

PURPOSES, OBJECTS AND POWERS OF THE UNION FOR PROGRESSIVE JUDAISM INCORPORATED

STATEMENT OF PURPOSES

(Incorporated in Victoria Reg. No A0042291F)

1. The Union for Progressive Judaism (UPJ) 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.
2. Membership of the UPJ has since been open to other congregations which have sought membership of the UPJ and agreed to abide by its Rules and the objects contained in this Statement of Purposes.
3. The UPJ seeks to advance the overarching light that Judaism offers the world, including especially, the values and practices of the Progressive stream of Judaism. In addition, the UPJ subscribes fully to the principles of the Jerusalem Program¹.

OBJECTS OF THE UPJ

4. The objects of the UPJ are:
 - (a) to further the development of Progressive Judaism particularly in Australia, New Zealand and Asia; and
 - (b) to encourage the formation and development of congregations and organisations which subscribe to Progressive Judaism and to promote their collaboration with each other.

¹ <https://www.wzo.org.il/The-Jerusalem-Program>

POWERS OF THE UPJ

5. The UPJ:
 - (a) has perpetual succession;
 - (b) may have a common seal;
 - (c) may sue and be sued in its corporate name;
 - (d) subject to the Associations Incorporation Reform Act 2012 (Vic), may acquire or hold (whether on trust or absolutely) and dispose of real and personal property; and
 - (e) may do and suffer all acts and things that a body corporate may legally do and suffer.
6. Subject to the Associations Incorporation Reform Act 2012 (Vic), the UPJ has power to do all things incidental or conducive to achieve its purposes, and is to exercise its powers and use its income and assets (including any surplus) for any, some or all of its purposes.

RULES OF THE UNION FOR PROGRESSIVE JUDAISM INCORPORATED

NAME

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

DEFINITIONS AND INTERPRETATION

2. **Definitions:** In these Rules the following words have the following meanings unless the contrary intention appears:

Act means the *Associations Incorporation Reform Act 2012* (Vic);

Annual General Meeting means a general meeting of persons appointed by each Member to represent that Member at UPJ general meetings;

Committee means the Committee of Management of the UPJ, also known as the "Executive" of the UPJ;

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 UPJ that are congregations;

Day - a reference to a day or a number of days in this Constitution does not include a day of Shabbat nor a day or days in which a Jewish festival is observed and work is not permitted.

Electronic Meeting means a meeting conducted using technology (for example, over the internet) that allows participants in the meeting to clearly hear and simultaneously communicate with the other participants in the meeting rather than attending in person.

If there is an **Electronic Meeting** then a participant who participates in that meeting is taken to be present at the meeting, counts towards a quorum, and if that participant votes at the meeting, then the Member for whom that participant is a representative is taken to have voted in person.

The procedure for a secret ballot at a meeting in which some or all participants participate electronically is set out in clause 103.

Electronic transmission includes email;

Financial Year means the year ending on 30 June;

Jew(s) means a person or persons whose religion is Judaism, and in case of doubt as determined by a Rabbinical Court (Beth Din) appointed by the Assembly of Rabbis and Cantors of the UPJ;

Job-Share means the arrangement where two (2) persons are elected to be an Officer of the UPJ, together, and **Job-Sharing** has a corresponding meaning;

Meeting includes an Electronic Meeting and a meeting in which all participants are in one place;

Member means a member of the UPJ including Congregational Members and Organisational Members unless the context demands that another meaning is intended;

Officer means each of the President, Vice-President, Treasurer and Secretary of the UPJ, and **Office** has a corresponding meaning;

Officer of a Member means any person who exercises authority or leadership on behalf of that Member:

Organisational Member means any member that is not a Congregational Member;

Original Member means a member of the UPJ as at 4 November 2021 and a list of them appears in Annexure C at the end of these Rules;

President means the person or persons, who holds or hold Office as the president under these Rules;

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 or adopted by this Association;

Provisional Member means an organisation which the Committee believes does not fully satisfy the UPJ's criteria for admission as a Congregational Member or an Organisational Member;

Public Officer means the person appointed by the Committee of Management to fulfill the statutorily required functions of "Public Officer" for an Association incorporated under the Act;

Register of Members means a register of the Members of the UPJ;

Secretary means:

- (a) the person or persons, who holds or hold Office as the Secretary under these Rules; and
- (b) in any other case, the Public Officer;

Special General Meeting means a general meeting that is not an Annual General Meeting;

Special Resolution means a resolution by in respect of which at least three quarters of the votes cast at the meeting are for the resolution (not counting those who abstain or cast an informal vote);

Treasurer means the person or persons, who holds or hold Office as the Treasurer under these Rules;

Vice-President means the person or persons who holds or hold Office as the vice-president under these Rules;

3. **Interpretation:** In these Rules, unless the contrary intention appears:

- (a) Words importing the singular include the plural and vice versa;
- (b) Words importing the masculine include the feminine and vice versa;
- (c) Words importing persons include companies and corporations; and
- (d) Words importing the singular number only will include the plural; number and words importing the plural number only will include the singular number.

ALTERATION OF RULES

- 4. Subject to the Act, these Rules may only be altered by a special resolution passed at a general meeting of the UPJ. Any alteration of the rules does not come into effect until approved by the Registrar of Incorporated Associations under the *Public Administration Act 2004 (VIC)* or any successor entity or person.

