

## **STATEMENT OF PURPOSES**

### **UNION FOR PROGRESSIVE JUDAISM INCORPORATED**

(Incorporated in Victoria Reg. No A0042291F)

The Union for Progressive Judaism (Association) was formed by a resolution adopted at a Conference held at Melbourne, Victoria on 19 April 1941 by representatives of Temple Beth Israel and Temple Emanuel Sydney and later ratified by the Boards of Management of those congregations.

Membership of the Association has since been open to other congregations which have sought membership of the Association and agreed to abide by its Rules and the objects contained in this Statement of Purposes.

The Association, inspired by the belief of the Prophets in the mission of Israel to spread the knowledge of God, declares that belief lays upon Israel the duty to work for a further recognition by Jews and by all humanity of the religious and ethical demands of righteousness and universal peace.

The Association, convinced of the capacity for development inherent in the Jewish religion, declares that it is the duty of each generation of Jews to bring the religious teachings and practices of their ancestors into harmony with developments in thought, advances in knowledge and changes in the circumstances of life.

This Association shall contribute all within its power for the realisation of full and free life in the State of Israel.

The Association subscribes fully to the principles of the Jerusalem Program.

## OBJECTS OF THE ASSOCIATION

The objects of the Association are:

- a) To further the development of Progressive Judaism particularly in Australia, New Zealand and Asia;
- b) To encourage the formation of Progressive Judaism religious congregations and to promote their co-operation with each other;
- c) To stimulate and encourage the study of Judaism and its adaptation and application to modern life within the framework of the fundamental principles of Judaism;
- d) To awaken an active interest in Progressive Judaism among those Jews who for one reason or another do not participate in Jewish religious life;
- e) To co-operate with other sections of Jewry in the pursuit of common interests;
- f) To promote and co-ordinate Jewish education and religious instruction;
- g) To promote and co-ordinate the welfare of Jewish youth;
- h) To promote the training of rabbis, teachers, cantors and youth leaders;
- i) To encourage rabbinical co-operation;
- j) To publish material to guide Progressive Jews in Australia, New Zealand and Asia;
- k) To be a member or affiliate of the World Union for Progressive Judaism and such other national bodies and organisations as the Association deems appropriate;
- l) To take such steps by personal or written appeals, public meetings, advertisements or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the form of donations, subscriptions, bequests or otherwise;
- m) To assist in or take part in any manner in any Jewish or charitable or philanthropic cause or purpose whatsoever and to subscribe to any public international, national, local or other charities and to grant donations for any public purposes;
- n) To collect such voluntary donations for the promotion of Progressive Judaism in the State of Israel as may from time to time be determined;

- o) To purchase, take on, lease, or in exchange, hire or otherwise acquire and hold any real or personal property of any description or any interest therein including land, buildings, easements and any other rights, and to insure any or all of such property and against such risks as may from time to time be determined;
- p) To sell, exchange, lease, let, mortgage, pledge, hire, dispose of, turn to account or otherwise deal with any real or personal property of the Association;
- q) To build, erect, construct, lay down, enlarge, pull down, alter, re-erect, repair and maintain any buildings, works or houses necessary or convenient for the objects of the Association;
- r) To hold and administer any real or personal property on trust or otherwise;
- s) To invest and deal with any monies of the Association not immediately required for any of its objects upon such securities and in such manner as may from time to time be determined;
- t) To borrow or raise money and secure the repayment thereof and secure the payment of money owing by the Association in such manner as the Association may from time to time think fit;
- u) To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments;
- v) To appoint, employ and, in its discretion, pay officers, consultants, directors, administrators, rabbis, cantors, agents, servants and other employees and the same to dismiss or suspend;
- w) To insure and keep insured the Association its directors, administrators, consultants, rabbis, cantors, honorary officers, agents, servants and employees for any risk as the Association deems appropriate;
- x) To do all such other lawful acts and things as may be deemed by the Association to be incidental or conducive to the attainment of all or any of the foregoing objects and the exercise of the powers of the Association.

**RULES**

**OF**

**UNION FOR PROGRESSIVE JUDAISM  
INCORPORATED**

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# THE RULES OF THE UNION FOR PROGRESSIVE JUDAISM INCORPORATED

## 1. NAME

The name of this incorporated association is the Union for Progressive Judaism Incorporated (**Association**).

