

B'nai B'rith Victoria Incorporated Statement of Purposes

1. The name of the incorporated association is:

B'NAI B'RITH VICTORIA INCORPORATED

2. The Association represents members of B'nai B'rith Australia/New Zealand residing in Victoria whose purpose is contained in its charter; being to:

“work in conjunction with the chartered constituents of B'nai B'rith throughout the world and the members thereof and other B'nai B'rith members, or with other bodies, or independently, for the purposes of uniting persons of the Jewish faith in the work of promoting the highest interests and those of humanity; of developing and elevating the mental and moral character of people of the Jewish faith; of inculcating the purest principles of philanthropy, honour and patriotism; of supporting science and art; alleviating the wants of the poor and the needy; visiting and attending the sick; coming to the rescue of victims of persecution; providing for, protecting and assisting widows and orphans on the broadest principles of humanity and pledging support for the state of Israel.”

3. The Association, in carrying out its philanthropic, charitable and educational purposes as described in paragraph 2, will:

- 3.1 Represent members throughout the State of Victoria
- 3.2 Co-ordinate, plan, promote and conduct activities
- 3.3 Own, manage and administer property including borrowing, investing, lending and otherwise managing finances
- 3.4 Employ staff
- 3.5 Advertise, publicise, disseminate information and encourage membership and involvement with the association and its projects and activities in the State of Victoria
Do all such other things as are incidental or conducive to the attainment of the above purposes.

RULES OF B'NAI B'RITH VICTORIA INCORPORATED

1. Name

The name of the incorporated association is B'nai B'rith Victoria Incorporated (in these Rules called "the Association").

2. Definitions

2.1 In these Rules, unless the contrary intention appears—

Act means the **Associations Incorporation Reform Act 2012**.

B'nai B'rith Entity means any entity operating in the State of Victoria (whether a corporation or an incorporated or unincorporated association, and whether operating as a charitable trust or otherwise) which is not a Victorian based constituent of B'nai B'rith Australia / New Zealand, and which:

- (i) uses or proposes to use "B'nai B'rith" as part of its name, or
- (ii) is treated as being a B'nai B'rith entity by the Association and has aims and objectives that conform to those of B'nai B'rith International and B'nai B'rith Australia /New Zealand, and
- (iii) where the entity allows voting members who are not B'nai B'rith members but voting control within such entity rests with members of B'nai B'rith, and
- (iv) whose President and Vice President (or equivalent office holders, by whatever name called) are members of the Association.

Commissioner means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act.

Constituent means a Lodge, Unit or Chapter of B'nai B'rith Australia/New Zealand within Victoria and holding a charter as a Lodge, Unit or Chapter in Victoria.

Council means the Victorian B'nai B'rith Council.

Eligible Charity means a fund, authority or institution:

- (i) which is charitable at law;
- (ii) gifts or contributions to which are deductible under item 1 of the table in section 30-15 of the Tax Act; and
- (iii) if required under the Tax Act, has purposes similar to the purposes of the Association and which are not carried on for the profit or gain of its Members.

Financial Year means the year ending on 30 June.

General Meeting means a general meeting of members convened in accordance with Rule 14.

Member means a member of the Association by virtue of being:

- (i) a member of a constituent of B'nai B'rith Australia /New Zealand in Victoria,
or
- (ii) a Member at Large of B'nai B'rith Australia /New Zealand residing within
the State of Victoria.

Panel is the panel of mediators appointed pursuant to Rule 10.6.

Register of Members means the register of members kept and maintained by
the Secretary in accordance with Rule 8.1.

Regulations means regulations under the Act.

Scholarship Fund means the fund known as the BB Vic Scholarship Fund (or
such other name approved by the Council from time to time) established
in accordance with Rule 4.

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

2.2 In these Rules, a reference to the Secretary is a reference to the person holding office
under these Rules as Secretary of the Association and who shall also be the Public Officer
of the Association.

3. Alteration of the rules

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

4. Scholarship Fund

- 4.1 The Association may establish and maintain for the purposes of the Association, a
separate Scholarship Fund:
 - 4.1.1 to which gifts of money, property or other contributions for those purposes
must be made;
 - 4.1.2 to which any money or other contributions received by the Association
because of those gifts must be credited; and
 - 4.1.3 that does not receive any other money, property or contributions.
- 4.2 If a Scholarship Fund is established, it will be established and adopted on terms to be
determined by the Council.
- 4.3 The Trustee of the Scholarship Fund will be the Association.
- 4.4 Rules 4.1 – 4.3 apply only if the Association is required to establish a Scholarship
Fund by the Tax Act or if determined by the Council.