QUALIFICATIONS FOR MEMBERSHIP

5. Any congregation or organisation of Jews which subscribes to Progressive Judaism and has a constitution (whether incorporated or unincorporated) ("qualifying congregation or organisation") may apply for admission to Membership of the UPJ.

MEMBERSHIP & SUBSCRIPTIONS

6. A qualifying congregation, or organisation which applies for and is approved for Membership as provided for in these Rules will be eligible to be a Member of the UPJ on payment of the applicable annual subscription payable under these Rules. Where a qualifying congregation, or organisation is approved for Membership part way through a financial year for the UPJ, the Committee may determine to pro rate the subscription fee for that part financial year.
7. A congregation or an organisation 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 applies for Membership in accordance with Rule 8; and
 - (b) the admission as a Member is approved by a special resolution at a General Meeting.
8. An application for admission to Membership of the UPJ must:
 - (a) be made in writing in the form set out in Annexure A;
 - (b) be accompanied by the applicant's constitution and a certificate from the president or secretary of the applicant stating that the constitution document is up to date and in force;
 - (c) be accompanied by the applicant's list of members current at the time the application is made;
 - (d) be lodged with the Secretary of the UPJ; and
 - (e) be in accordance with such other requirements as may be prescribed by the Committee from time to time.
9. Membership:
 - (a) the Committee may, whenever it thinks fit, convene a Special General Meeting of Members to consider an application for membership in accordance with these Rules and to approve or reject it; or

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- (b) the Committee may make an application for membership an item of special business at the next Annual General Meeting to be held after the application has been received by the UPJ; or
 - (c) the Committee also may decide to reject an application for membership.
10. If the application is approved by a special resolution, 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 such portion of the annual subscription as the Committee determines is payable.
 11. The Secretary must, within 28 days after receipt of the amounts referred to in Rule 10, enter the applicant's name in the Register of Members.
 12. An applicant for Membership becomes a Member and is entitled to exercise the rights of Membership when its name is entered in the Register of Members.
 13. If the Committee decides that an application be rejected, the Committee must, as soon as practicable, notify the applicant in writing that the application has been rejected. The Committee has an unfettered and absolute discretion in determining whether to reject an application, and is not required to give reasons for deciding that an application be rejected.
 14. A right, privilege, or obligation of a person by reason of membership of the UPJ:
 - (a) is not capable of being transferred or transmitted to another person or entity; and
 - (b) terminates on the cessation of Membership.
 15. The annual subscription is the relevant amount or amounts determined by the Committee from time to time and is payable in advance for the year commencing on 1 July in such instalments as the Committee determines.

16. A Provisional Member will remain a Member of the UPJ for a period of up to two years. 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 to 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 if it were an application for membership under Rule 8.
17. If, at the expiry of any two-year period, the Committee has not determined that the Provisional Member has fulfilled the criteria established by the Committee for an Organisational Member or a Congregational Member, the provisional membership is taken to be extended for a further two years, unless the Committee, in its unfettered discretion, decides not to extend the provisional membership.

REGISTER OF MEMBERS

18. The Secretary must keep and maintain a Register of Members containing:
 - (a) the name, address and contact email address of each Member; and
 - (b) the date on which each Member's name was entered in the Register of Members; and
 - (c) the date, if any, on which the Member ceased to be a Member.
19. The Register of Members is available for inspection at a reasonable time free of charge by an Officer of a Member on request.
20. A Member may make a copy of entries in the Register of Members.

CEASING MEMBERSHIP

21. A Member may resign by notice in writing that is sent by registered post to the UPJ. Such a resignation takes effect when the UPJ actually receives it.
22. Also, a Member is taken to have resigned if—
 - (a) the Member's annual subscription is more than 12 months in arrears without having made a fee arrangement with the Committee; or
 - (b) where no annual subscription is payable—

- (i) the Secretary has made a written request to the Member to confirm that it wishes to remain a Member; and
 - (ii) the Member has not, within three months after receiving that request, confirmed in writing that it wishes to remain a Member.
23. The Secretary must record in the Register of Members the date on which the Member ceases to be a Member and must do so within 14 days after receiving any notice of resignation.
24. Where a Member, for whatever reason, resigns or is expelled from the UPJ, or in the case of a Provisional Member, the term of membership expires, the former Member will remain liable and will pay to the UPJ all monies which at the time of resignation or expulsion are due from that member to the UPJ and have not been waived by the UPJ.

SUSPENSION AND EXPULSION OF MEMBERS

25. If the Members in General Meeting specially resolve that a Member has engaged in conduct which either (a) disparages the UPJ or (b) disparages the Jewish community in their country, or (c) is repugnant to Progressive Judaism, then the Members may by a special resolution:
- (a) suspend that Member from membership of the UPJ for a specified period; or
 - (b) expel that Member from the UPJ.
26. A General Meeting of the Members at which a resolution of the Members is to be voted on under Rule 25 must be held not earlier than 21 days, and not later than 35 days, after notice has been given to the Member in respect of whom suspension or expulsion is proposed. That notice is to be given in accordance with Rules 27 and 137,
27. For the purposes of giving notice of a proposal to suspend or expel a Member, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the special resolution to be put to the Members and the grounds on which it is based; and
 - (b) stating that an Officer of the Member 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 Officer:

- (i) attend and address that meeting;
 - (ii) either:
 - a. give to the Members before the date of that meeting a written statement with reasons for opposing the resolution;
 - b. give to the Secretary a written statement with reasons for opposing the resolution, and if such statement is sent to the Secretary more than 72 hours before the meeting is scheduled to commenced, the secretary is to provide a copy of it to every Member.
28. At a general meeting of the UPJ convened under Rule 26:
- (a) no business other than the proposed resolution may be conducted;
 - (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;
 - (c) the Member, through an Officer of the Member, must be given an opportunity to be heard; and
 - (d) the Members present must vote by secret ballot on the question of whether the special resolution should be passed.

