

LAWS OF THE ST KILDA HEBREW CONGREGATION INC.

30th Apr 1984

INCLUDING AMENDMENTS AS PASSED

5 Aug 1986, 9 Sep 1986, 24 Aug 1988, 7 Sep 1998, 4 Sep 2000,
28 Aug 2017, 21 Feb 2018, 24 Aug 2020, 30th Aug 2021

MAJOR REVISION

26th Aug 2013

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INTRODUCTION

The original Laws of the St. Kilda Hebrew Congregation were drafted by a sub-committee consisting of Messrs. F D Michaelis, Joseph Levi JP, A D Hart and I Jacobs, and adopted at a general meeting of Members held on the 19th day of September, 1909. In 1988, the Laws were fully reprinted incorporating all amendments to August 24, 1988.

In 1951 the Parliament of Victoria enacted the Associations Incorporation Act which was proclaimed to take effect on July 1, 1953. At a Special General Meeting of Members held on the 30th day of April 1984 the Congregation resolved to become incorporated under the Act and adopted new Laws to give effect to that decision and the provisions of the Act.

Since 1988 there have been further amendments to the Laws and in addition the Board of Management felt that the language of the Laws should be simplified. As a result, these Laws were adopted at a Special General Meeting of Members held on 7 September, 1998.

In 2012, the Parliament of Victoria enacted the Associations Incorporation Reform Act 2012 which was proclaimed to take effect on 26 November, 2012. This Act introduced new provisions that are required to be included in the Laws. New Laws, incorporating the additional requirements, were presented to and adopted by the Members at a Special General Meeting held on 26th day of August 2013 and the new Laws were approved by the Registrar of Incorporated Associations.

1. NAME

The name of the Congregation shall be St. Kilda Hebrew Congregation Incorporated “*Ohavei Shalom* - Lovers of Peace” (“the Congregation”).

2. INTERPRETATION

2.1 In these Laws unless the contrary intention appears the following words and expressions have the meanings set opposite:

The Act	The Associations Incorporation Reform Act 2012 of the State of Victoria including any amendments thereto or re-enactments thereof and regulations made thereunder.
Board	The Board of Management of the Congregation as specified in Law 9.
By-Laws	The By-Laws made by the Board under Law 9.7(c).
Chief Executive Officer (“CEO”)	The person for the time being appointed as such. The CEO must carry out all duties and responsibilities of the Secretary in accordance with the Act.
Financial Year	The year ending on 31st March.
General Meeting	A general meeting of Members convened in accordance with Law 10.1.
Gift Fund	The public fund established in accordance with clause 33. Responsible Person - an individual who - (a) performs a significant public function; or (b) is a member of a professional body having a code of ethics or rules of conduct; or (c) is officially charged with spiritual functions by a religious institution; or (d) is a director of a company whose shares are listed on the ASX Limited; or (e) has received formal recognition from government for services to the community; or (f) is approved as a Responsible Person by the Commissioner.
Member	A Member of the Congregation and where the context permits includes Junior Members.
Office Holder	Any person defined as an office holder under section 82 of the Act.
Register of Members	The Register required to be kept under Law 7.
Regulations	Regulations made under the Act.
Secretary	The person occupying that office under Law 2.2.

2.2 In these Laws a reference to the Secretary is a reference:

- (a) Where the Congregation has appointed a CEO, to that person; but
- (b) If there is no CEO, the person who, by law, must be appointed as the Secretary of the Congregation by the Board from within its number at its first meeting following Shabbat Bereshit, or if that person subsequently resigns or is removed from the position of Secretary by the Board, the person subsequently appointed by the Board from within its number. The Board may remove a person from the position of Secretary if it considers that person unable or unwilling to properly perform the role in accordance with the duties under the Act, the Congregation’s Laws or By-Laws..

2.3 Words or expressions contained in these Laws shall be interpreted in accordance with the provisions of the Act and Interpretation of Legislation Act 1984.