5. Membership

5.1 A person shall be a Member of the Association if he or she is:

- 5.1.1 a member of a Victorian based constituent of B'nai B'rith Australia/New Zealand,
or
- 5.1.2 a Member at Large of B'nai B'rith Australia/New Zealand residing in Victoria.

- 5.2 The Secretary of any constituent shall within 21 days after any person becomes a Member of such constituent provide to the Secretary full details of such Member including his or her:
- 5.2.1 address,
 - 5.2.2 telephone numbers and
 - 5.2.3 email address, if any.
- 5.3 The Secretary shall, within 21 days after receipt of the information referred to in sub-rule 5.2 enter the new Member's name in the Register of Members.

6. Entrance fee and annual subscription

- 6.1 The entrance fee (if any) may be fixed at the annual general meeting and unless so fixed is the amount determined by the Council, payable within 21 days of a person becoming a Member.
- 6.2 The annual subscription (if any) may be fixed at the annual general meeting and unless so fixed is the amount determined by the Council, payable in advance on or before 1 August in each year.
- 6.3 The Council is entitled to determine that different fees or subscriptions are payable in respect of any Membership and as between Members or that no fees or subscriptions are payable by one or more Members.
- 6.4 If the first year of membership applicable to the person seeking admission to membership is comprised of less than 365 days, the first year's fees or subscription payable by that person is to be apportioned according to the number of days remaining in that year of membership.
- 6.5 All payments that are required to be made by a Member under these Rules (including but not limited to subscriptions) are exclusive of GST.
- 6.6 If any payment referred to in Rule 6.5 is for, or is in connection with, a supply made by the Association under these Rules on which the Association is liable to pay GST, then such payment will be increased by the prevailing rate of that GST and the Member will pay that increased amount to the Association at the same time and in the same manner as all other payments required to be made.
- 6.7 The Association must issue to the Member a tax invoice for the increased amount referred to in Rule 6.6 within 14 days from the date that the increased amount is required to be paid by the Member.

7. Rights of membership

- 7.1 Subject to these Rules, the Members are entitled to all the rights and privileges of membership of the Association.
- 7.2 A right, privilege, or obligation of a person by reason of the person's Membership:
- 7.2.1 is not capable of being transferred or transmitted to another person; and
 - 7.2.2 terminates on cessation of Membership whether by death or resignation or otherwise as set out in Rule 9.

8. Register of Members

- 8.1 The Secretary must keep and maintain a register of Members containing:
- 8.1.1 the name and address of each Member, and

- 8.1.2 the date on which each Member's name was entered in the register.
- 8.2 The register is available for inspection free of charge by any Member upon request.
- 8.3 A Member may make a copy of entries in the register.

9. Resignation discipline suspension and expulsion of and from membership

- 9.1 Any Member of the Association who resigns or is expelled from any Victorian constituent of B'nai B'rith Australia/New Zealand and does not remain a Member of any other such constituent shall immediately upon such resignation or expulsion cease to be a Member of the Association.
- 9.2 The secretary of such constituent unit shall within 21 days after such expulsion or resignation, advise the Secretary who shall record the date on which the Member ceased to be a Member in the Register of Members.

10. Disputes and mediation

10.1 The grievance procedure set out in this Rule 10 applies to disputes under these Rules between:

- 10.1.1 a Member and another Member, or
- 10.1.2 a Member and the Association.

10.2 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.

10.3 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.

10.4 The mediator must be:

- 10.4.1 a person chosen by agreement between the parties, or
- 10.4.2 in the absence of agreement:

- 10.4.2.1 in the case of a dispute between a Member and another Member, a person appointed by the Council of the Association, or

- 10.4.2.2 in the case of a dispute between a Member and the Association, a person appointed by the Council from the Panel.

10.5 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 or otherwise at law.

10.6 There shall be a Panel of Mediators appointed by the Council from time to time and shall never be more than three in number.