DISPUTES AND MEDIATION

29. 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 UPJ.
30. The parties to the dispute by one or more of their officers must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute is notified in writing (with all material particulars of the dispute set out in the notice) by one party to the other or others.
31. If the parties to a dispute by their officers are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties by their officers must, within 14 days, hold a meeting in the presence of a mediator.
32. 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; or
- (ii) in the case of a dispute between a Member and the UPJ, a person who is a mediator appointed by the President for the time being of the Law Institute of Victoria.

- 33. The mediator cannot be a member of a Member who is a party to the dispute.
- 34. The parties to the dispute by their offices must, in good faith, attempt to settle the dispute by mediation.
- 35. The mediator, in conducting the mediation, must conduct the mediation in a fair way.
- 36. If the mediation process does not result in the dispute being resolved, any party to the dispute may seek to resolve the dispute by commencing proceedings in any court or tribunal having jurisdiction.

ANNUAL GENERAL MEETINGS

- 37. The Committee must, at least once in each calendar year, and not more than 5 months after the end of a financial year, convene an Annual General Meeting of the Members of the UPJ.
- 38. The Committee may determine the date, time and place of the Annual General Meeting, but the meeting may not be held on Shabbat nor a day or days in which a Jewish festival is observed and work is not permitted.
- 39. The notice convening the Annual General Meeting must specify that the meeting is an Annual General Meeting. It must also specify whether the meeting is to be an Electronic Meeting.
- 40. An Annual General Meeting may be held in person and/or as an Electronic Meeting.
- 41. Any two Members may move a motion on notice for decision at an Annual General Meeting provided that they give notice of the motion to the Secretary within 7 days after the sending of the notice referred to in Rule 39.
- 42. 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 the annual report of the Committee on the activities of the Association during the preceding financial year, and the financial statements of the Association for the preceding financial year submitted by the Committee in accordance with Part 7 of the Act;
- (c) to elect Officers and the Committee Members (who are not Officers);
- (d) to review, and, if thought fit, approve the continuation of the Job-Sharing of any Office;
- (e) to appoint or confirm the appointment of solicitors and auditors of the UPJ;
- (f) to determine any motion proposed and seconded by any two members of the Committee;
- (g) to determine any motion notice of which has been given under Rule 41; and
- (h) to consider and discuss the activities, progress and development of the UPJ and the Members as general business.

SPECIAL GENERAL MEETINGS

- 43. In addition to the Annual General Meeting, any other general meeting may be held in the same year.
- 44. All general meetings other than the Annual General Meeting are Special General Meetings.
- 45. The Committee may, whenever it thinks fit, convene a Special General Meeting of the UPJ by giving at least 21 days' notice to the Members, but it may not be held on Shabbat nor a day or days in which a Jewish festival is observed and work is not permitted.
- 46. A Special General Meeting may be held in person and/or as an Electronic Meeting.
- 47. The notice convening the Special General Meeting must specify that the meeting is a Special General Meeting. It must also specify whether the meeting is to be an in-person meeting, an Electronic Meeting or both an in person meeting and an Electronic Meeting.
- 48. The Committee must, on the request in writing of Officers of Members representing not less than 5 Members, convene a Special General Meeting of the UPJ by giving at least 21 days' notice to the Members.

49. The request for a Special General Meeting must:
- (a) state the business to be considered and any resolutions (clearly identified as either or ordinary or special resolutions) notice of which is given or has been given;
 - (b) contain the names and signatures of the Officers of the Members requesting the meeting; and
 - (c) be sent to the Secretary by both electronic transmission and by registered post.
50. 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 officers of the Members making the request, or any of them, may convene a Special General Meeting of the UPJ to consider only the business stated in the request. Such a meeting is to be held not later than three months after that date.
51. No business other than that set out in the notice calling the Special General Meeting may be conducted at the meeting.

NOTICE OF GENERAL MEETINGS

52. The Secretary of the UPJ, at least 21 days before the date fixed for holding a general meeting of the UPJ, must cause a notice to be sent to each Member. The notice must:
- (a) state the place, date and time of the meeting, and if the meeting is to be in person or an Electronic meeting or both ;
 - (b) state the general nature of the business to be conducted at the meeting;
 - (c) identify that any three Members can require a secret ballot on any motion; and
 - (d) set out the text of any proposed resolution to be moved at the meeting together with the name of the mover and the name of the seconder.
53. A Member intending to bring any business before a meeting must notify the Secretary in writing of that business within 7 days after the sending of the notice referred to in Rule 52. The Secretary must include that business in an amended notice calling the general meeting to be despatched to all Members as soon as practicable.
54. Notice of a general meeting must—
- (a) state that the Member may appoint either (i) an Officer of the Member to represent that Member at the meeting or (ii) a proxy to represent that Member at the meeting; and

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- (b) include a copy of any form that the Committee has approved for the appointment of a proxy, but absent such a form, the form is that which appears in Annexure A to this Constitution.
55. A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.
56. A proxy must be a Jewish person aged 18 years or older.
57. If an Officer of a Member is to exercise that Member's voting rights at a general meeting, no proxy needs to be given by that Member.