## 2. DEFINITIONS AND INTERPRETATION

### 2.1 Definitions

In these Rules the following words have the following meanings unless the contrary intention appears:

**Act** means the Associations Incorporation Act 1981;

**Annual General Meeting** means a general meeting of the Members that is convened in accordance with rule 10;

**Committee** means the Committee of Management of the Association;

**Committee Member** means a member of the Committee that is elected or invited to that office in accordance with these Rules;

**Congregational Members** means members of the Association that are congregations;

**Financial Year** means the year ending on 30 June;

**General Meeting** means a general meeting of members convened in accordance with rule 12;

**Individual Member** means a member of the Association that has been admitted to Membership in accordance with clause 4.2;

**Jew(s)** means a person or persons whose religion is Judaism;

**Member** means a member of the Association including Congregational Members, Individual Members and Organisational Members;

**Ordinary Member** of the Committee means a Committee Member who is not an officer of the Association under Rule 21;

**Organisational Member** means any member that is not a Congregational Member or Individual Member;

**Provisional Member** means an organization which satisfies the requirements clause 4.1 but which the Committee believes does not fully

satisfy the Association's criteria for admission as a Congregational Member or an Organisational Member and which is admitted to be a Member of the Association subject to clause 5.14;

**Roof Body Member** means a member of the Association the majority of whose members are members of the Association;

**Original Member** means a member of the Association at the time of the incorporation of the Association being at the time of incorporation, the following persons, congregations and organisations:

- (a) Central Coast Shalom Progressive Jewish Congregation;
- (b) North Shore Temple Emanuel;
- (c) Emanuel Synagogue (formerly The Congregation of the Temple Emanuel);
- (d) Beit Knesset Shalom – Brisbane (Incorporating Kehillat Shir Chadash – Conservative);
- (e) Temple Shalom – Gold Coast;
- (f) Beit Shalom Synagogue;
- (g) Tasmanian Union for Progressive Judaism Hobart Hebrew Congregation;
- (h) Kehillat David Hamelech (Kedem) Inc;
- (i) Etz Chayim Progressive Synagogue (formerly Bentleigh Progressive Synagogue);
- (j) Leo Baeck Centre for Progressive Judaism Inc;
- (k) Temple Beth Israel Inc;
- (l) Temple David Congregation Inc;
- (m) The United Jewish Congregation of Hong Kong;
- (n) Rodef Shalom Jewish Religious Union;
- (o) United Hebrew Congregation (Singapore);
- (p) Beth Shalom – Auckland;



- (q) Dunedin Jewish Congregation;
- (r) Temple Sinai Wellington Progressive Jewish Congregation;
- (s) ARZA;
- (t) The Emanuel School;
- (u) The King David School;
- (v) Netzer Australia; and
- (w) ACT Jewish Community Inc;

**Progressive Congregation** means a Congregation that subscribes to the views and practices of Progressive Judaism;

**Progressive Judaism** means the principles, aims and objects from time to time declared by the World Union for Progressive Judaism and this Association;

**Register of Members** means a register of the Members of the Association;

**Regulations** means regulations under the Act;

**Relevant Documents** has the same meaning as in the Act;

**Secretary** means:

- (a) a person who holds office under these Rules as Secretary of the Association; and
- (b) in any other case, the public officer of the Association;

**Special General Meeting** means a general meeting that is convened in accordance with rule 11 of these Rules;

**Statement of Purposes** means the statement of purposes of the Association as amended from time to time;

Words importing the singular include the plural and vice versa;

Words importing the masculine include the feminine and vice versa;

Words importing persons include companies and corporations;

Words importing the singular number only will include the plural; number and words importing the plural number only will include the singular number.

### **3. ALTERATION OF RULES**

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

### **4. QUALIFICATIONS FOR MEMBERSHIP**

4.1 Subject to these Rules, any organisation of Jews which subscribes to the principles of Progressive Judaism may be admitted to Membership of the Association.

4.2 Subject to these Rules, an individual Jew living in an area where there is no Progressive Congregation but who subscribes to the principles of Progressive Judaism may be admitted to Membership of the Association, but such Membership will automatically lapse when a Progressive Congregation is established in that area and is approved for Membership of the Association.

### **5. MEMBERSHIP, ENTRY FEES & SUBSCRIPTION**

5.1 A qualifying congregation, organisation or individual who applies and is approved for Membership as provided in these Rules will be eligible to be a Member of the Association on payment of the entrance fee and annual subscription payable under these Rules.