11. Annual general meetings

- 11.1 Subject to the Act, the Council must convene an annual general meeting within five months after the end of each Financial Year.
- 11.2 The Council may determine the date, time and place of the annual general meeting of the Association.
- 11.3 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

11.4 The ordinary business of the annual general meeting shall be:

11.4.1 to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting, and

11.4.2 to receive from the Council reports upon the transactions of the Association during the last preceding Financial Year, and

11.4.3 to elect officers of the Association if required, and

11.4.4 to receive and consider the statement to be submitted by the Association in accordance with section 102 of the Act, and

11.4.5 to appoint an Auditor for the ensuing year.

11.5 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

12. Special general meetings

12.1 In addition to the annual general meeting, any other General Meetings may be held in the same year.

12.2 All General Meetings other than the annual general meeting are special general meetings.

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

12.4 The Council 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.

12.5 The request for a special general meeting must:

12.5.1 state the objects of the meeting, and

12.5.2 be signed by the Members requesting the meeting, and

12.5.3 be sent to the address of the Secretary.

12.6

12.6.1 If the Council 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.

12.6.2 If a special general meeting is convened by Members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Council and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses.

13. Special business

13.1 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.

13.2 This constitution can be altered only by a special resolution at a special general meeting called in accordance with the Act and requires a majority of seventy five percent voting in favour.

14. Notice of General Meetings

14.1 The Secretary of the Association, at least 14 days, or if a special resolution has been proposed 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.

14.2 Notice may be sent:

14.2.1 by prepaid post to the address appearing in the Register of Members, or

14.2.2 if the Member requests, by facsimile transmission or electronic transmission, or

14.2.3 by publication in any periodical newsletter sent to all Members.

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

14.4 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.

15. Quorum at General Meetings

15.1 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.

15.2 Ten Members personally present (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.

15.3 If, within half an hour after the appointed time for the commencement of a General Meeting, a quorum is not present:

15.3.1 in the case of a meeting convened upon the request of Members, the meeting will lapse, and

15.3.2 in any other case, the meeting shall 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 Members given before the day to which the meeting is adjourned) at the same place.

15.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members personally present (being not less than five) shall be a quorum.

16. Presiding at General Meetings

16.1 The President or, in the President's absence, the 1st or 2nd Vice-President, shall preside as Chairperson at each General Meeting of the Association.

16.2 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.

17. Adjournment of meetings

17.1 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.

17.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

17.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 14.

17.4 Except as provided in sub rule 17.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

18. Voting at General Meetings

18.1 Upon any question arising at a General Meeting of the Association, a Member has one vote only.

18.2 All votes may be given personally or by proxy.

18.3 In the case of an equality of voting on a question the motion is deemed lost.

19. Poll at General Meetings

19.1 If, at a meeting, a poll on any question is demanded by not less than 3 Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.

19.2 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.

20. Electronic ballot

20.1 The Association may hold an electronic ballot (if the Council determines) to determine any issue or proposal.

20.2 The Council must:

20.2.1 cause the details of the matter on which the ballot is to be held to be set out in a statement; and

20.2.2 fix the dates for:

20.2.2.1 the giving of access to electronic ballot papers to Members; and

20.2.2.2 the closing of the ballot.

20.3 The Secretary must prepare a roll of the full names and addresses of the Members of the Association who are eligible to vote.

20.4 A Member whose name is on the roll is entitled to vote in the ballot, and no Member is otherwise so entitled.

20.5 Electronic voting is to be by means of email or other electronic means determined by the Council. The other electronic means of voting may include requiring Members to access a voting website and to vote in accordance with directions contained on that website.

20.6 The Secretary must ensure that the form for the electronic ballot paper contains:

20.6.1 instructions for completing the voting paper;