3. OBJECTS

- 3.1 The **principal** objects for which the Congregation is formed are to:
- 3.1.1 Arrange and conduct Orthodox Jewish Religious Services.
 - 3.1.2 Promote the development, maintenance and observance of the laws customs and traditions of Orthodox Judaism.
 - 3.1.3 Arrange and conduct lectures, courses of education, schools, youth activities and cultural and social activities of all descriptions.
 - 3.1.4 Affiliate with relevant roof bodies of the Jewish Community of Victoria and other Jewish communal organisations with objects not inconsistent with the objects of the Congregation and to withdraw any such affiliation as the Board may determine from time to time.
- 3.2 **Ancillary objects:** For the purpose of achieving the principal objects set out in clause 3.1, the Congregation has and will continue to –
- 3.2.1 solicit and obtain funds from the public in order to finance the pursuit of the principal objects of the Congregation and to conduct programmes and activities for the purpose of raising funds to be applied solely for the objects of the Congregation;
 - 3.2.2 subscribe to, become a member of and co-operate with any other Congregation association club or organization whether incorporated or not whose objects are altogether or in part similar to those of the Congregation provided that the Congregation shall not subscribe to or support with its funds any club association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Congregation under and by virtue of this Constitution;
 - 3.2.3 administer any other funds into which all gifts, contributions, donations and bequests to the Congregation for the purposes of the Congregation will be credited;
 - 3.2.4 conduct public programs including education programs, social and community programs and research programs;
 - 3.2.5 disseminate information relating to religious, education and community programs and to produce, edit, publish, issue, sell, circulate and preserve such papers, periodicals, books, circulars and other literary matters as are conducive to these objects;
 - 3.2.6 establish and maintain relationships and close communications with corporations, entities, associations, foundations, institutions, organisations and groups including Federal, State and Local Government instrumentalities, both locally and internationally authorities and professionals that may have related interests to the Congregation and utilise their resources and facilities to provide and achieve the objects of the Congregation;
 - 3.2.7 seek and co-ordinate funding from Federal, State and Local Government and the private sector both locally and internationally in the form of grants, gifts, donations and bequests in order to finance the pursuit of the objects of the Congregation and to conduct programmes and activities for the purpose of obtaining funding to be applied solely for the objects of the Congregation;
 - 3.2.8 enter into any arrangements with any government or other authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Congregation and to obtain from any such government or authority any rights privileges and concessions which the Congregation may think is desirable to obtain and to carry out exercise and comply with any such arrangements rights privileges and concessions;
 - 3.2.9 encourage and promote and generally to create greater community awareness in the knowledge and understanding of the objects of the Congregation;
 - 3.2.10 provide or attract funds for the facilitation of any of the objects of the Congregation; and
 - 3.2.11 do all such other things as are incidental or conducive to the attainment of the objects and aims of the Congregation and its Members.

4. MEMBERSHIP

4.1 Members

Any person who is Jewish according to Halacha and has attained the age of eighteen years, who wishes to become a Member must apply to the Secretary on the prescribed form to become a Member.

4.2 Junior Members

(a) Any person who is Jewish according to Halacha and who is:-

- (i) under or of primary school age; or
- (ii) a bona fide full time student under the age of 25 years;

who wishes to become a Junior Member must apply in writing to the Secretary on the prescribed form to become a Junior Member.

(b) Junior Members are entitled to such privileges as the Board from time to time determines.

5. TERMINATION OF MEMBERSHIP

5.1 Cessation

Any Member who fails to pay any account within four months of the date the account is rendered may by resolution of the Board which must be notified in writing to such Member cease to be a Member unless within one calendar month of the date the notice is given the account is paid.

5.2 Suspension or Expulsion

The Board may suspend or expel any Member but not until he or she has been given an opportunity for explanation whether verbally or in writing to the Board in accordance with Laws 21-26.

5.3 Resignation

Any Member may by notice in writing to the Secretary resign as a Member but all monies owing by that Member remain due payable and recoverable.

5.4 Rights Personal

Rights, privileges or obligations of members:

- (a) are not capable of being transferred or transmitted to another person; and
- (b) terminate upon cessation of membership whether by death resignation or otherwise.

6. LIFE GOVERNORS and LIFE MEMBERS

6.1 Life Governors

(a) At an Annual General Meeting or Special General Meeting the Congregation may on the recommendation of the Board confer on any Member by way of honour a dignity called Life Governor but so that:

- (i) Only Past Presidents are eligible to be elected Life Governors; and
- (ii) There may not be more than six Life Governors at any time.

6.2 Life Members

- (a) The Congregation may on the recommendation of the Board confer on any Member who has made an outstanding contribution to the Congregation over a significant period of time a dignity called Life Member.
- (b) Life Members shall be elected at an Annual General Meeting or Special General Meeting.
- (c) Only two Life Members may be elected at any meeting of Members.
- (d) There may not be more than twelve Life Members at any time.

6.3 General Provisions

- (a) At any an Annual General Meeting or Special General Meeting the Congregation may withdraw the election of a Life Governor or Life Member.
- (b) Life Governors and Life Members are entitled to such privileges as are determined by the Board or the Congregation.