QUORUM AT GENERAL MEETINGS

58. No item of business may be conducted at a general meeting unless a quorum of Members is present within 30 minutes of the notified starting time for the meeting.
59. For the avoidance of doubt, "present" means either present in person or by electronic means as allowed for under these rules.
60. The lesser of six or 25% of the Members (not including Provisional Members), that are represented by Officers of each such Member or proxies for each such Member constitute a quorum for the conduct of the business of a general meeting.
61. If, within 30 minutes of the time appointed for the commencement of a general meeting, a quorum is not present, the meeting will stand adjourned to the same day of the next week at the same time, and notice is to be given to all Members of the adjournment as soon as practicable.
62. If at the adjourned meeting the quorum is not present within 30 minutes of the time appointed for the commencement of the meeting, three Members (not including Provisional Members), that are represented by Officers of each of those Members or proxies constitute a quorum for the conduct of the business of the adjourned meeting. If there are not three Members then present, the meeting is automatically dissolved.

PRESIDING AT GENERAL MEETINGS

63. A person holding the Office of President, or in his or her absence, a person holding the Office of Vice-President, will preside as Chairperson at each general meeting of the UPJ.

64. If all persons holding the Offices of President and Vice-President are absent from a general meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.

ADJOURNMENT OF MEETINGS

65. The person presiding may, with the consent of a majority of the votes of Members present at the meeting, adjourn the meeting from time to time and place to place.
66. No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
67. If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 52.

VOTING AT GENERAL MEETINGS

68. On any matter or resolution to be voted on at a general meeting of the UPJ, the right to vote is as follows:
- (a) each Organisational Member has one vote;
 - (b) for each Congregational Member in respect of which the number of individual Jewish persons aged 18 years or older who make up the membership comprises fewer than 1,000 individual Jewish persons aged 18 years or older, that Member has one vote;
 - (c) for each Congregational Member in respect of which the number of individual Jewish persons aged 18 years or older who make up the membership comprises 1,000 or more but fewer than 1,500 individual Jewish persons aged 18 years or older, that Member has two votes; and
 - (d) for each Congregational Member in respect of which the number of individual Jewish persons aged 18 years or older who make up the membership comprises at least 1,500 individual Jewish persons aged 18 years or older, that Member has three votes;
 - (e) In this clause "membership" refers to any person over the age of 16 to whom the congregation extends the privileges of membership, whether or not that person pays dues or fees to the congregation.
69. Provisional Members are entitled to receive notice of and attend each general meeting, but are not entitled to vote.

70. For the purpose of determining whether a Congregational Member qualifies for two or three votes, its president or secretary must have certified its member numbers to the Secretary of the UPJ not later than the most recent 1 July.
71. All votes must be exercised personally by an Officer of the Member or a proxy.
72. In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a casting vote.
73. A Member is entitled to vote at a general meeting if either:
 - (a) the Member's subscription fees are not in arrears (that is, more than 30 days past due); or
 - (b) there is in place a fee agreement with the UPJ acting by and through the Committee.
74. All votes on general meetings to elect Officers or Committee members and to pass resolutions are to be by secret ballot, if three Members so require at the meeting.
75. Where a meeting is an Electronic Meeting or is both an in person meeting and an Electronic Meeting, then a secret ballot is to be conducted by such messaging system as the Committee determines in advance of the meeting. The Committee must set out in the notice of meeting how a secret ballot is to be conducted by such messaging system.

MANNER OF DETERMINING WHETHER RESOLUTION CARRIED

76. If a question arising at a general meeting of the UPJ 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; then –
 - (b) an entry to that effect in the minute book of the UPJ is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

COMMITTEE OF MANAGEMENT

77. The affairs of the UPJ will be managed by the Committee.
78. The Committee:
- (a) will control and manage the business and affairs of the UPJ;
 - (b) may exercise all such powers and functions as may be exercised by the UPJ other than those powers and functions that are required to be exercised by General Meetings; and
 - (c) has power to perform all such acts and things as appear to the Committee to be appropriate for or incidental to the proper management of the business and affairs of the UPJ.
79. Officers and other Committee members must:
- (a) exercise their powers and discharge their duties with reasonable care and diligence in good faith in the best interests of the UPJ and for a proper purpose.
 - (b) not make improper use of their position or information acquired by virtue of holding their position, so as to gain an advantage for themselves or any person other than the UPJ or to cause detriment to the UPJ.
80. Notwithstanding any other Rule:
- (a) A person cannot be elected as a Committee member (other than an Officer) if that person has been an elected member of the Committee (other than an Officer) for a period of six consecutive years immediately before the meeting at which the person intends to stand to be elected as a Committee member (other than an Officer);
 - (b) A person cannot be elected as an Officer (other than President) if that person has held any Office for a period of six consecutive years immediately before the meeting at which the person intends to stand to be elected an Officer (other than President);
 - (c) A person may only be elected as President if that person (i) has been an elected member of the Committee or an Officer for a period of at least one year immediately before the meeting at which the person is nominated to stand to be elected as President, and (ii) the Person has not held the office of President for a period of four consecutive years immediately before the meeting at which the person intends to stand to be elected as President.