5.2 An organisation or individual that is not an Original Member (or who was an Original Member at that time but has ceased to be a Member) must not be admitted to Membership unless:

- (a) it, he or she applies for Membership in accordance with sub-rule 5.3; and
- (b) the admission as a Member is approved by the Committee; and
- (c) the admission as a member is approved by:
  - (i) a two-thirds majority of Members present and entitled to vote in a general meeting in the case of an application for Congregational Membership or Organisational Membership; or
  - (ii) by the Committee in the case of an application for Individual Membership.

5.3 An application from an organisation or individual for Membership of the Association must:

- (a) be made in writing in the form set out in **Annexure A**;
  - (b) be lodged with the Secretary of the Association; and
  - (c) be in accordance with such other requirements as may be prescribed by the Committee from time to time.
- 5.4 As soon as practicable after the receipt of an application, the Secretary must refer the application to the Committee.
- 5.5 The Committee must determine whether to approve or reject the application. In the case of an application for an Organisation Member or a Congregational Member, the Committee may determine that the applicant be granted Membership as a Provisional Member.
- 5.6 If the Committee approves an application for Congregational or Organisational Membership:
- (a) the Committee may, whenever it thinks fit, convene a Special General Meeting of Members to consider the application in accordance with these Rules; or
  - (b) if such approval is given within 3 months before the date of a proposed Annual General Meeting, the Committee may propose that the Members consider the application in an item of special business at the Annual General Meeting.
- 5.7 If the application is approved by a two-thirds majority of Members present and entitled to vote in a general meeting in the case of an application for Congregational Membership or Organisational Membership or by the Committee in the case of an application for Individual Membership, the Secretary must, as soon as practicable:
- (a) notify the applicant in writing of the approval for Membership; and
  - (b) request payment within 28 days after receipt of the notification of the sum payable under these Rules as the entrance fee and the first year's annual subscription.
- 5.8 The Secretary must, within 28 days after receipt of the amounts referred to in **sub-rule 5.6**, enter the applicant's name in the Register of Members.
- 5.9 An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when its, his, or her name is entered in the Register of Members.
- 5.10 If the Committee rejects an application, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected.

- 5.11 A right, privilege, or obligation of a person by reason of membership of the Association:
- (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on the cessation of Membership whether by death or resignation or otherwise.
- 5.12 The entrance fee for each class of membership is the relevant amount determined by the Committee from time to time.
- 5.13 The annual subscription for each class of Membership is the relevant amount determined by the Committee from time to time and is payable in advance on or before 1 July in each year.
- 5.14 (a) Subject to these rules a Provisional Member will remain a Member of the Association for a period of up to two years.
- (b) At any time during that two-year period, the Committee may determine that the Provisional Member has fulfilled the criteria for Membership as an Organisational Member or a Congregational Member, in which case the Committee may propose to a Special General Meeting convened for the purpose or an Annual General Meeting that the Provisional Member be accepted as a Congregational member or Organisational Member, as the case may be, and such proposal will be dealt with as an application for membership under clause 5.7.
  - (c) If, at the expiration of the two-year period, the Committee believes that the Provisional Member does not fulfill the criteria established by the Committee for an Organisational Member or a Congregational Member, the Committee may, in its discretion, extend the period of Membership for a further two year.
  - (d) If the Provisional Member does not meet the criteria established by the Committee for an Organisational Member or a Congregational Member within the period set out in sub-clause (a) extended, if applicable, under sub-clause (c), the Provisional Member will cease to be a Member of the Association at the expiration of that time.

## **6. REGISTER OF MEMBERS**

- 6.1 The Secretary must keep and maintain a Register of Member containing:
- (a) the name and address of each Member; and

- (b) the date on which each Member's name was entered in the Register of Members.

6.2 The Register of members is available for inspection free of charge by any Member on request.

6.3 A Member may make a copy of entries in the Register of Members.

## **7. CEASING MEMBERSHIP**

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

7.2 After the expiry of the period referred to in **sub-rule 7.1**:

- (a) the Member ceases to be a Member; and
- (b) the Secretary must record in the Register of Members the date on which the Member ceases to be a Member.

7.3 Where a Member, for whatever reason, withdraws or is expelled from the Association, or in the case of a Provisional Member, the term of membership expires, the former Member will remain liable and will pay to the Association all monies which at the time of withdrawal or expulsion are due from that member to the Association and have not been waived by the Association.

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

8.1 Subject to these Rules, if the Committee or the Members in General Meeting are of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Committee may recommend to the Members or the Members may by resolution passed by three-fourths majority of those present and entitled to vote at a General Meeting:

- (a) fine that Member an amount not exceeding \$500; or
- (b) suspend that Member from Membership of the Association for a specified period; or
- (c) expel that Member from the Association.