7. REGISTER OF MEMBERS

- 7.1 The Secretary must keep and maintain a register of Members containing:
- (a) The full Member's name and address
 - (b) the category of membership,
 - (c) the date the person became a member
 - (d) the date of the person's membership ceased, and
 - (e) such other information as the Act requires.
- 7.2 Subject to sections 58 and 59 of the Act, the register must be available at all reasonable times for inspection by Members at the office of the Congregation during normal business hours.

8. FEES, SEAT RENTALS AND SUBSCRIPTIONS

- 8.1 The Board is responsible for determining the amount of all joining fees, membership fees, seat rentals and all other monies payable and for the manner in which they are to be paid.
- 8.2 A Member is non-financial if he or she is in arrears of any amount to the Congregation.

9. BOARD OF MANAGEMENT

9.1 Composition

- (a) The management of the Congregation is vested in a Board of honorary officers consisting of a President, Vice-President, Immediate Past President, Treasurer and ten Members of whom at least four must be male.
- (b) The President, Vice-President, and five Members must retire annually but are eligible for re-election except that no President or Vice-President may hold office in that capacity for more than two successive years (excluding any period served to fill a casual vacancy under Law 9.3) unless recommended to serve a further year to the Annual General Meeting by at least three-quarters of the total number of Board Members and particulars of such recommendation are contained in the notice required by Law 10.4.
- (c) The Treasurer holds office for two years and is eligible for re-election.
- (d) Any Past President who is not a Member of the Board may while he remains a Member of the Congregation attend and speak at Board meetings but may not vote.

- (e) The Chief Minister may if invited by the Board attend and speak at Board meetings but may not vote.
- (f) Subject to Law 9.1(g):
 - (i) Only persons who have been elected as Members under Law 4.1 for at least twelve months and are financial at the date of nomination and at the date of election are eligible for election to the Board.
 - (ii) Only Members who have been Members of the Board for at least twelve months are eligible for the office of President or Vice President.
- (g) The restrictions contained in Law 9.1(f)(ii) do not apply if at least three-quarters of the total number of Members of the Board recommend to the Meeting of Members at which the election is to take place that such restrictions are not to apply to a particular nomination.
- (h) All persons elected at any Annual General Meeting:
 - (i) Assume office on the immediately following Shabbat Bereshit; and
 - (ii) Continue in office until his or her successor has been elected and assumed office.

9.2 Cessation

A Member of the Board ceases to hold office if he or she:

- (a) resigns his or her office by written notice to the Board;
- (b) ceases to be a Member;
- (c) dies or becomes insolvent under administration within the meaning of section 38 of the *Interpretation of Legislation Act 1984*;
- (d) becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*;
- (e) removes his or her residential address outside the State of Victoria;
- (f) is removed from office by Special Resolution at a General Meeting of Members but if the Member proposed to be removed makes representations in writing to the President and requests that they be notified to the Members the President may send a copy of the representations to each Member or, if he declines to do so the Member may require that they be read out at the meeting;
- (g) is absent from three consecutive meetings without leave of absence; or
- (h) a statutory manager is appointed under section 116 of the Act to conduct the affairs of the Congregation.

9.3 Casual Vacancies

- (a) The Board may elect a person to fill any casual vacancy occurring on the Board but if a casual vacancy occurs in the office of President, Vice-President or Treasurer the Board must fill such vacancy
- (b) Any person elected to fill a casual vacancy only holds office until the next Annual General Meeting but is eligible for re-election.

9.4 Meetings

- (a) The Board shall meet as often as may be considered advisable.
- (b) A quorum is six Members present in person.
- (c) The President is the Chairman of the Board and has a casting vote (in addition to his deliberative vote) in the event of an equality of votes. In the absence of the President the provisions of Law 10.8(a) apply.
- (d) The Board may hold meetings, or permit members of the Board to participate in meetings, by using any technology that allows members to clearly and simultaneously communicate with each other participating member.

- (e) The Board must ensure that minutes are taken and kept of each Board meeting. The minutes must record the following:
 - (i) the names of the attendees;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) any material personal interest disclosed under Law 9.7.

9.5 Voting

Voting is by simple majority and each Board Member has one vote.

9.6 Powers

- (a) Subject to paragraph (b) the Board may exercise all the powers which the Congregation may exercise which are not by the Laws, by the Act or by law required to be done by the Congregation in General Meeting.
- (b) The Board is at all times subject to any directions given by a General Meeting.
- (c) Subject to any conditions with the By-Laws, the Board may also make By Laws not inconsistent with the Laws for the management of the business and affairs of the Congregation.