- (d) Rule 80 (a), (b) & (c) operate independently and cumulatively. For example, a person who has been a committee member (other than an Officer) for six consecutive years can be nominated to be elected as President.
- (e) Any of the rules in this Rule 80 can be waived at a general meeting for any person if a Special Resolution is passed to waive the rule for that person.
- (f) This Rule 80 takes effect only commencing from the general meeting at which this Constitution is adopted and any period of service as a member of the Committee or Officer prior to that date is not to be taken into account.

OFFICE HOLDERS

- 81. The Officers of the UPJ will be:
 - (a) a President;
 - (b) one or two Vice-Presidents;
 - (c) a Treasurer; and
 - (d) a Secretary.
- 82. Each Officer must be a Jewish person aged 18 years or older.
- 83. In accordance with s 73 (3) (c) of the Act, the Secretary must be resident in Australia.
- 84. Each Officer will hold Office until the second Annual General Meeting after the date of his or her election, but is eligible for re-election, subject to Rule 80. In the event of a casual vacancy in any Office, the Committee may appoint a Jewish person who is a member of a Member to the vacant Office and the person so appointed may continue in Office up to and including the conclusion of the Annual General Meeting next following the date of the appointment.
- 85. A casual vacancy exists if the Office was not filled at the most recent Annual General Meeting at which the election for that office was on the agenda or if it became vacant since that Annual General Meeting.
- 86. One or two persons together may be elected to hold any Office provided that:
 - (a) Two persons may only be elected to hold an Office if they agree to Job-Share that Office;

- (b) If two persons have been elected to hold an Office then, for the duration of their tenure in that position, no other Office may be held by more than one person. This Rule is intended to work as follows:
- (i) If there is approved a job share for the office of President, no other office may be the subject of a job-share;
 - (ii) If there is not approved a job share for the office of President, then a job share may be approved for the office of Secretary;
 - (iii) If there is not approved a job share for the office of President nor for the office of Secretary, then a job share may be approved for the office of Treasurer.
 - (iv) There can one or two Vice-Presidents, but not more than two persons may be a Vice-President.
- (c) If two persons agree to Job-Share, they must stand for election and be elected together, and to the extent practicable, must fulfil the functions of their Office together, but either may authorise the other to act alone either in relation to a specific task or function, or generally;
- (d) If either person who Job-Shares resigns or otherwise ceases to hold Office, the other person in the Job-Share continues to hold that Office alone until the next General Meeting, at which time an election will be held in respect of that Office despite anything to the contrary in this Constitution.
- (e) If two persons hold a single Office at any time then any reference to that Office in this Constitution is a reference to both of them individually and together.
87. If at any annual general meeting, the Members do not resolve to continue the Job-Sharing of any Office, then that office will be declared vacant immediately, and nominations for the vacant office are to be received at that same general meeting, and an election held to fill the office at that same general meeting.
88. Committee members must exercise their powers and discharge their duties with reasonable care and diligence, including for lodging documents of the UPJ with the Registrar.
89. The President must represent the UPJ in all official matters, and perform any other duties the Committee resolves from time to time.

90. Each Vice-President must assist the President as and when requested by the President and perform any other duties the Committee resolves from time to time.
91. The Secretary must perform or arrange to be performed any duty or function required under the Act to be performed by the secretary of an incorporated association, such as lodging documents of the UPJ with the Registrar.
92. The Secretary must arrange to:
 - (a) maintain the register of members, the common seal (if any) of the UPJ and, except for the financial records and investments, all books and documents of the UPJ;
 - (b) subject to the Act and these Rules, provide members with access to the register of members, the minutes of general meetings and other books and documents;
 - (c) perform any other duty or function imposed on the Secretary by law; and
 - (d) perform any other duties the Committee resolves from time to time.
93. The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.
94. The Secretary may delegate any duty or duties with the approval of the Committee.
95. The Treasurer must or must arrange to:
 - (a) receive all moneys paid to or received by the UPJ and issue receipts for those moneys (if requested) in the name of the UPJ;
 - (b) ensure that any cash received is paid into a bank account of the UPJ within 5 working days of receipt;
 - (c) maintain and manage the investments of the UPJ with the approval of the Committee;
 - (d) make any payments authorised by the Committee or by a general meeting of the UPJ from the UPJ's funds;
 - (e) ensure that outgoing electronic funds transfers are approved by at least two authorised signatories;
 - (f) ensure that the financial records of the UPJ are kept in accordance with the Act and any applicable accounting standards;

- (g) coordinate the preparation of the financial statements of the UPJ and their certification by the Committee prior to their submission to the annual general meeting of the UPJ;
- (h) liaise with the auditor(s);
- (i) ensure that the President and at least one other committee member has access to the accounts and financial records of the UPJ; and
- (j) perform any other duties the Committee resolves from time to time.

96. The Treasurer may delegate any duty or duties with the approval of the Committee.

ORDINARY MEMBERS OF THE COMMITTEE

97. In addition to the Officers specified in Rule 83, the Committee will comprise a minimum of 2 and a maximum of 5 Jewish persons, each of whom must be a member of a Congregational Member or of an Organisational Member.
98. Each ordinary Committee Member will hold office until the Annual General Meeting next after the date of election, but is eligible for re-election subject to Rule 80.

ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS

99. Nominations of candidates for election of Officers of the UPJ or as ordinary Committee Members must be made in writing, and:
- (a) signed by or on behalf of two Congregational or Organisational Members of the UPJ; and
 - (b) delivered to the Secretary of the UPJ not less than 72 hours before the date fixed for the holding of the Annual General Meeting.
100. If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are elected.
101. If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are elected and nominations for all vacant positions may be received at the Annual General Meeting.
102. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (a) the Chairperson of the meeting must appoint a member to act as returning officer to conduct the ballot;

- (b) the returning officer must not be a person who is nominated for any position that is the subject of a ballot at that meeting;
- (c) before the ballot is taken, each candidate may make a short speech in support of his or her election;
- (d) the election must be by secret ballot;
- (e) the returning officer must give a blank piece of paper to:
 - (i) an Officer of a Member or proxy for each Member, who is present in person, for each vote that that the member is entitled to exercise, being 1, 2 or three votes; and
 - (ii) each proxy appointed by a Member for each vote that member is entitled to exercise, being 1, 2 or three votes.
- (f) if the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote;
- (g) if the ballot is for more than one position:
 - (i) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and
 - (ii) the voter must not write the names of more candidates than the number to be elected;
- (h) ballot papers that do not comply with subrule (g) are not to be counted;
- (i) each ballot paper on which the name of a candidate has been written counts as one vote for that candidate;
- (j) the returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes;
- (k) if the returning officer is unable to declare the result of an election under subrule (j) because 2 or more candidates received the same number of votes, the returning officer must either:
 - (i) conduct a further election for the position in accordance with the foregoing Rules (but not this Rule) to decide which of those candidates is to be elected;
 - or

- (ii) with the agreement of those candidates, decide by lot which of them is to be elected.

103. If a ballot is required for the election for a position and the meeting is an Electronic Meeting, then the Secretary is to implement reasonable measures and procedures which ensure that:

- (a) each Officer of a Member or proxy for a Member participating in the meeting (and deemed present for quorum and voting purposes) is in fact an officer of that Member or proxy for that Member;
- (b) the security, authenticity and integrity of voting can be verified;
- (c) voting is confidential;
- (d) a verifiable record is made of any vote or other action taken by electronic means; and
- (e) the notice of meeting states that an Officer of each Member or proxy for each Member will be able to vote by electronic means and set out the method and procedures to enable a such a vote to be cast in any secret ballot; and
- (f) such other matters as the Secretary considers appropriate.

HONORARY COMMITTEE MEMBERS

104. The Committee may, from time to time, by a majority resolution of Committee Members, invite persons to serve as co-opted honorary members of the Committee until the next Annual General Meeting. Those persons may include persons who hold an office meeting any of the descriptions set out in subrules (a)-(f) below:

- (a) the Chairperson or acting Chairperson of the Assembly of Rabbis and Cantors for the time being;
- (b) the immediate past President of the UPJ;
- (c) a nominee of Netzer Australia;
- (d) the President of ARZA Australia, if not otherwise a member of the Committee; and
- (e) the UPJ's appointed representative to the WUPJ Executive Board, if not otherwise a member of the Committee.

105. An honorary member of the Committee will have all the powers and voting rights of a Committee Member and may only be removed by a majority of votes cast in a meeting of the Committee convened for that purpose.
106. Unless the Committee otherwise resolves, the immediate past President of the UPJ may serve office as an honorary member of the Committee, except that if he or she is removed from office at Special General Meeting then he or she is not to serve as an honorary member of the Committee.

VACANCIES

107. The Office of an Officer of the UPJ, or of an ordinary Committee Member, becomes vacant if the Officer or member:
- (a) dies; or
 - (b) ceases to be a member of a Member of the UPJ; or
 - (c) becomes bankrupt; or
 - (d) is convicted of an offence involving fraud or dishonesty; or
 - (e) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001 (Cth)*; or
 - (f) has been certified as incapable or managing their own affairs or the UPJ's affairs; or
 - (g) resigns from Office by notice in writing given to the Secretary.

MEETINGS OF THE COMMITTEE

108. The Committee must meet at least five times in each year at the dates, places and times and using technology, as the Committee may determine, but meetings may not be held on Shabbat nor a day or days in which a Jewish festival is observed and work is not permitted.
109. The date, time and place and technology to be used for the first committee meeting must be determined by the members of the Committee as soon as practicable after the annual general meeting of the UPJ at which the members of the Committee were elected.
110. A special meeting of the Committee may be convened by the President or by any 4 Committee Members.

111. 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.

NOTICE OF COMMITTEE MEETINGS

112. Written notice of each Committee meeting, including an agenda and any papers, must be given to each Committee Member at least 2 business days before the date of the meeting, and may be given by electronic transmission.

QUORUM FOR COMMITTEE MEETINGS

113. Any three Committee Members constitute a quorum for the conduct of the business of a meeting of the Committee.
114. No business may be conducted unless a quorum is present.
115. If within half-an-hour of the time appointed for the meeting a quorum is not present, the meeting will stand adjourned to the same place and the same time and day in the following week.
116. The Committee may act even if there is a vacancy or there are vacancies on the Committee.

PRESIDING AT COMMITTEE MEETINGS

117. At meetings of the Committee:
- (a) a person holding the office of President or, in the President's absence, a Vice-President presides; provided that a person holding the office of President may request another Officer of the UPJ to preside at any meeting; or
 - (b) if all persons holding the Offices of President and Vice-President are absent, or are unable to preside, the committee members present must choose one of their number to preside.

