

CONSTITUTION (2018)

Temple Shalom Liberal Jewish Congregation of Gold Coast Queensland

(adopted on October 28, 2018)
at a General meeting of the Congregation

Registration Services

To: Peter Linton

RE: Amendment to Constitution, Temple Shalom Gold Coast

16 May 2018 at 10:21 AM

RS

I refer to your enquiry about The Board of Management of Temple Shalom Gold Coast (TSGM).

As advised in your email, TSGM has been granted letters patent under the *Religious, Educational and Charitable Institutions Act 1861* (RECI Act). While the RECI Act has been repealed, letters patent issued under the RECI Act remain in full force and effect as provided under section 144 of the *Associations Incorporation Act 1981* (AI Act). The Office of Fair Trading has responsibility of administering the AI Act by virtue of section 144 of the AI Act.

The RECI Act does not provide for the registration of amendments to rules. The only matters under the RECI Act which require the notification of changes are when the organisation wishes to –

- change its name;
- cancel the letters patent; or
- cancel letters patent under the sections 106L and 131 of the AI Act in order to transfer to an incorporated association or to transfer to a company limited by guarantee.

As the Office of Fair Trading (OFT) administers the RECI Act by virtue of section 144 of the AI Act, these requests must be made to OFT.

Please note, while the RECI Act does not require notification of rule amendments, other legislation may contain such provisions. For example, if the TSGM is registered with the Australian Charities and Not-for-profits Commission it may be required to notify that organisation of the rule changes or charitable organisations registered under the *Collections Act 1966*.

It is hoped the above is of assistance. If you wish to discuss the above please contact me.

Regards

Bruce Cliffe



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Constitution of Temple Shalom, Gold Coast

1 Preamble

The constituents of this Congregation, inspired by G-d and a love for humanity, unite in encouraging righteousness and in striving for the advancement of universal peace.

2 Name

The Congregation shall be known as the "Temple Shalom Liberal Jewish Congregation of Gold Coast Queensland." (the '**Congregation**').

3 Objects

(1) To provide, support and maintain a House of Worship according to the practice of Progressive Judaism.

(2) To unite liberal-minded, Progressive Jews in the Gold Coast district and its surrounding areas and thereby:

(a) further the development of Progressive Judaism;

(b) encourage the formation of Progressive Jewish religious communities, congregations and schools of instruction for the young, and promote co-operation between all such bodies; and

(c) stimulate and encourage the study of Judaism, its language, history and lore, with a view to the fuller adaptation of religious practice and belief to modern life, while maintaining the fundamental principles of Judaism.

(3) To awaken an active interest in those Jews who, for one reason or another, now fail to participate in Jewish religious life.

(4) To promote the interests of all members of the Jewish faith, by co-operating with other sections of Australian Jewry.

(5) To stimulate honour and philanthropy among our people by:

(a) alleviating the wants of the poor and needy;

(b) visiting and tending the sick; and

(c) providing hope and comfort to those in distress and sorrow.

(6) To contribute all within its power for the realisation of the Jewish People's mission for the kingdom of G-d and for the spreading of ideals of universal peace and a love of humanity.

4 Powers

(1) The Congregation has the powers of an individual.

(2) The Congregation may, for example:

- (a) enter into contracts;
- (b) acquire, hold, deal with and dispose of property;
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

5 Members

(1) The Congregation consists of the following persons (the **members**):

- (a) **Ordinary Members** - whose number shall be unlimited;
- (b) **Junior Members** - being persons
 - (i) 13 years or older, but younger than 18 years, or
 - (ii) full time students 18 years or older, but younger than 25 years;
- (c) **Family Members** - being one or both persons who are members of the same family unit and who would, but for being Family Members, be Ordinary Members, plus the children eligible for membership, of whom either or both persons are parents or guardians;
- (d) **Honorary Life Members** and **Honorary Life President** - being persons who have been deemed to be worthy of the honour and elected to such membership by unanimous vote of the Board of Management, (ref. 21 (10) & (11) below).

(2) All financial members (as that expression is defined in rule 7(3) below), who are over the age of 18 are able to vote at meetings of the Congregation (**'voting members'**).

(3) All voting members are, subject to rule 18(2)(b)(c) below, eligible for nomination and co-option to the Board of Management.

(4) All voting members are eligible to nominate or second a person to the Board of Management.

6 New membership

(1) All persons professing the Jewish faith may apply for membership of the Congregation. Only persons who are Jewish (as reasonably determined by the Board of Management) may be admitted to membership.

(2) An applicant for membership must be proposed by a voting member of the Congregation and seconded by another voting member.