20.6.2 the question to be determined; and

- 20.6.3 the means of indicating the voter's choice on the question to be determined.
- 20.7 The Secretary must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each Member entitled to vote:
- 20.7.1 access to an electronic ballot paper, or to a voting website or electronic application containing an electronic ballot paper, that complies with this Rule;
- 20.6.2 access to information about:
- 20.6.2.1 how the ballot paper must be completed;
- 20.6.2.2 the closing date of the ballot; and
- 20.6.2.3 if voting is by email—the address where the ballot paper is to be returned; or
- 20.6.2.4 if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot paper is to be sent to the Secretary.
- 20.8 Each Member entitled to vote must vote in accordance with the instructions contained in the information.
- 20.9 If the ballot is a secret ballot, the Secretary must ensure that the identity of the voter cannot be ascertained from the form of the electronic ballot paper.
- 20.10 An electronic ballot paper must be sent to the Secretary no later than the close of the ballot.
- 20.11 The Secretary must ensure that all electronic ballot papers are stored securely until the counting of the votes begins.
- 20.12 A ballot paper of a voter who votes by means of electronic voting is informal if the voter has failed to record a vote in accordance with the information provided by the Secretary.
- 20.13 Despite Rule 20.12, if, in the opinion of the Secretary, a voter's intention is clearly indicated on a ballot paper, the ballot paper is not informal merely because it contains an unnecessary mark.
- 20.14 As soon as practicable after the close of a ballot conducted by electronic voting, the Secretary must:
- 20.14.1 review all information and reports about the electronic ballot;
- 20.14.2 reject as informal any votes that do not comply with the requirements of this Rule 20; and
- 20.14.3 ascertain the results of the electronic ballot.
- 20.15 The Secretary must make out and sign a statement of the result of the ballot.
- 20.16 On the declaration of the Secretary of the result of the ballot, the Council must cause an entry to be made in the minute book showing the result of the ballot.
- 20.17 The Secretary must forward a copy of the statement to the President, or in their absence, the Vice-Presidents, who must announce the result of the ballot at the next General Meeting.
- 20.18 In the case of a special resolution, the Association must cause the result of the ballot to be notified in writing to its Members as soon as practicable after the ballot.
- 20.19 The Secretary must retain:

20.14.1 all ballot papers;

20.14.2 all records relating to electronic voting (whether formal or otherwise); and

20.14.3 all rolls,

used in connection with the conduct of the ballot, in accordance with this Rule 20.

20.20 The Secretary must retain the items referred to in Rule 20.19 in secure storage for a period of not less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the Council to retain those items for a longer period.

21. Manner of determining whether resolution carried

If a question arising at a General Meeting of the Association is determined on a show of hands:

21.1 a declaration by the Chairperson that a resolution has been:

21.1.1 carried, or

21.1.2 carried unanimously, or

21.1.3 carried by a particular majority, or

21.1.4 lost,

21.2 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.

22. Proxies at a General Meeting

22.1 Each Member is entitled to appoint another Member as a proxy at a General Meeting 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.

22.2 The notice appointing the proxy must be in the form set out in Appendix 1.

23. Electronic and remote meetings

23.1 A General Meeting may be held using any audio, audio-visual or other technology that enables the participating Members to simultaneously hear each other and participate in discussion.

23.2 A Council meeting may be held using any audio, audio-visual or other technology:

23.2.1 that enables the participating Council members to simultaneously hear each other and participate in discussion; or

23.2.2 to which all Council members have consented.

23.3 A meeting referred to in Rules 23.1 and 23.2 may be held by audio or audio-visual technology for all participating Members or Council members, or only for Members or Council members who are unable to be physically present.

23.4 A meeting held by audio or audio-visual technology must comply with all general requirements of proceedings as contained in Rules 11 – 22 for General Meetings or Rules 29 – 34 for Council meetings.

23.5 Notice given in accordance with Rule 14 for General Meetings or Rule 30 for Council meetings must specify if a meeting is to be held by audio or audio-visual technology, and the technology that will be used for the meeting.

23.6 A minute certified by the Chairperson of such a meeting will be conclusive evidence of the proceedings at that meeting and the observance of all necessary formalities.

23.7 A Council member's consent under Rule 23.2 may be a standing one and may only be withdrawn within a reasonable period before the meeting.

23.8 If a General Meeting or Council meeting is held by audio or audio-visual technology:

23.8.1 a Member or Council member is treated as present if the Member or Council member is able to hear and be heard by all others attending; and

23.8.2 unless the Council is notified that a Member or Council member is leaving the meeting, the Member or Council member will be assumed to have been present for the duration of the meeting.

23.9 If a meeting is held using any other technology consented to by all Council members, the Council must determine the basis on which Council members are treated as present.