VOTING AT COMMITTEE MEETINGS

118. Questions arising at a meeting of the Committee will be determined on a show of hands or, if three Committee Members request, by a secret ballot taken in such a manner as the person presiding at that meeting may determine.

119. Each Committee 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.
120. A Committee Member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
121. The Committee Member must not be present while the matter is being considered at the meeting, and must not vote on the matter.
122. However, if there are insufficient Committee Members to form a quorum because any Committee Member who has or have a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.
123. A Committee Member is taken not to have a material personal interest:
 - (a) that exists only because the Committee Member belongs to a class of persons for whose benefit the UPJ is established; or
 - (b) that the Committee Member has in common with all, or a substantial proportion of, the members of Members of the UPJ.

MINUTES OF MEETING

124. The Secretary must ensure that minutes are taken and kept of each general meeting.
125. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
126. In addition, the minutes of each Annual General Meeting must include:
 - (a) the names of the Members attending the meeting;
 - (b) proxy forms given to the Chairperson of the meeting, and whether they were accepted as valid;
 - (c) the financial statements for the year ending on 30 June prior to the meeting;
 - (d) the certificate signed by two Committee Members certifying that the financial statements give a true and fair view of the financial position and performance of the UPJ; and
 - (e) any auditor's report or report of a review accompanying the financial statements that is required under the Act.

REMOVAL OF COMMITTEE MEMBER

127. The UPJ in general meeting may, by special resolution, remove any Committee Member before the expiry of the Member's term of office and appoint another member of a Member who is a Jewish person aged 18 years or older in his or her place to hold office until the expiry of the term of the first-mentioned Member.
128. A Committee Member who is the subject of a proposed resolution to remove may make representations in writing to the Secretary and President of the UPJ (not exceeding a reasonable length) and may request that the representations be provided to the Members of the UPJ.
129. The Secretary or the President may give a copy of the representations to each Member of the UPJ at least 72 hours before the meeting at which the removal of that person from the Committee is to determined, or, if they are not so given, the Committee Member the subject of the proposed resolution may require that they be read out at the meeting.

DELEGATION OF POWERS TO SUB-COMMITTEE

130. The Committee may delegate to a member of the Committee, a subcommittee or staff, any of its powers and functions other than:
- (a) this power of delegation; or
 - (b) a duty imposed on the Committee by the Act or any other law.
131. The delegation must be in writing and may be subject to conditions and limitations which the Committee resolves.
132. The Committee may, in writing, revoke a delegation wholly or in part.
133. The delegates must ensure that minutes are taken and kept of each sub-committee meeting, and must provide them to the Secretary within 14 days after each meeting.
134. The minutes must record the following:
- (a) the names of the members in attendance at the meeting;
 - (b) the business considered at the meeting;
 - (c) any resolution on which a vote is taken and the result of the vote; and
 - (d) any material personal interest disclosed;

SEAL

135. The common seal of the UPJ must be kept in the possession of the Secretary.
136. 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 UPJ.

NOTICE TO MEMBERS

137. Any notice that is required to be given to a Member under these Rules may be given by:
- (a) by prepaid post to the address appearing in the Register of Members for a Member that has declined in writing to receive notices by electronic transmission;
- and in all other cases:
- (b) by electronic transmission.

WINDING UP

138. The UPJ will be wound up in accordance with the Act if a special resolution is passed at a Special General Meeting of Members called specially for that purpose.
139. Subject to the Act and any Court order, a resolution to wind up must be accompanied by a resolution identifying to whom any surplus assets of the UPJ are to be distributed. The receipt of those surplus assets is not to be any Member, or former Member, or individual, and must be an entity having deductible gift recipient status under Australian taxation laws.

CUSTODY AND INSPECTION OF BOOKS AND RECORDS²

140. Members may on request inspect free of charge—
- (a) the register of members;
- (b) the minutes of general meetings;
- (c) subject to Rule 141, the financial records, books, securities and any other relevant document of the UPJ, including minutes of Committee meetings.

141. The Committee may refuse to permit a person appointed by a Member to inspect records of the UPJ that relate to confidential, personal, employment, commercial or legal matters, or which would breach privacy laws, or where to do so may be prejudicial to the interests of the UPJ.
142. The Committee must make copies of these Rules available to Members free of charge, on request.
143. Subject to Rule 141, a Member may make a copy of any of the other records of the UPJ referred to in this rule and the UPJ may charge a reasonable fee for provision of a copy of such a record.
144. For purposes of this Rule, relevant documents mean the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the UPJ and includes the following—
 - (a) its membership records;
 - (b) its financial statements;
 - (c) its financial records;
 - (d) records and documents relating to transactions, dealings, business or property of the UPJ.

ANNEXURE A – FORM OF APPLICATION FOR MEMBERSHIP OF THE UPJ

We:

(name)

Of:

(address)

apply to become a Congregational, Organisational, or Provisional Member [delete whichever is inapplicable] of the Union for Progressive Judaism Incorporated.

Attached are:

1. a copy of our Constitution;
2. a certificate from our president / secretary [delete whichever is inapplicable] stating that the constitution document is up to date and in force; and
3. a copy of our list of members current at this time.

We undertake to supply such other information as the UPJ may request in relation to this application.