- 8.2 Without limiting **sub-rule 8.1**, where the Members are of the opinion that a Member has adopted such conceptions or declarations on religion or practices as are in conflict with these Rules or the Statement of Purposes, that Member may be expelled from the Association by a resolution passed by a three-fourths majority of those present and entitled to vote at a general meeting.
- 8.3 A resolution of the Members or the Committee under **sub-rule 8.1** does not take effect unless:
- (a) at a general meeting held in accordance with **sub-rule 8.4**, the Members confirm that resolution; and
  - (b) if the Member exercises a right of appeal to the Association under this rule, the Association confirms the resolution in accordance with this rule.
- 8.4 A General Meeting of the Members to confirm or revoke a resolution of the Members or the Committee passed under sub-rule 8.1 or 8.2 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with **sub-rule 8.5**.
- 8.5 For the purposes of giving notice in accordance with sub-rule 8.4, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the resolution to be put to the Members and the grounds on which it is based; and
  - (b) stating that the Member, or his or her representative, may address the Members at the General Meeting, and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member that it may do one or both of the following by its delegates:
    - (i) attend that meeting;
    - (ii) give to the Members before the date of that meeting a written statement seeking the revocation of the resolution.
- 8.6 At a general meeting of the Association convened under sub-rule 8.7:
- (a) No business other than the question of the resolution may be conducted and
  - (b) the Committee or any of the Members may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and the Member, through their

representative, must be given an opportunity to be heard; and the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- (c) the Member, through their representative, must be given an opportunity to be heard; and
- (d) the Members must give due consideration to any written statement submitted by the Member and
- (e) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.

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

## **9. DISPUTES AND MEDIATION**

9.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

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

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

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

9.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
  - (i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association; or
  - (ii) in the case of a dispute between a Member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice), or similar.

9.5 A member of a Member of the Association can be a mediator.

- 9.6 The mediator cannot be a member of a Member who is a party to the dispute.
- 9.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 9.8 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 9.9 The mediator must not determine the dispute.
- 9.10 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

## **10. ANNUAL GENERAL MEETINGS**

- 10.1 The Committee must, at least once in each calendar year, and not more than 5 months after the end of a financial year of the Association, convene an Annual General Meeting of the Members of the Association.
- 10.2 The Committee may determine the date, time and place of the Annual General Meeting of the Association.
- 10.3 The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting.
- 10.4 The ordinary business of the Annual General meeting will be:
- (a) to confirm the minutes of the previous Annual General Meeting and of any general meeting held since that meeting; and
  - (b) to receive from the Committee reports on the transactions of the Association during the last preceding financial year; and
  - (c) to elect officers of the Association and the Ordinary Committee Members; and
  - (d) to receive and consider the statement submitted by the Association in accordance with section 30 (3) of the Act; and



- (e) to appoint or confirm the appointment of solicitors and auditors of the Association; and
- (f) to consider and discuss the activities, progress and development of the Association and the Members; and
- (g) to consider and discuss the philosophy, ideas and practices of Progressive Judaism or other matters pertaining to the Statement of Purposes.

10.5 The Annual General meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **11. SPECIAL GENERAL MEETINGS**

- 11.1 In addition to the Annual General Meeting, any other general meeting may be held in the same year.
- 11.2 All general meetings other than the Annual General Meeting are Special General Meetings.
- 11.3 The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- 11.4 If, but for this sub-rule, more than 15 months would elapse between Annual General Meetings, the Committee must convene a Special General Meeting before the expiration of that period.
- 11.5 The Committee must, on the request in writing of Members representing not less than 5 per cent of the total number of Members, convene a Special General Meeting of the Association.
- 11.6 The request for a Special General Meeting must:
- (a) state the objects of the meeting; and
  - (b) be signed by the members requesting the meeting; and
  - (c) be sent to the address of the Secretary.
- 11.7 If the Committee does not cause a Special General Meeting to be held within one month after the date on which the request is sent to the address of the Secretary, the Members making the request, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- 11.8 If a Special General Meeting is convened by the Members in accordance with this rule, it must be convened by the Committee and all reasonable expenses incurred in convening the Special General Meeting must be

refunded by the Association to the person incurring the expenses.

## **12. SPECIAL BUSINESS**

All business that is conducted at a Special General Meeting and all business that is conducted at the Annual General Meeting, except for business conducted under the rules as ordinary business of the Annual General Meeting, is deemed to be special business.