24. Committee of management – the Victorian B'nai B'rith Council

24.1 The affairs of the Association shall be managed by the Victorian B'nai B'rith Council.

24.2 The Council:

24.2.1 shall control and manage the business and affairs of the Association, and

24.2.2 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

24.2.3 subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Council to be essential for the proper management of the business and affairs of the Association.

24.3 Subject to section 77 of the Act, the Council shall consist of:

24.3.1 the officers of the Association, who shall be elected at every second annual general meeting, and

24.3.2 each elected President of a functioning Victorian based constituent of B'nai B'rith Australia / New Zealand during the term of his or her presidency, and

24.3.3 the Immediate Past President of the Victorian B'nai B'rith Council who shall act as Monitor and Returning Officer for elections conducted under these Rules (however should the Immediate Past President be unable to act in that capacity then the Returning Officer must be appointed by the Victorian B'nai B'rith Council), and

24.3.4 the senior representative of B'nai B'rith Australia/New Zealand residing in Victoria, and

24.3.5 the Chair or President of each B'nai B'rith Entity, as defined in Rule 2.1, or his/her representative provided always that such representative is a Victorian based Member of the Association.

25. Office holders and their duties

25.1 The officers of the Association shall be:

25.1.1 **a President** who has overall responsibility for providing leadership to the Council, Executive, Members and staff of the Association and in particular is required to:

25.1.1.1 actively promote B'nai B'rith Victoria within the community, acting as the figurehead for the Association

25.1.1.2 coordinate the Council and staff in developing Association strategy

25.1.1.3 ensure all officers fulfil their roles and responsibilities

25.1.1.4 ensure the ongoing development of the skills and knowledge of the officers & Council

25.1.1.5 ensure effective communication with members of the Council and general Members

25.1.1.6 ensure the Council as a whole and officers individually, regularly assess their performance

25.1.1.7 ensure all policies are adhered to

25.1.1.8 chair all Association meetings

25.1.1.9 ensure the Council meets regularly.

25.1.2 **a First Vice-President and Second Vice President** who both shall have responsibility for developing Strategic Planning and assisting the President and:

25.1.2.1 act in the position of President in the temporary absence of the President

25.1.2.2 be responsible for the preparation of all Strategic Plans

25.1.2.3 otherwise assist all other Council members as requested.

25.1.3 **a Treasurer** who has overall responsibility for co-ordinating the financial operations of the organisation and in particular shall:

25.1.3.1 supervise the collection and receipt of all monies and oversee the payments of accounts

25.1.3.2 be responsible for ensuring the account books and the financial records of the Association including recording income expenditure and cash flow are prepared and presented as required

25.1.3.3 present for approval to the Victorian B'nai B'rith Council at the first meeting in each Financial Year an Annual Budget

25.1.3.4 oversee the presentation of the current bank statements and financial records and status at the Council meetings

25.1.3.5 ensure all financial accountability in regards of funding is adhered to and that an annual audit is carried out by an accredited accountant

25.1.3.6 ensure that quarterly BAS statements and all or any payments due are forwarded to the ATO

25.1.3.7 be responsible for payroll for employees, ensuring correct fortnightly payments of salaries, regular superannuation payments and record keeping of all forms of leave including long service leave

25.1.3.8 be responsible for the preparation of annual financial results for the Annual Report.

25.1.4 ***A Secretary who shall also be the Public Officer*** and who shall be responsible for the administrative functions of the organisation and ensure compliance with legal requirements governing Incorporations and whose duties shall include:

25.1.4.1 overseeing the recording of all in-coming and out-going correspondence, and ensure there is a flow of information to and from the Council

25.1.4.2 ensuring that official files and records are kept and maintained

25.1.4.3 organising all meetings of the Council

25.1.4.4 ensuring that minutes of meetings are taken and archived

25.1.4.5 assisting in the preparation of the Annual Report and Annual General Meeting

25.1.4.6 liaising with the President as to meeting Agenda

25.1.4.7 handling major correspondence on behalf of the Council.

25.2 The provisions of rule 26, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in sub rule 25.1.

26. Eligibility of office holders and term of office

26.1 To be eligible to hold the office of President or Vice President of the Association a Member must be a Past President of a Constituent of B'nai B'rith Australia/New Zealand.

26.2 A Member of the Association who is a President of a functioning Victorian based Constituent of B'nai B'rith Australia/New Zealand is ineligible to hold an office referred to in Rule 25 during his or her presidency.