(3) An application for membership must be in writing, in the form decided by the Board of Management, identifying the class of membership being applied for and be signed by the applicant and the applicant's proposer and seconder.

7 Membership fees

(1) The membership fee for each class of membership is the amount decided by the Board of Management and is payable when, and in the manner, the Board of Management decides. This includes the Board of Management's ability to vary the amount, approve periodic part payment, or accept late payment for any individual, depending on specific circumstances.

(2) In cases of financial hardship, a confidential arrangement may be made between an individual and the President for a variation in fee payment, with such an arrangement being made, solely at the discretion of the President.

(3) A member shall only be recognised as being a 'financial member' at any time if the member's fee is not in arrears, in whole or in part, at that time, or if the member is an Honorary Life Member or an Honorary Life President.

8 Admission and rejection of new members

(1) The Board of Management must consider an application for membership at the next Board of Management meeting held after it receives the application for membership and the appropriate membership fee for the application.

(2) The Board of Management must ensure that, as soon as possible after the person applies to become a member of Temple Shalom, and before the Board of Management considers the persons' application, the person is advised:

(a) whether or not the Congregation has public liability insurance; and

- (b) if the Congregation has public liability insurance, the amount of the insurance.
- (3) The Board of Management must decide at its next meeting whether to accept or reject the application.
- (4) If a majority of the members of the Board of Management present at the meeting vote to accept the applicant as a member (taking account of any second or casting vote), the applicant must be accepted as a member for the class of membership applied for.
- (5) The Secretary of the Congregation must, as soon as practicable after the Board of Management decides to accept or reject an application, give the applicant written notice of the decision.
- (6) If the application is rejected and no appeal (see 10 below) is made within 1 month after the applicant receives written notice of the decision, the Secretary must arrange to refund the membership fee paid when the application was first submitted.

9 When membership ends

- (1) A member may resign from the Congregation by giving written notice to the Secretary. The resignation takes effect at the time the notice is received by the Secretary or, if a later time is stated in the notice, at the later time. No refund of membership fee (or part of such fee) will be made in respect of a resigning member.
- (2) The Board of Management may terminate a member's membership if the member:
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of this Constitution; or
 - (c) has been in arrears in paying membership fees for a period of at least 3 months prior to the date of termination; or
 - (d) acts in a way reasonably considered by the Board of Management to be injurious or prejudicial to the character or interests of the Congregation.
- (3) Before the Board of Management terminates a membership, the affected member must be given a full and fair opportunity to show why the membership should not be terminated. At the same time that the notice of intention to terminate is sent, (see 9(3)(a) below) the member's membership will be suspended, until the the proposal to terminate, or any appeal to the congregation, is resolved. The member will be given:
 - (a) at least 28 days written notice of the meeting of the Board of Management at which the motion to terminate the member's membership is to be proposed; and
 - (b) an opportunity, either in writing or by appearance in person at the Board of Management meeting, to make representations as to why the membership should not be cancelled as proposed.

(4) If, after considering any representations made by the member, the Board of Management resolves to terminate the membership, the Secretary must give the member written notice of the decision.

(5) Termination of membership shall be effective as from the date on which the Board of Management resolves to terminate the membership or, if the decision is unsuccessfully appealed, (see 10 below) from the date on which the general meeting resolves to reject the appeal.

(6) If no appeal is made within 1 month after the member receives written notice of the decision the Secretary must arrange to refund the membership fee paid in respect of the period after the date of termination, calculated on a daily basis

(7) Termination or resignation of membership shall not affect the right of any person to re-apply for membership and to have such further application considered by the Board of Management.

10 Appeal against rejection or termination of membership

(1) A person whose application for membership has been rejected, or whose membership has been terminated, by the Board of Management, may give the Secretary written notice of appeal against the decision within 1 month after the person receives written notice of the decision.

(2) If the Secretary receives a notice of appeal, the Secretary must immediately inform the Board of Management and, within 1 month after receiving the written notice, call a general meeting of members to decide the appeal.

11 General meeting to decide appeal

(1) The general meeting of members to decide an appeal must be held within 3 months after the Secretary receives the notice of appeal.

(2) At the meeting:

(a) The Board of Management and any of the members of the Board of Management who voted to reject the application or to terminate the membership must be given a full and fair opportunity to make representations as to why the application should be rejected or the membership should be terminated; and

(b) The applicant or affected member must be given a full and fair opportunity to make representations as to why the application should not be rejected or the membership should not be terminated.

(3) To be successful, the appeal must be approved by a majority of the voting members present at the general meeting (including any second or casting vote).