In the event of admission as a Member, we agree to be bound by the rules of the UPJ for the time being in force.

(signature of or on behalf of Applicant)

(capacity)

(date)

I, a Jewish person aged 18 years or older who is an officer bearer of a Member of the UPJ,

(name)

nominate the applicant, which is personally known to me, for Membership of the UPJ.

(Signature of Proposer)

(Date)

I, a Jewish person aged 18 years or older who is an officer bearer of a Member of the UPJ,

(Name)

second the nomination of the applicant, which is personally known to me, for Membership of the UPJ.

(Signature of Seconder)

(Capacity)

(Date)

ANNEXURE B - FORM OF APPOINTMENT OF PROXY FOR MEETING OF THE UPJ

We, _____
(name)

of _____
(address)

being a Member of _____
(name of UPJ Member)

appoint _____
(name of proxy holder)

of _____
(address of proxy holder)

being a Jewish person aged 18 years of older who is a Member of:

(Name of Member of the UPJ)

as our proxy to vote for us on our behalf at the general meeting of the UPJ, to be held on:

(date of meeting)

and at any adjournment of that meeting.

We authorise our proxy to vote on our behalf at the proxy's discretion, except as follows:

(Set out any exceptions)

Signed: _____

Capacity: _____

Date: _____

Deleted:

ANNEXURE C - LIST OF ORIGINAL MEMBERS

Beit Knesset Shalom – Brisbane (Incorporating Kehillat Shir Chadash – Conservative);

Beit Shalom – Adelaide;

Beth Shalom – Auckland;

Central Coast Shalom Progressive Jewish Congregation Incorporated;

Dunedin Jewish Congregation;

Emanuel Synagogue (formerly, The Congregation of The Temple Emanuel);

Etz Chayim Progressive Synagogue Inc. (formerly, Bentleigh Progressive Synagogue);

Kehillat David Hamelech (Kedem) Inc;

Leo Baeck Centre for Progressive Judaism Inc;

North Shore Temple Emanuel;

Progressive Congregation of the ACT Jewish Community.

Rodef Shalom; Jewish Religious Union;

Tasmanian Union for Progressive Judaism; Hobart Hebrew Congregation;

Temple Beth Israel Inc;

Temple David Congregation Inc;

Temple Shalom Liberal Jewish Congregation of Gold Coast Qld;

Temple Sinai Wellington Progressive Jewish Congregation;

The United Jewish Congregation of Hong Kong; and

United Hebrew Congregation (Singapore).

Organisational Members:

Assembly of Rabbis and Cantors of the Union for Progressive Judaism

Australian Reform Zionist Association;

The Emanuel School;

The King David School; and

Netzer Australia.

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TABLE OF CONTENTS

PURPOSES, OBJECTS AND POWERS OF THE UNION FOR PROGRESSIVE JUDAISM INCORPORATED		1
STATEMENT OF PURPOSES		1
OBJECTS OF THE UPJ		1
POWERS OF THE UPJ		2
RULES OF THE UNION FOR PROGRESSIVE JUDAISM INCORPORATED.....		3
NAME		3
DEFINITIONS AND INTERPRETATION		3
ALTERATION OF RULES		5
QUALIFICATIONS FOR MEMBERSHIP		6
MEMBERSHIP & SUBSCRIPTIONS		6
REGISTER OF MEMBERS		8
CEASING MEMBERSHIP		8
SUSPENSION AND EXPULSION OF MEMBERS		9
DISPUTES AND MEDIATION		10
ANNUAL GENERAL MEETINGS		11
SPECIAL GENERAL MEETINGS		12
NOTICE OF GENERAL MEETINGS		13
QUORUM AT GENERAL MEETINGS		14
PRESIDING AT GENERAL MEETINGS		14
ADJOURNMENT OF MEETINGS		15
VOTING AT GENERAL MEETINGS		15
MANNER OF DETERMINING WHETHER RESOLUTION CARRIED		16
COMMITTEE OF MANAGEMENT		17
OFFICE HOLDERS		18

ORDINARY MEMBERS OF THE COMMITTEE.....	21	Deleted:
ELECTION OF OFFICERS AND ORDINARY COMMITTEE MEMBERS	21	Deleted:
HONORARY COMMITTEE MEMBERS.....	23	
VACANCIES.....	24	Deleted:
MEETINGS OF THE COMMITTEE.....	24	
NOTICE OF COMMITTEE MEETINGS	25	Deleted:
QUORUM FOR COMMITTEE MEETINGS	25	Deleted:
PRESIDING AT COMMITTEE MEETINGS	25	Deleted:
VOTING AT COMMITTEE MEETINGS	25	
MINUTES OF MEETING	26	Deleted:
REMOVAL OF COMMITTEE MEMBER	27	Deleted:
DELEGATION OF POWERS TO SUB-COMMITTEE.....	27	Deleted:
SEAL	28	Deleted:
NOTICE TO MEMBERS	28	Deleted:
WINDING UP	28	Deleted:
CUSTODY AND INSPECTION OF BOOKS AND RECORDS.....	28	
ANNEXURE A – FORM OF APPLICATION FOR MEMBERSHIP OF THE UPJ	30	Deleted:
ANNEXURE B - FORM OF APPOINTMENT OF PROXY FOR MEETING OF THE UPJ.....	32	Deleted:
ANNEXURE C - LIST OF ORIGINAL MEMBERS.....	33	Deleted: