretary in writing of any change in such appointment including the name and address of the new appointment PROVIDED THAT a Delegate may not be a Director. A Member shall ensure that at each Meeting of the Council its Delegate shall be present.

13. PROCEEDINGS OF COUNCIL

- 13.1 The Council shall meet at least three (3) times in each year at such place and times as the Board may determine.
- 13.2 Special meetings of the Council may be convened by the President at any time and shall be convened within 30 days after:
- (a) a requisition is received by the Secretary from at least five (5) Members; or
 - (b) a resolution of the Board requiring the same.
- 13.3 Notice shall be given of any special meeting of the Council specifying the general nature of the business to be transacted. No other business shall be transacted at such meeting.
- 13.4 Not less than 60% of the total number of Delegates entitled to attend who attend personally constitute a quorum for the transaction of business at a meeting of the Council. Where the number of Delegates required to constitute a quorum is not a whole number, then such number shall be taken to the next lowest whole number.
- 13.5 No business shall be transacted unless a quorum is present. If within half an hour of the

time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place (unless another place is specified by the Chairperson at the time of adjournment or by written notice given before the day to which the meeting is adjourned) and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.

- 13.6 The President or at his request another Board member appointed by the Board shall chair all meetings of the Council but if none are present the Council may appoint any Delegate present to chair the meeting.
- 13.7 Questions arising at a Council meeting shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost shall be conclusive, and an entry to that effect in the Minute Book of the Association shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 13.8 Each Director and each Delegate is entitled to one vote. In the event of an equality of votes on any question, the Chairperson may not exercise a casting vote and the question shall be declared to be lost.
- 13.9 The Secretary shall, at least thirty-five (35) days before the date fixed for holding a Council meeting, give to each Member and each member of the Board a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 13.10 A Delegate may not vote if the Member he represents has not paid its current subscription fees or any other monies due and payable to the Association.
- 13.11 The Chairperson of a Council meeting at which a quorum is present may with the consent of 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 business left unfinished at the meeting at which the adjournment took place. It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 13.12 The Secretary of the Association shall cause to be kept minutes of the resolutions and proceedings of each Annual Meeting, Council meeting and Board meeting in books provided for that purpose including a record of the names of persons present and such other information as the Board determines.
- 13.13 If a Delegate fails to attend two consecutive meetings of Council without a written excuse, determined by the Council to be reasonable, then the Council may in its discretion take such action against the Member such Delegate represents as it may properly determine.

14. DISQUALIFICATION FROM OFFICE

The position of an Office Bearer, Director or Delegate becomes vacant:

- 14.1 If the person resigns by notice in writing given to the Secretary;
- 14.2 In the case of a Delegate, if the Member ceases to be a Member or advises that such Delegate has been replaced; or

14.3 In the case of a Director, the person is removed from office pursuant to Rule 17.

15. ACCOUNTS

15.1 The Treasurer shall be responsible to:

- (a) Collect and receive all moneys due to the Association and make all payments authorised by the Association; and
- (b) Keep 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.

15.2 The accounts and books referred to in Rule 15.1 shall be:

- (a) available for inspection by Members;
- (b) externally audited by a registered company auditor elected under Rule 7.2(e).

15.3 The accounts of the Association and the statement referred to in Section 30(3) of the Act shall be prepared by the Treasurer and submitted to the Annual Meeting in accordance with Rule 7.

16. REMOVAL OF DIRECTOR OR DELEGATE MEMBER OF BOARD

The Council may by Special Resolution:

16.1 Remove any Director before the expiration of his term of office and appoint another person in his place. Any person so appointed shall hold office until the expiration of the term of the Director so removed.

16.2 The Council may by Special Resolution direct a Member to remove its Delegate and to appoint another Delegate in the stead of the removed Delegate.

17. DISPUTES

The grievance procedure contained in the model rules made under clause 29 of the Regulations apply to the Association.

18. CHEQUES

All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of any of the Office Bearers and any other person appointed by the Board.

19. SEAL

19.1 The Common Seal of the Association shall be kept in the custody of the Secretary.

19.2 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 of two Directors authorised by the Board.

20. ALTERATION OF RULES AND STATEMENT OF PURPOSES

These Rules and the Statement of Purposes of the Association shall not be altered except in accordance with the Act.

21. NOTICES

21.1 A notice may be given by or on behalf of the Association to any Member by:

- (a) handing the same to that Member's President or Delegate; or
- (b) by sending it by pre-paid post, by facsimile transmission or by any form of electronic transmission approved by the Board;

to the Member at its address, facsimile number or electronic address shown in the Register of Members;

21.2 Notices shall be deemed to have been duly served:

- (a) if given to that Member's President or Delegate personally, at the time of delivery;
- (b) if posted, at the time at which the letter would have been delivered in the ordinary course of post; or
- (c) if sent by facsimile or other form of electronic transmission, when transmission is satisfactorily completed.

22. WINDING UP OR CANCELLATION

If the Association shall be wound up in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other association or institution (including without limiting the generality thereof, a Member) having purposes similar to the purposes of the Association and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of this Rule such associations or institutions to be determined in accordance with a special resolution of the Members of the Association or in the absence of a special resolution of the Members by the Registrar.

23. CUSTODY OF RECORDS

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

24. FUNDS

24.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines including without limiting the generality of the foregoing such financial and other aids subscriptions donations bequests and grants from individuals trust companies associations institutions authorities Government and semi-Government bodies and statutory corporations as the Board may in its absolute discretion solicit receive and list and accept.

24.2 The income and property of the Association shall be used and applied solely in the exercise of its powers as set out herein and the promotion thereof and no proportion shall be distributed, paid or transferred directly or indirectly by way of dividend bonus or otherwise or by way of profit to or amongst the Members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

24.3 Nothing contained in Rule 24.2 shall be construed to prevent:

- (a) The payment in good faith of interest to any Member in respect of moneys advanced by it to the Association or otherwise owing by the Association to a Member or of remuneration to any officers Delegates and servants of the Association or to any Member or Secretary of the Association or other person in return for any services actually rendered to the Association; or
- (b) The payment or repayment to any Director, Member or the Secretary of out of pocket expenses, money, lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association or the provision of to which they would be entitled if they were not a Director, Member or the Secretary.

25. INVESTMENT

Moneys standing to the credit of the Association in the Bank Account not immediately required for the objectives of the Association may be invested in any manner in which trust funds may be invested pursuant to Section 4(1) of the Trustees Act 1958.

26. INDEMNITY

26.1 Every Office Bearer, Director, Delegate and other officer of the Association for the time being shall be indemnified and kept indemnified out of the assets of the Association from and against any liability whatsoever which such person or persons may sustain or incur including any action suit or legal proceeding arising out of the execution of the duties of such office provided that such person or persons have in carrying out the duties of their office acted by direction of the Board or acted in good faith in the reasonable exercise of their duties and responsibilities as an officer of the Association.

26.2 No Office Bearer, Director, Delegate and other officer of the Association shall be answerable or accountable for anything done or omitted by any other Office Bearer, Director, Delegate or other officer or any other person but for his own acts deeds and defaults only.

27. OBLIGATIONS OF MEMBERS

- 27.1 The Board shall have the right to call for, examine and take copies of the financial, membership and minute books and/or any other books or records of any Member.
- 27.2 The President or his appointed nominee shall have the right to attend any meeting of members or of the committee of any Member.
- 27.3 All Members shall abide by the constitution, rules, by-laws, standing orders and procedures of any organisation of which the Association is affiliated or a member.
- 27.4 The committee of a Member shall meet at least four times in every year. The date of such meetings shall be advised to the Secretary no later than ten (10) business days before the date of the meeting.
- 27.5 Each Member shall ensure that its obligations as contained in these Rules are incorporated into its constitution, rules and by-laws and shall upon the resolution by Council amend its rules, constitution, by-laws and standing Orders of Procedure in the manner nominated by the Council to ensure compliance with these Rules. In the event of any inconsistency between the Rules, constitution, by-laws and standing Orders of Procedure of the Association and those of a Member, the rules, constitution, by-laws and standing Orders of Procedure of the Association shall prevail to the extend of any such inconsistency.

28. PATRONS

- 28.1 The Council may appoint such Patron or Patrons as shall from time to time be deemed necessary or appropriate.
- 28.2 A Patron appointed for a specific event or period shall hold office for the term of such event or period.
- 28.3 A Patron appointed generally for the Association shall hold office for a two year period from the date of appointment.