## **13. NOTICE OF GENERAL MEETINGS**

13.1 The Secretary of the Association, at least 21 days before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.

13.2 Notice may be sent:

- (a) by prepaid post to the address appearing in the Register of Members; or
- (b) if the Member requests, by facsimile transmission or electronic transmission.

13.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.

13.4 A Member intending to bring any business before a meeting may notify in writing, or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next general meeting.

13.5 The Committee may extend an invitation to, without limitation, any affiliate, group, association or person to attend as an observer at a general meeting, with or without the right to speak at such meeting.

13.6 (1) A general meeting may be held or the Committee may permit Members to take part in its general meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating Member.

(2) A Member who participates in a general meeting in a manner permitted under Rule 13.6 (1) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

## **14. QUORUM AT GENERAL MEETINGS**

- 14.1 No item of business may be conducted at a general meeting unless a quorum of Members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 14.2 Fifteen Members, including at least six Congregational or Organisational Members, that are personally present or represented (being Members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 14.3 If, within half-an-hour after the appointment time for the commencement of a general meeting, a quorum is not present:
- (a) in the case of a meeting convened upon the request of Members, the meeting must be dissolved; and
  - (b) in any other case, the meeting will stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Member given before the day to which the meeting is adjourned) at the same place).
- 14.4 If at the adjourned meeting the quorum is not present within half-an-hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than 4) will be a quorum.

## **15. PRESIDING AT GENERAL MEETINGS**

- 15.1 The President, or in the President's absence, one of the Vice-Presidents, will preside as Chairperson at each general meeting of the Association.
- 15.2 If the President and the Vice-Presidents are absent from a general meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

## **16. ADJOURNMENT OF MEETINGS**

- 16.1 The person presiding may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 16.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

- 16.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with **rule 13**.
- 16.4 Except as provided in **sub-rule 16.3**, it is not necessary to give notice of an adjournment or of business to be conducted at an adjourned meeting.

## **17. VOTING AT GENERAL MEETINGS**

- 17.1 Subject to sub-rule 17.2 and sub-rule 17.1 (b), on any question arising at the general meeting of the Association, each:
- (a) Congregational Member;
  - (b) Organisational Member;
  - (c) Group of 500 Individual Members,  
has one vote and, on a poll, each Congregational member has one additional vote for each 500 members of the Congregation 18 years old or over at the date of such general meeting.
  - (d) Roof-Body Members and Provisional Members are entitled to receive notice or and attend the general meeting, but are not entitled to vote.
- 17.2 In calculating the number of members of a Congregational member for the purpose of **sub-rule 17.1**, a Committee Member forming part of such Congregational Member must not be included in the total count.
- 17.3 All votes must be given personally or by proxy.
- 17.4 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 17.5 A Member is not entitled to vote at a general meeting unless all monies due and payable by the Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.
- 17.6 A person purporting to exercise a vote under clause 17.1 (c) must, if requested by the Chairperson, produce written evidence that he or she is authorised to vote on behalf of at least fifty percent of the Individual Members for whom he or she purports to vote.

## **18. POLL AT GENERAL MEETINGS**

- 18.1 If at a meeting a poll on any question is demanded by no less than 4 Congregational and/or Organisational Members, it must be taken at that

meeting in such manner as the Chairperson may direct and the resolution of the poll will be deemed to be a resolution of the meeting on that question.

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

## 19. MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

If a question arising at a general meeting of the Association is determined on a show of hands:

- (a) a declaration by the Chairperson that a resolution has been:
  - (i) carried; or
  - (ii) carried unanimously; or
  - (iii) carried by a particular majority; or
  - (iv) lost; and
- (b) an entry to that effect in the minute book of the Association;

is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

## 20. PROXIES

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

- 20.2 The notice appointing the proxy must be:

- (a) for a meeting of the Association convened under **sub-rule 8.8**, in the form set out in **Annexure B**; or
- (b) in any other case, in the form set out in **Annexure C**.

## 21. COMMITTEE OF MANAGEMENT

- 21.1 The affairs of the Association will be managed by the Committee.

- 21.2 The Committee:

- (a) will control and manage the business and affairs of the Association; and
- (b) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the Members of the Association and
- (c) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Committee to be essential for the proper management of the business and affairs of the Association.

21.3 Subject to section 23 of the Act, and rule 25, the Committee will consist of at least the following persons:

- (a) the officers of the Association; and
- (b) at least two Members of the representatives of such Members;

each of whom will be elected in accordance with these Rules.