(4) If the appeal is unsuccessful, the Secretary must arrange:

(a) in respect of a terminated membership, to refund the membership fee paid in respect of the period after the date of termination, calculated on a daily basis; or

(b) in respect of a rejected application for admission as a member, to refund the membership fee paid when the application was first submitted.

12 Register of members

(1) The Secretary of the Board of Management must ensure that a register of members of the Congregation is maintained.

(2) The register must include the following particulars for each member:

(a) the full name of the member;

(b) the postal or residential address of the member;

(c) the date of admission as a member and category of membership,

(d) the date of death or resignation of the member;

(e) details about the termination or reinstatement of membership;

(f) any other particulars the Board of Management or the voting members at a general meeting decide.

(3) Members must ensure that they update contact information whenever their details change to ensure that the register of members remains accurate.

13 Friends of Temple Shalom

(1) Anyone who is not Jewish but who wishes to support Temple Shalom may apply to the Board of Management to be accepted as a, 'Friend of Temple Shalom.'

(2) A Friend of Temple Shalom is not a member of Temple Shalom and has none of the rights and privileges granted to a member, but they will receive the Temple Newsletter, 'Gates of Peace,' and they will be included on the mailing list.

(3) A yearly fee for being a 'Friend of Temple Shalom,' is to be set by the Board of Management.

(4) Conversion students are required to become a Friend of Temple Shalom as part of the conversion process to ensure that they keep up to date with all Temple Shalom's religious and community events.

14 Requirement for confidentiality

(1) All member information, including that held on the Register of Members, is strictly confidential and is not to be revealed to anyone without the written authorisation of the member to whom the information pertains.

(2) Notwithstanding rule 14(1) above, employees of Temple Shalom and the Board of Management may access all member information, including that held in the Register of Members, where it is reasonable to do so, in order to carry out the proper business of the Congregation.

15 Board of Management – Office Bearers

(1) The office bearers of the Congregation shall be:

- (a) President;
- (b) Vice-President;
- (c) Honorary Treasurer;
- (d) Honorary Secretary; and
- (e) Immediate Past President

16 Board of Management – Powers and Duties of Office Bearers

(1) President and Vice President:

- (a) The President shall be, ex-officio, a member of all Committees of the Congregation;
- (b) The President shall have power to call special meetings of the Board of Management. At least two (2) clear days' notice shall be given prior to any such meetings;
- (c) The President may preside over or act as chairperson at all meetings of the Board of Management and of the Congregation;
- (d) The President is entitled, in the event of equality of voting at any such meeting, to exercise a second or casting vote, whether or not the President presides over or acts as chairperson at such a meeting;
- (e) Should the President choose not to preside over or act as chairperson of any Board of Management or Congregation meeting, the President may nominate another member of the Board of Management as the chairperson of such meeting, but such a person will not have a second or casting vote (the second or casting vote being retained by the President, if present at the meeting); and
- (f) In the absence of the President, all powers, duties and voting rights will be taken over by the Vice-President except that the Vice-President shall not have a second or casting vote.

(2) Honorary Secretary

- (a) The Secretary must call meetings of the Board of Management and Congregation, including preparing notices of meeting and of the business to be conducted at the meeting, in consultation with the President;
- (b) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting of the Board of Management and each general meeting of the Congregation;
- (c) The Secretary must ensure that the minutes of each meeting are signed by the chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy;
- (d) The Secretary must keep copies of all correspondence and other documents relating to the Congregation; and
- (e) The Secretary must maintain the Register of Members of the Congregation.

(3) Honorary Treasurer

- (a) The Honorary Treasurer shall ensure that proper books of account are kept, recording all the financial transactions of the Congregation;
- (b) The Treasurer shall receive all moneys payable to the Congregation and shall deposit them in an account in a Bank approved by the Board of Management;
- (c) The Treasurer shall pay all accounts. All payments must be passed or ratified by the Board of Management; and
- (d) The Treasurer will render accounts from time to time as required by the Board and will, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

17 Membership of the Board of Management

(1) The Board of Management of Temple Shalom (the **Board of Management**) shall consist of:

- (a) President;
- (b) Vice President;
- (c) Honorary Treasurer;
- (d) Honorary Secretary;
- (e) Immediate Past President;

(f) President of the Guild or, in that person's absence, the Guild Vice President or delegate;

(g) Six Ordinary Members; and

(h) up to two co-opted Members as provided for in rule 21(9).

(2) Members of the Board of Management must be financial members of the Congregation.

(3) At each Annual General Meeting the members of the Board of Management (apart from the President) must retire from office. The President is elected for two years and will retire at the end of the second year in office. All retiring members are eligible, on nomination, for re-election.