26.3 Each officer of the Association shall hold a particular office until the second annual general meeting next after the date of his or her election but is eligible for re-election to that office for one further similar term.

26.4 On completion of his or her second term, an office holder shall be ineligible for re-election, in that office, for a period of two years.

26.5 The Members of the Association may, by special resolution, waive the operation of sub rule 26.4 for a particular office for a particular term.

26.6 In the event of a casual vacancy in any office referred to in sub rule 26.3, the Council may appoint another eligible Member of the Association 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.

27. Election of Officers

27.1 Nominations of candidates for election as officers of the Association must be:

27.1.1 made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination), and

27.1.2 delivered to the Immediate Past President of the Association not less than 30 days before the date fixed for the holding of the annual general meeting and if there is more than one nomination for a particular office the Immediate Past President shall inform the Secretary providing details of candidates and the Secretary shall inform Members by notice no less than 14 days before the date of the annual general meeting of the names and details of those candidates and that an election is to be held. In the said notice the Secretary shall also give the names of those Officers deemed to have been elected.

27.2 A candidate may only be elected to one office.

27.3 If no more than one nomination is received to fill a particular Office of the Council, the candidate nominated shall be deemed to be elected.

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

27.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.

27.6 The ballot for the election of officers must be conducted at the annual general meeting by secret ballot of those Members present and proxies.

28. Vacancies

The office of an officer of the Association becomes vacant if the officer:

28.1 ceases to be a Member of the Association, or

28.2 becomes a declared bankrupt, or

28.3 resigns from office by notice in writing given to the Secretary.

29. Meetings of the Council

29.1 The Council must meet at least 6 times in each year at such place and such times as the Council may determine.

29.2 Special meetings of the Council may be convened by the President or by any four members of the Council.

30. Notice of Council meetings

30.1 Written or electronic notice of each Council meeting must be given to each member of the Council at least 5 business days before the date of the meeting.

30.2 Written or electronic notice must be given to members of the Council 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.

31. Quorum for Council meetings

31.1 Any seven members of the Council constitute a quorum for the conduct of the business of a meeting of the Council provided that at least two Presidents and two office bearers of the Association are in attendance.

31.2 No business may be conducted unless a quorum is present.

31.3 If, within half an hour of the time appointed for the meeting, a quorum is not present:

31.3.1 in the case of a special meeting, the meeting lapses or

31.3.2 in any other case, the meeting shall stand adjourned to the same place and the same time and day in the following week.

32. Presiding at Council meetings

At meetings of the Council:

32.1 the President or, in the President's absence, one of the Vice-Presidents presides; or

32.2 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.

33. Voting at Council meetings

33.1 Questions arising at a meeting of the Council, or at a meeting of any subcommittee appointed by the Council, shall be determined on a show of hands or, if a Council member requests, by secret ballot.

33.2 Each member (or his or her proxy) present at a meeting of the Council, or at a meeting of any subcommittee appointed by the Council (including the person presiding at the meeting), is entitled to exercise the number of votes specified in Rule 34 and, in the event of an equality of votes on any question, the question shall be deemed to have been decided in the negative.

34. Voting entitlements at Council meetings

34.1 Each elected officer of the Association is entitled to one vote.

34.2 Each President (or his or her proxy) of a Victorian based Constituent of B'nai B'rith Australia/New Zealand is entitled to one vote and an additional vote for every 50 members of his or her Constituent after the first 50 such members, determined from the Association's Register of Members as at July 1 of each year, up to a maximum of five votes per Constituent.

34.3 The senior elected representative of B'nai B'rith Australia/New Zealand residing in Victoria (or his or her proxy) is entitled to one vote.

34.4 Each eligible representative of an approved B'nai B'rith Entity is entitled to one vote.

34.5 The Immediate Past President of the Association is entitled to one vote.

35. Removal of Officer

35.1 The Association in General Meeting may, by resolution, remove any officer of the Association before the expiration of his/her 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 officer.

35.2 An Officer who is the subject of a proposed resolution referred to in sub rule 35.1 may make representations in writing to the Secretary or President of the Association and may request that the representations be provided to the Members of the Association.

35.3 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.