21.4 Notwithstanding any other Rule, no person shall remain on the Committee:

- (a) as an Ordinary Committee member for more than four consecutive years; and
- (b) subject to clauses 22.5 and 23.3 as either an officer of the Association or an Ordinary Committee Member for more than nine consecutive years.

The provisions of this Rule 21.4 will take effect from the Annual General Meeting of the Association held after the Financial Year ending 30 June 2013 and for the purposes of this Rule 21.4 periods of service by ordinary Committee Members or officers of the Association prior to that meeting will be taken into account.

## **22. OFFICE HOLDERS**

22.1 The officers of the Association will be:

- (a) a President;
- (b) Two (2) Vice-Presidents;
- (c) a Treasurer;
- (d) a Secretary.

- 22.2 The provisions of **rule 23**, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any other offices referred to in **sub-rule 22.1**.
- 22.3 Each officer of the Association will hold office until the second Annual General Meeting after the date of his or her election, but is eligible for re-election provided that no person (except for the Treasurer) may be appointed to service in the same office for more than two consecutive terms.
- 22.4 Subject to clause 21.4(b), the Treasurer of the Association will hold office until the second Annual General Meeting after the date of his or her election, but is eligible for re-election provided that no Treasurer may be appointed to service in that office for more than four consecutive terms.”
- 22.5 In the event of a casual vacancy in any office referred to in **sub-rule 22.1**, the Committee may appoint one of its members to the vacant office and the member appointed may continue in office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.

## **23. ORDINARY MEMBERS OF THE COMMITTEE**

- 23.1 In addition to the officers specified in **sub-rule 22.1**, the Committee will comprise a minimum of 2 and a maximum of 4 Members or representatives of Members elected in accordance with **rule 24** of these Rules.
- 23.2 Subject to these Rules, each ordinary Committee Member elected pursuant to sub-rule 23.1 will hold office until the Annual General Meeting next after the date of election, but is eligible for re-election subject to Rule 21.4.
- 23.3 In the event of a casual vacancy occurring in the office of an ordinary Committee Member, the Committee may appoint a Member of the Association or a member of a Member of the Association to fill the vacancy of the Member or member so appointed to hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of the appointment.

## **24. ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS**

- 24.1 Nominations of candidates for election of officers of the Association or as ordinary Committee Members must be:
- (a) made in writing, signed
    - (i) by or on behalf of two Congregational or Organisational Members of the Association; or
    - (ii) subject to sub-rule 24.7, by fifty percentum of each 500 Individual Members of the Association provided that if there are less than 500 Individual Members of the Association then by fifty percentum of those Members and accompanied by the written consent of the candidates (which may be endorsed on the form of nomination); and
  - (b) delivered to the Secretary of the Association not less than 7 days before the date fixed for the holding of the Annual General Meeting.
- 24.2 A candidate may only be nominated for one office, or as an ordinary Committee Member, prior to the Annual General Meeting.
- 24.3 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated will be deemed to be elected and further nominations may be received at the Annual General Meeting.
- 24.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- 24.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 24.6 The ballot for the election of officers and ordinary Committee Members must be conducted at the Annual General Meeting in such manner as the Committee may direct.
- 24.7 Individual Members may only nominate one candidate for election pursuant to **sub-rule 24.1** for every 500 Individual Members or, if there are less than 500 Individual Members, those Individual Members together may together only nominate one candidate for such election.

## **25. HONORARY COMMITTEE MEMBERS**

- 25.1 In addition to the officer specified in **sub-rule 22.1**, and the ordinary Members or representatives of Members elected in accordance with **rule 24** of these Rules, the Committee may, from time to time, by a majority resolution of Committee Members, invite people to serve as honorary



members of the Committee, including without limitation, the following persons:

- (a) the chairman of the Moetzah;
- (b) the immediate past President of the Association;
- (c) a representative of Netzer Australia;
- (d) a representative of the Day School Movement;
- (e) a representative of ARZA Australia; and
- (f) the UPJ's appointed representative to the WUPJ Executive Board.

25.2 An honorary member of the Committee will have all the powers and voting rights of a Committee Member and subject to **sub-rule 25.3**, may only be removed by a majority of votes cast in a meeting of the officers and Ordinary Members of the Committee convened for that purpose.

25.3 Except by invitation of the Committee to the contrary, the immediate past President of the Association may only serve office as an honorary member of the Committee until the second Annual General Meeting after the date of his or her resignation or removal from office as President of the Association, at which Annual General Meeting he or she must resign from the Committee.