(4) A voting member of the Temple may be appointed to a casual vacancy on the Board of Management under rule 20.

18 Electing the Board of Management

(1) A member of the Board of Management may only be elected as follows:

(a) a member who is eligible (see 5(3) above) to be nominated to serve as a member of the Board of Management (the '***candidate***') may be nominated and seconded by any 2 voting members eligible to so nominate and second;

(b) the nomination must be in writing, signed by the candidate and the members who are nominating and seconding and given to the Secretary at least 14 clear days before the Annual General Meeting at which the election is to be held;

(c) each voting member of the Congregation present at the Annual General Meeting may vote for 1 candidate for each vacant position on the Board of Management; and

(d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting. Such nomination must be made by 2 voting members eligible to so nominate who are present at the meeting. The nominated person must satisfy the conditions set out in rule 18(2) below, and be present at the meeting to signify their acceptance, or must have previously submitted written acceptance to the Chair of the meeting.

(2) A person may only be a candidate as an Office Bearer or an Ordinary Member of the Board of Management if the person:

(a) is eligible, as defined in 5(3) above;

(b) is, at the date of nomination, and has been for at least the previous 12 months, a financial member and;

(c) is not ineligible for appointment to office in the circumstances described in Appendix A and would not be, on appointment, required to vacate office in the circumstances described in Appendix B.

(3) A candidate for election as President must, in addition to rule 18(2) above, have previously been an Office Bearer of the Board of Management for a period or aggregate periods of at least 12 months but, where no such suitably qualified person is nominated for the position of President, then a person who has previously been a member of the Board of Management for a period or aggregate periods of at least 12 months will be eligible for election.

(4) Elections for the Board of Management will take place at the Annual General Meeting. Elections for all positions will be by secret ballot conducted by at least two returning officers appointed by the Chair of the meeting.

(5) A list of the candidates' names in alphabetical order, with the names of the members who nominated and seconded each candidate, must be posted in a conspicuous place in the foyer for at least 7 days immediately preceding the Annual General Meeting.

(6) If required by the Board of Management, balloting lists must be prepared containing the names of the candidates in alphabetical order.

(7) The Board of Management must ensure that, before a candidate is elected as a member of the Board of Management, the candidate is advised:

(a) whether or not Temple Shalom has public liability insurance; and

(b) if Temple Shalom has public liability insurance, the amount of the insurance.

19 Resignation, removal or vacation of office of a Board of Management member

(1) A member of the Board of Management may resign from the Board by giving written notice of resignation to the Secretary.

(2) The resignation takes effect at the time the notice is received by the Secretary or, if a later time is stated in the notice, the later time.

(3) A member of the Board of Management may be removed from office by a majority vote at a general meeting of the Congregation called for that purpose. If the removed member is the Immediate Past President, the office of Immediate Past President shall remain vacant until the next eligible person is appointed to that office.

(4) Before a vote of members is taken about removing a member of the Board of Management from office, the member must be given a full and fair opportunity to make representations to show why they should not be removed from office.

(5) There is no right of appeal against a vote for removal from office under this rule.

(6) A member of the Board of Management shall immediately vacate the office, without the need for a general meeting, if such person would no longer be eligible for appointment to office in the circumstances described in Appendix A or is required to vacate office in the circumstances described in Appendix B.

20 Vacancies on the Board of Management

(1) In case of a casual vacancy on the Board of Management, the continuing members of the Board of Management may appoint another member of the Congregation to fill the vacancy until the next Annual General Meeting provided the member is eligible under rule 18(2) above.

(2) The continuing members of the Board of Management may act despite a casual vacancy, except that if the number of Board of Management members is less than the number required for a quorum of the Board of Management the continuing members may act only to:

(a) increase the number of Board of Management members to the number required for a quorum; or

(b) call a general meeting of the Congregation.

21 Functions of the Board of Management

(1) Subject to these rules or a resolution of the members of the Congregation carried at a general meeting (providing such resolution of the members is not inconsistent with this Constitution), the Board of Management has the general control and management of the administration of the affairs, property and funds of the Congregation. No amendment made to this Constitution will invalidate any prior valid act of the Board of Management.

(2) The Board of Management has authority to interpret the meaning of these rules and any matter on which the rules are silent and any by-laws made under rule 37(1) below.

(3) The Board of Management will ensure that all of the income and property of the Congregation is applied solely towards the promotion of the objects of the Congregation. It will ensure that no portion will be transferred directly or indirectly to any member of the Congregation. However, this does not prevent payment to an employee or member of the Congregation, or any other person, in good faith of reasonable and proper expenses by way of reimbursement or reasonable and proper remuneration for services rendered to the Congregation, nor does it prevent the payment of interest on loans from members under the conditions outlined in rules 21(12)(d) and 21(13) below.