36. Minutes of meetings

- 36.1 The Secretary of the Association, or his or her nominated replacement, must keep and prepare accurate minutes of:
- 36.1.1 the resolutions and proceedings of each General Meeting and each Council meeting;
 - 36.1.2 the names of persons present at each Council meeting;
 - 36.1.3 any disclosures or notices of interests; and
 - 36.1.4 any other matters for which the Act requires minutes to be kept.
- 36.2 In accordance with and subject to the Act, the Association must ensure that the minutes of each General Meeting (including accounting records and financial statements) are available for inspection by Members without charge unless otherwise permitted under the Act.
- 36.3 A Member entitled to have access to minutes of General Meetings (including accounting records and financial statements) may ask the Association, in writing, for a copy of any minutes of any General Meeting (including accounting records and financial statements).
- 36.4 A Member is not entitled to have access to, or to obtain copies of, any minutes of Council meetings unless otherwise determined by the Council either generally or in any particular case or unless otherwise required under the Act.

37. Disposition of Funds

The assets and income of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed either directly or indirectly to the Members of the Association except as bona fide remuneration for services rendered or expenses incurred on behalf of the Association.

38. Funds

- 38.1 The Treasurer of the Association must:
- 38.1.1 collect and receive all money due to the Association and make all payments authorised by the Association and
 - 38.1.2 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.
- 38.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two Officers of the Association.
- 38.3 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Council determines.

39. Seal

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

39.2 The common seal must not be affixed to any instrument except by the authority of the Council and the affixing of the common seal must be attested by the signatures either of two Members of the Council or, of one Member of the Council and of the Public Officer of the Association.

40. Notice to Members

Except for the requirement in Rule 14, any notice that is required to be given to a Member, by or on behalf of the Association, under these Rules may be given by:

40.1 delivering the notice to the Member personally, or

40.2 sending it by prepaid post addressed to the Member at that Member's address shown in the Register of Members, or

40.3 facsimile transmission, if the Member has requested that the notice be given to him or her in this manner, or

40.4 electronic transmission, if the Member has requested that the notice be given to him or her in this manner, or

40.5 publication in any periodical newsletter sent to all Members.

41. Winding up

41.1 On the first to occur of:

41.1.1 the winding up or cancellation of the Association; or

41.1.2 if the Association is endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act, revocation of the Association's endorsement as a deductible gift recipient; or

41.1.3 if the Association is endorsed as an income tax exempt charity under subdivision 50-B of the Tax Act, revocation of the Association's endorsement as an income tax exempt charity,

all surplus assets of the Association, after satisfaction of all debts and liabilities of the Association, must be paid, distributed or transferred to:

41.1.4 one or more Eligible Charities; or

41.1.5 to the extent required or permitted by the Tax Act, funds, charitable at law, which comply with the requirements of item 2 of the table in section 30-15 of the Tax Act,

but if the Association is never endorsed as a deductible gift recipient under subdivision 30-BA of the Tax Act, paragraph (ii) of the definition of Eligible Charity will not apply.

41.2 If the Association maintains a Scholarship Fund, on the first to occur of:

41.2.1 the winding up or dissolution of the Scholarship Fund; or

41.2.2 the revocation of the endorsement of the Scholarship Fund as a deductible gift recipient under subdivision 30-BA of the Tax Act,

the remaining assets or property (if any) forming part of the Scholarship Fund must be transferred in accordance with the terms of the Scholarship Fund.

- 41.3 Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this Rule 41 must be made in accordance with those conditions.
- 41.4 The identity of an Eligible Charity for the purposes of this Rule 41 will be determined by the Council and (if applicable) approved by the Commissioner and, in default, will be determined by the Supreme Court of Victoria.

42. Custody and inspection of books and records

- 42.1 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.
- 42.2 All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any Member upon request.
- 42.3 A Member may make a copy of any accounts, books, securities and any other relevant documents of the Association.

APPENDIX 1

FORM OF APPOINTMENT OF PROXY

I,

(name)

of

(address)

being a Member of

B'nai B'rith Victoria Incorporated

appoint

(name of proxy holder)

of

(address of proxy holder)

being a Member of that Incorporated Association, as my proxy to vote on my 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 proxy is authorised to vote ****in favour of/*against*** (*delete not applicable*) the following resolution: *[insert details of resolution]*

Signed

Date

*Delete if not applicable