## 26. VACANCIES

The office of an officer of the Association, or of an ordinary Committee Member, becomes vacant if the officer or member:

- (a) ceases to be a Member of the Association; or
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns from office by notice in writing given to the Secretary.

## 27. ALTERNATE COMMITTEE MEMBER

27.1 Any honorary Committee Member who represents one of the organisations set out in clause 25.1 (a) to (f) may, with the approval of the other Committee Members, appoint any person to be an alternate or substitute Committee Member in his/her place during such period as he/she thinks fit.

- 27.2 Any person holding office as an alternate or substitute Committee Member will be entitled to receive notice of meetings of the Committee Members and to attend and vote accordingly and to exercise all the powers of the appointing Committee Member in his or her place.
- 27.3 An alternate Committee Member must vacate office:
- (a) if the appointing Committee Member vacates or is removed from office as a Committee Member in accordance with these Rules;
  - (b) if the appointing Committee Member removes the alternate Committee Member from office. Any appointment or removal under this clause must be effected by notice in writing under the hand of the Committee Member making the appointment or removal.

## **28. MEETINGS OF THE COMMITTEE**

- 28.1 The Committee must meet at least 6 times in each year at such place and such times as the Committee may determine.
- 28.2 Special meeting of the Committee may be convened by the President or by any 4 Committee Members.
- 28.3 The Committee may hold meetings, or permit Committee Members to participate in its meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
- 28.4 A Committee Member who participates in a meeting in a manner permitted under Rule 28.3 is taken to be present at the meeting.

## **29. NOTICE OF COMMITTEE MEETINGS**

- 29.1 Written notice of each Committee meeting must be given to each Committee Member at least 2 business days before the date of the meeting.
- 29.2 Written notice must be given to Committee Members of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

## **30. QUORUM FOR COMMITTEE MEETINGS**

- 30.1 Any 4 Committee Members constitute a quorum for the conduct of the business of a meeting of the Committee.

- 30.2 No business may be conducted unless a quorum is present.
- 30.3 If within half-an-hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting, the meeting lapses;
  - (b) in any other case, the meeting will stand adjourned to the same place and the same time and day in the following week.
- 30.4 The Committee may act notwithstanding any vacancy on the Committee.

### **31. PRESIDING AT COMMITTEE MEETINGS**

At meetings of the Committee:

- (a) the President or, in the President's absence, a Vice-President presides; provided that the president may request another officer of the Association to preside at any meeting; or
- (b) if the President and the Vice-Presidents are absent, or are unable to preside, the members present must choose one of their number to preside.

### **32. VOTING AT COMMITTEE MEETINGS**

- 32.1 Questions arising at a meeting of the Committee will be determined on a show of hands or, if a Committee Member requests, by a poll taken in such a manner as the person presiding at that meeting may determine.
- 32.2 Each Member present at a meeting of the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.

### **33. MINUTES OF MEETING**

The Secretary of the Association must keep minutes of the resolutions and proceedings of each general meeting, and each Committee meeting, together with a record of the names of persons present at Committee meetings.

### **34. REMOVAL OF COMMITTEE MEMBER**

- 34.1 The Association in general meeting may, by resolution, remove any Committee Member before the expiration of the Member's term of office

and appoint another Member in his or her place to hold office until the expiration of the term of the first-mentioned Member.

- 34.2 A Committee Member who is the subject of a proposed resolution referred to in **sub-rule 34.1** may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 34.3 The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not so given, the Member may require that they be read out at the meeting.

## **35. DELEGATION OF POWERS TO SUB-COMMITTEE**

- 35.1 The Committee may delegate any of their powers to a sub-Committee on the following conditions:
- (a) the chairman of such sub-Committee must be a member of the Committee or the Moetzah; and
  - (b) the President of the Association must be appointed as a sub-Committee member ex officio.
- 35.2 A sub-Committee may exercise all the powers delegated to it in accordance with any directions of the Committee.
- 35.3 The effect of the sub-Committee exercising a power in this way is the same as if the Committee had exercised it.
- 35.4 A sub-Committee may meet and adjourn as it thinks fit. Questions arising at any meeting will be determined by a majority of the votes of the sub-Committee members present.
- 35.5 Each sub-Committee member present at a meeting of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 35.6 The Committee may at any time, by a majority of votes of Committee Members, resolve to dissolve a sub-Committee created pursuant to these Rules.

## **36. FUNDS**

- 36.1 The Treasurer of the Association must:
- (a) collect and receive all monies due to the Association and make all payments authorised by the Association; and

- (b) 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.

36.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Committee Members.

36.3 The funds of the Association will be derived from entrance fees, annual subscriptions, donations and such other sources as the Committee determines.

### **37. SEAL**

37.1 The common seal of the Association must be kept in the custody of the Secretary.

37.2 The common seal must not be affixed to any instrument except by the authority of the Committee and the affixing of the common seal must be attested by the signatures either of two Committee Members, or of one Committee Member and of the public officer of the Association.

### **38. NOTICE TO MEMBERS**

Except for the requirement in **rule 13**, any notice that is required to be given to a Member, by and on behalf of the Association, under these Rules, may be given by:

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the Register of Members; or
- (c) facsimile transmission, if the Member has requested that the notice be given to him or her in this manner; or
- (d) electronic transmission, if the Member has requested that the notice be given to him or her in this manner.

### **39. WINDING UP**

39.1 The Association will be wound up in accordance with the Act with the consent of three-fourths of those present at a Special General Meeting of Members called specially for that purpose with 21 days notice of the meeting.

- 39.2 If on winding up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any assets and property whatsoever, the same will not be paid or distributed to any member of the Association but will be given or transferred to some organisation having objects similar to the objects of the Association and which is approved by the Commissioner of Taxation as a Public Benevolent Institution for the purpose of any Commonwealth Taxation Act.

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

- 40.1 Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- 40.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member on request.
- 40.3 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

## ANNEXURE A

(Application for Membership)

### APPLICATION FOR MEMBERSHIP OF UNION FOR PROGRESSIVE JUDAISM INCORPORATED

I, \_\_\_\_\_  
(name and occupation if applicable (for individual))

of \_\_\_\_\_  
(address)

desire to become a Congregational, Organisational, Roof Body or  
Provisional Member of the Union for Progressive Judaism Incorporated.

In the event of my/its admission as a Member, I/it agree(s) to be bound by  
the rules of the Association for the time being in force.

\_\_\_\_\_  
(signature of or on behalf of Applicant)

\_\_\_\_\_  
(capacity)

\_\_\_\_\_  
(date)

I, a Member of the Association or a member of a Member of the  
Association,

\_\_\_\_\_  
(name)

nominate the applicant, who/which is personally known to me, for  
Membership of the Association.

\_\_\_\_\_  
(Signature of Proposer)

---

(Date)

I, a Member of the Association or a member of a Member of the Association, second

---

(Name)

the nomination of the applicant, who/which is personally known to me, for Membership of the Association.

---

(Signature of Secunder0

---

(Capacity)

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(Date)



## ANNEXURE B

(Form of Appointment of Proxy for Meeting Convened under Sub-Rule 8.8)

### FORM OF APPOINTMENT OF PROXY FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 8.8

I, \_\_\_\_\_  
(name)

of \_\_\_\_\_  
(address)

being a Member of \_\_\_\_\_  
(name of Incorporated Association)

appoint \_\_\_\_\_  
(name of proxy holder)

of \_\_\_\_\_  
(address of proxy holder)

being a Member of that Incorporated Association or a member of a  
Member of that Incorporated Association, as my proxy to vote for me/it on  
my/its behalf at the appeal to the general meeting of the Association  
convened under rule 8.1, to be held on

\_\_\_\_\_  
(date of meeting)

and at any adjournment of that meeting.

I/it authorise(s) my proxy to vote on my/its behalf at their discretion in  
respect of the following resolution (insert details of resolution passed  
under rule 8.1).

Signed: \_\_\_\_\_

Capacity: \_\_\_\_\_

Date: \_\_\_\_\_

# ANNEXURE C

(Form of Appointment of Proxy)

## FORM OF APPOINTMENT OF PROXY

I, \_\_\_\_\_  
(name)

of \_\_\_\_\_  
(address)

being a Member of \_\_\_\_\_  
(name of Incorporated Association)

appoint \_\_\_\_\_  
(name of proxy holder)

of \_\_\_\_\_  
(address of proxy holder)

being a Member of that Incorporated Association or a member of a  
Member of that Incorporated Association, as my proxy to vote for me/it on  
my/its behalf at the annual/special\* general meeting of the Association to  
be held on

\_\_\_\_\_  
(date of meeting)

and at any adjournment of that meeting.

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

Signed: \_\_\_\_\_

Capacity: \_\_\_\_\_

Date: \_\_\_\_\_

\* Delete if not applicable