(4) The Board of Management has authority to engage or dismiss any professional officer or any person on the staff.

(5) The Board of Management will appoint Lay Readers and Cantors in the absence of a duly appointed Minister.

(6) The Board of Management will determine all fees, subscriptions and charges.

(7) The Board of Management may appoint representatives to any body with which the Congregation is an affiliated member, or on which it is considered by the Board of Management that the Congregation should be represented.

(8) The Board of Management shall, where appropriate, take the necessary steps to ensure that the spiritual head of the Congregation shall be a qualified Progressive Minister, such appointment to be approved by a special General Meeting of members called for that purpose only.

(9) The Board of Management may, in any one financial year of the Congregation, at its discretion co-opt a maximum of two members of the Congregation who are eligible for appointment under rule 18(2) as additional members of the Board of Management. Any such person co-opted shall have full voting rights on the Board of Management and shall retire at the next Annual General Meeting.

(10) The Board of Management, by unanimous vote, may elect any member of the congregation deemed worthy to be an Honorary Life Member.

(11) The Board of Management, by unanimous vote, may elect an Honorary Life President. The Honorary Life President must have previously been a President of the Congregation and shall be selected on the basis of merit and long service. There shall not be more than one current Honorary Life President. The Honorary Life President is not a member of the Board of Management and shall have no executive powers.

(12) The Board of Management may exercise the powers of the Congregation:

(a) to borrow, raise or secure the payment of amounts in a way the members of the Congregation decide; and

(b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Congregation in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and

(c) to purchase, redeem or pay off any securities issued; and

(d) subject to rule 21(13) below, to borrow amounts from members and pay interest on the amounts borrowed; and

(e) to mortgage or charge the whole or part of its property; and

(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Congregation; and

(g) to provide and pay off any securities issued; and

(h) to invest, in order to produce income, in a way the Board of Management may from time to time decide, provided that any investment, other than a term deposit or an at call account, has received prior approval by a majority vote at a general meeting of the Congregation.

(13) in respect of rule 21(12)(d), the interest rate must not be more than that being charged for overdrawn accounts on money lent (regardless of the loan term) by:

(a) the financial institution for the Temple Shalom; or

(b) if there is more than 1 financial institution being used by Temple Shalom, the financial institution determined by the Board of Management.

22 Meetings of the Board of Management

(1) The Board of Management may meet and conduct its proceedings as it considers appropriate.

(2) The Board of Management will usually meet every month, except January, but must meet at least once every 4 months to exercise its functions.

(3) The Board of Management must decide how a meeting is to be called.

(4) Notice of a meeting is given in the way decided by the Board of Management.

(5) The Board of Management may hold meetings, or permit a Board of Management member to take part in its meetings, by using any technology that reasonably allows the member to hear and be heard, and to take part in discussions as they happen.

(6) A member of the Board of Management who participates in the meeting as mentioned in rule 22(5) above is taken to be 'present' at the meeting.

(7) A question arising at a Board of Management meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the President has a second or casting vote.

(8) A member of the Board of Management must not vote on a question about a contract or proposed contract with Temple Shalom if the member has an interest in the contract or proposed contract and, if the member does vote, that member's vote must not be counted. The other members of the Board of Management shall, where relevant, determine the question of whether the relevant member of the Board of Management has such an interest, and such determination shall be conclusive.

(9) The President or President's nominee is to preside as Chairperson at all Board of Management meetings.

(10) If there is no President or if the President or President's nominee is not present to chair the meeting within 10 minutes after the time fixed for a Board of Management meeting, the other members may choose one of their number to preside as Chairperson at the meeting.

(11) Should any Board of Management member be absent from three consecutive Board of Management meetings their position may be declared vacant at the discretion of the Board of Management

23 Quorum for, and adjournment of the, Board of Management meeting

(1) The quorum for a Board of Management meeting shall be five members.

(2) If there is no quorum within 30 minutes after the time fixed for a Board of Management meeting called on the request of members of the Board of Management, the meeting lapses.

(3) If there is no quorum within 30 minutes after the time fixed for a Board of Management meeting called other than on the request of the members of the Board of Management, the meeting is to be adjourned and the members of the Board of Management who are present shall decide the day, time and place of the adjourned meeting which shall not be earlier than the next day.

(4) If, at an adjourned meeting mentioned in rule 23(3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24 Special meeting of the Board of Management

(1) In addition to the President's ability to call a special meeting of the Board of Management under rule 16(1)(b) above, if the Secretary receives a written request signed by at least 33% of the members of the Board of Management, the President must call a special meeting of the Board of Management by giving each member of the Board of Management notice of the meeting within 14 days after the Secretary receives the request.

(2) A request for a special meeting must state why the special meeting is called and the business to be conducted at the meeting.

(3) A notice of a special meeting must state the day, time and place of the meeting, and the business to be conducted at the meeting.

(4) A special meeting of the Board of Management must be held within 14 days after notice of the meeting is given to the members of the Board of Management.

25 Appointment of committees

(1) Subject always to retaining its general control and management of the affairs of the Congregation, the Board of Management may appoint committees consisting of members of the Congregation, considered appropriate by the Board, to assist Temple Shalom's operations.

(2) Subject to rule 25(1), the Services Management Team is a Standing Committee of the Board of Management.

(3) A member of a committee who is not a member of the Board of Management is not entitled to vote at a Board of Management meeting.

(4) A committee may elect a chairperson of its meetings, but if a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.

(5) A committee may meet and adjourn as it considers appropriate.

(6) A question arising at a committee meeting is decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

26 The Guild

(1) All members of the Congregation over the age of 18 years form the Temple Guild.

(2) The Temple Guild, notwithstanding 25(1) above, is automatically a Committee of the Board of Management and may make its own rules, provided always that such rules are not inconsistent with the Constitution.

(3) The Temple Guild shall elect a President annually, within the fifteen (15) days prior to the Annual General Meeting of the Congregation. The President of the Temple Guild (or in that person's absence, the Vice-President) shall chair the meetings of the Temple Guild and will be an ex-officio Member of the Board of Management.

27 Acts not affected by defects or disqualifications

(1) An act performed by the Board of Management or any Committee is taken to have been validly performed even if the act was performed when:

(a) there was a defect in the appointment of a member of the Board of Management or Committee; or

(b) a Board of Management member or committee member was later discovered to have been disqualified from being a Board or committee member.

28 Resolutions of the Board of Management without meeting

(1) A written resolution signed by each member of the Board of Management is as valid and effectual as if it had been passed at a Board of Management meeting that was properly called and held and may consist of several documents in like form, each signed by 1 or more members of the Board.

29 Annual General Meeting

(1) The Annual General Meeting of the Congregation will be held within 90 days of the financial year end in each year, at a time and a place to be advised by the Board of Management.

(2) The following business is to be conducted at the Annual General Meeting:

(a) consider and, if thought fit, receive and adopt the minutes of the previous Annual General Meeting;

(b) consider and, if thought fit, receive and adopt the report of the President;

(c) receive Temple Shalom's financial statement, and audit report, for the last reportable financial year;

(d) adopt the financial statement and audit report;

(e) elect vacant posts of office bearers and ordinary members of the Board of Management for the ensuing year;

(f) consider any special business, provided that notice of such special business has been given in accordance with rule 29(3) below. For this purpose, all business not specified in rule 29(2)(a,b,c,d,e) shall be deemed to be special business;

(g) appoint an Honorary Auditor;

(h) appoint an Honorary Legal Advisor.

(3) Should any voting member desire to bring forward any special business at any Annual General Meeting the member must give written notice to the Secretary not less than twenty-one days prior to the Annual General Meeting. The Secretary will include details of such special business in the notice convening the meeting.

(4) Notice of the Annual General Meeting will be given to all voting members in writing, at least fourteen days prior to the meeting. Publication of the notice in the Congregation's newsletter satisfies the requirement to provide notice 'in writing' provided that all voting members are sent a copy either by mail or by email.

(5) Notwithstanding anything contained herein, the President or, in that person's absence, the Vice-President, may appoint an independent Chairperson of the Annual General Meeting who shall be a voting member of the Congregation but who is not then a member of the Board of Management and is not standing for election as a

member of the Board of Management in the ensuing year, but such chairperson will not have a second or casting vote.

30 Notice of general meeting

(1) The Secretary, in consultation with the President, may call a general meeting of the Congregation.

(2) The Secretary must give at least 14 days' notice of the meeting to each voting member of the Congregation.

(3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

(4) The Board of Management may decide the way in which the notice must be given, except that notice of all meetings must be given in writing.

(5) A notice of a general meeting must state the business to be conducted at the meeting.

(6) The Board of Management may determine that publication of the notice in the Congregation's newsletter satisfies any requirement to provide notice 'in writing' provided that all voting members are sent a copy either by mail or by email.

(7) Notwithstanding anything contained herein, the President or, in that person's absence, the Vice-President, may appoint an independent Chairperson of the General Meeting who shall be a voting member of the Congregation but who is not then a member of the Board of Management, but such chairperson will not have a second or casting vote.

31 Quorum for, and adjournment of, general meeting

(1) The quorum for a general meeting is 25 voting members, or one third of the voting members, whichever is the lesser, present at the meeting.

(2) No business may be conducted at a general meeting unless there is a quorum of voting members when the meeting proceeds to business.

(3) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board of Management or the Congregation, the meeting lapses.

(4) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board of Management or the Congregation the meeting is to be adjourned and the Board of Management shall decide the day, time and place of the adjourned meeting, which shall not be earlier than 7 days later.

(5) The chairperson may, with the consent of any meeting at which there is a quorum, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place. Only the business left unfinished at the meeting from which the adjournment took place may be conducted at such adjourned meeting.

(6) The Secretary is not required to give voting members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

(7) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

32 Procedure at general meeting

(1) A voting member may take part in and vote at a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and be heard and to take part in discussions as they happen, and such a voting member is taken to be present at the meeting.

(2) At each general meeting:

(a) the President or in that person's absence, the Vice President will act as chairperson in accordance with 16(1)(f); and

(b) if there is no President or Vice president, or if neither the President nor the Vice President are present within 15 minutes after the time fixed for the meeting, or if the President, (or Vice President if the President is absent), is unwilling to act, the voting members present must elect 1 of their number, who is not a member of the Board of Management, to be chairperson of the meeting, but such a chairperson does not have a second casting vote; and

(c) the chairperson must conduct the meeting in a proper and orderly way.

33 Voting at general meeting

(1) At a general meeting, each question, matter or resolution, other than a special resolution, (see 38(1) and 45(1) below) must be decided by a majority of votes of the voting members present.

(2) Each voting member present is entitled to 1 vote.

(3) The method of voting is to be decided by the Board of Management, except that if at least 20% of the voting members present request a secret ballot, voting must be by secret ballot.

(4) If a secret ballot is held, the chairperson must appoint 2 members to act as scrutineers and to conduct the secret ballot in the way the chairperson decides.

(5) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

34 Special general meeting

(1) The Secretary must call a special general meeting by giving each voting member of the Congregation notice of the meeting within 14 days after:

(a) being directed to call the meeting by the Board of Management; or

(b) being given a written request signed by:

(i) at least 33% of the number of members of the Board of Management when the request is signed; or

(ii) at least 25 voting members of the Congregation or one third of the voting members, whichever is the lesser;

(c) being given a written notice of appeal against the decision of the Board of Management to reject an application for membership or to terminate a person's membership.

(2) A request mentioned in rule 34(1)(b) must state why the special general meeting is being called and the business to be conducted at the meeting.

(3) A special general meeting must be held within 3 months after the Secretary:

(a) is directed to call the meeting by the Board of Management; or

(b) is given the written request mentioned in rule 34(1)(b); or

(c) is given the written notice of appeal mentioned in rule 34(1)(c).

(4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

35 Proxies

(1) An instrument appointing a proxy must be in writing and be in the following form:

Temple Shalom Liberal Jewish Congregation of Gold Coast Queensland

I, *(full name and address)* being a financial member of the Congregation appoint *(full name and address)* as my proxy to vote for me on my behalf at the (annual) general meeting of the Congregation, to be held on the (date) and at any adjournment of the meeting.

Signed

Date

- (2) The instrument appointing a proxy must be signed by the appointer or the appointer's attorney properly authorised in writing.
- (3) A proxy may be a member of the Congregation or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- (7) If a voting member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following form:

**Temple Shalom Liberal Jewish Congregation of Gold Coast
Queensland:**

**I, *(full name and address)* being a financial member of the Congregation
appoint *(full name and address)* as my proxy to vote for me on my behalf at
the (annual) general meeting of the Congregation, to be held on the (date)
and at any adjournment of the meeting.**

Signed

Date

**This form is to be used *in favour of/*against (*strike out whichever is not
wanted*) the following resolutions—
*List Resolutions:***

36 Minutes of general meetings

- (1) The Secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes:
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(b) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Congregation that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a voting member of the Congregation, the Secretary must, within 28 days after the request is made make the minute book for a particular general meeting available for inspection by the voting member at a mutually agreed time and place and give the voting member copies of the minutes of the meeting.

(4) The Board of Management may require the member to pay the reasonable costs of providing copies of the minutes.

37 By-laws

(1) The Board of Management may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Congregation.

(2) A by-law may be set aside by a vote of voting members at a general meeting of the Congregation.

38 Alteration of rules

(1) This constitution may be amended, repealed or added to by a special resolution carried by a majority of at least three-quarters of voting members present at a Special Meeting or Annual General Meeting.

(2) No alteration can modify the status of this congregation from being a Liberal Jewish congregation, guided by the principles of Liberal Judaism, as laid down from time to time by The World Union for Progressive Judaism and The Australian and New Zealand Union for Progressive Judaism.

39 Common seal

(1) The Board of Management must ensure the Congregation has a common seal.

(2) The common seal must be:

(a) kept securely by the Board of Management; and

(b) used only under the authority of the Board of Management..

(3) Each instrument to which the seal is attached must be signed by a member of the Board of Management and countersigned by:

(a) the Secretary; or

(b) another member of the Board of Management; or

(c) someone authorised by the Board of Management.

40 Service of notices

(1) Any information or notice required to be given to a member may be given to the member personally, by mail or by electronic means.

(2) Any notice conveyed by mail or electronic means shall be deemed to have been served, twenty-four (24) hours after the letter was lodged at the post office or twenty-four (24) hours after the electronic version was sent.

41 Funds and accounts

(1) The funds of the Congregation must be kept in an account in the name of the Congregation in a financial institution decided by the Board of Management.

(2) Records and accounts must be kept showing full and accurate particulars of the financial affairs of the Congregation.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the Congregation of \$100 or more must be made by cheque or electronic funds transfer.

(5) If a payment is made by cheque, the cheque must be signed by any 2 of the following:

(a) the President;

(b) the Treasurer;

(c) the Board member specifically approved by a vote of the Board of Management to be a cheque signatory;

(d) any 1 of 3 other members of the Congregation who have been authorised by the Board of Management to sign cheques issued by the Congregation.

(6) However, 1 of the persons who signs the cheque must be the President, the Treasurer or the Board Member authorised to sign cheques under rule 41 (5)(c) above.

(7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable.'

(8) A petty cash account may be kept. The Board of Management must decide the amount of petty cash to be kept in the account.

(9) All expenditure must be approved or ratified at a Board of Management meeting.

42 General financial matters

(1) On behalf of the Board of Management, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The end of financial year statement prepared by the Treasurer shall, as soon as practicable after the end of each financial year, be audited by a qualified accountant who shall be a member of either the Chartered Institute of Accountants or the Australian Society of Accountants.

(3) The income and property of the Congregation must be used solely in promoting the Congregation's objects and exercising the Congregation's powers.

43 Documents

(1) The Board of Management must ensure the safe custody of books, documents, instruments of title and securities of the Congregation.

44 Financial year

(1) The end date of the Congregation's financial year is May 31 in each year.

45 Distribution of surplus assets to another entity

(1) This rule applies if the Congregation winds up voluntarily by a special resolution of voting members carried by a majority of at least three-quarters at a meeting called for that purpose or is wound up by the Supreme Court and has surplus assets.

(2) The surplus assets must not be distributed among the members of the Congregation.

(3) The surplus assets must be given to another entity:

(a) having objects similar to the Congregation's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.

46 Indemnity

To the maximum extent permitted by law, every current and former member of the Board of Management or officer of the Congregation (each an "Indemnified Person"), shall be entitled to be indemnified out of the assets of the Congregation against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses (each a "Liability"), which such Indemnified Person may incur in that capacity unless such Liability arose as a result of the actual fraud or wilful default of such person. No Indemnified Person shall be liable to the Congregation for any loss or damage resulting (directly or indirectly) from such Indemnified Person carrying out his or her duties unless that liability arises through

the actual fraud or wilful default of such Indemnified Person. For this purpose, no Indemnified Person shall be deemed to have committed "actual fraud" or "wilful default" until a court of competent jurisdiction has made a final, non-appealable finding to that effect.

Appendix A

Eligibility for election to the Board of Management

(1) A person is not eligible to be elected as a member of the Board of Management if :

- (a) the person has been convicted;
 - (i) on indictment; or
 - (ii) summarily and sentenced to imprisonment, other than in default of payment of a fine; and
- (b) the rehabilitation period in relation to the conviction has not expired.

(2) Also, a person is not eligible to be elected as a member of the Board of Management if:

- (a) under the *Bankruptcy Act 1966* (Cwlth) or the law of an external territory or another country, the person is an undischarged bankrupt; or
- (b) the person has executed a deed of arrangement under the *Bankruptcy Act 1966* (Cwlth), part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
- (c) the person's creditors have accepted a composition under the *Bankruptcy Act 1966* (Cwlth), part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition.

Appendix B

Requirement to vacate the office of a member of the Board of Management

(1) The office of a member of the Board of Management shall be vacated if the person holding that office:

- (a) dies; or
- (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
- (c) is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
- (d) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.