9.7 Material Personal Interest

A Board member who has a material personal interest in a matter being considered at a Board meeting must:

- (a) as soon as he or she becomes aware of his or her interest in the matter, disclose the nature and extent of that interest to the Board;
- (b) disclose the nature and extent of that interest at the next General Meeting of the Congregation; and
- (c) except as provided in section 81(2) of the Act, not be present while the matter is being considered at the meeting nor vote on the matter.

9.8 Indemnity to Office Holders

The Congregation must indemnify each of its Office Holders against any liability incurred in good faith by the Office Holder in the course of performing his or her duties as an Office Holder.

10. MEETINGS OF MEMBERS

10.1 Meetings

A general meeting of Members to be known as the Annual General Meeting must be held within five (5) months after the end of the Financial Year. All other general meetings of Members are Special General Meetings.

10.2 Business of Annual General Meeting

- (a) To confirm the Minutes of the previous Annual General Meeting and of any Special General Meeting held subsequently.
- (b) The presentation and consideration of the Annual Report of the Board and the Statement of Accounts of the Treasurer.
- (c) The election of office bearers and Members of the Board.
- (d) The appointment of the Auditor.
- (e) The consideration of any motion or other item raised by a member of which not less than seven days' notice in writing has been given to the Secretary.
- (f) General Business.

10.3 Voting at General Meetings

At all general meeting:

- (a) Members elected under Law 4.1 are entitled to attend, speak, move and second motions and vote.
- (b) Junior Members are entitled to attend and speak but not move or second motions or vote; and
- (c) Life Governors and Life Members are entitled to attend and speak but unless entitled under Law 10.3 (a) not move or second motions or vote;
- (d) Each Member has one vote only which may be given personally or by proxy;
- (e) Only financial Members are entitled to vote.

10.4 Notices

- (a) At least fourteen clear days' notice of every Annual or Special General Meeting must, unless otherwise provided, be given to every Member of the Congregation.
- (b) The notice must state the business to be considered at such meeting and in the case of the Annual General Meeting a copy of the Annual Report and Statement of Accounts must accompany the notice.
- (c) At least twenty-eight days prior to the Annual General Meeting the Secretary must send a notice to all Members calling for nominations for the requisite number of office bearers and Board Members of the Board.
- (d) Nominations close at least eighteen days prior to the Annual General Meeting.

10.5 Special General Meetings

- (a) Special General Meetings may be convened by the President and must be convened by him upon receiving a requisition signed by not less than thirty financial members.
- (b) The requisition must state the purpose for which the meeting is required and no other subject may be discussed at the meeting.
- (c) The meeting must be convened by the President within twenty-one days of the requisition being received failing which the Secretary must forthwith convene the same.

10.6 Quorum

At all General Meetings a quorum is fifteen financial Members present in person who are entitled to vote.

10.7 Adjournment

- (a) If a quorum is not present within thirty minutes of the time appointed the meeting if convened on the requisition of Members is dissolved and in all other cases stands adjourned to a time and place announced by the President at the time of adjournment.
- (b) If a quorum is not present at the adjourned meeting within thirty minutes of the time appointed the Members present and entitled to vote form a quorum.
- (c) The Chairman may with the consent of the meeting adjourn it to a time and place determined by the meeting but no business may be transacted at any adjourned meeting other than the unfinished business from that meeting.

10.8 Chairman

- (a) The President or his or her nominee must chair all meetings of members. In the absence of the President and his or her nominees the Vice-President presides. In the absence of both of them, the Immediate Past President or in their absence a Board member present presides.
- (b) The chairman has a casting vote (in addition to his deliberative vote) in the event of an equality of votes.
- (c) All Rules of Motion or of Order are decided by the Chairman.

10.9 Voting

- (a) All questions arising at General Meetings are to be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost is conclusive and an entry to that effect in the minutes of the Congregation is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (b) If the business involves the expenditure of funds a special resolution is required unless the resolution is recommended by the Board in which case a simple majority only is required.
- (c) Subject to sub-paragraph (d) hereof, at any General Meeting if a poll on any question is demanded by at least three Members:
 - (i) the poll must be taken at that meeting in the manner directed by the Chairman and does not need to be taken immediately but must be taken before the closure of the meeting;
 - (ii) The result of the poll is the resolution of the meeting on that question.
- (d) If the poll that is demanded is on the election of a Chairman or on a question of an adjournment, the poll must be taken immediately.
- (e) All elections must be conducted in accordance with Law 11 and the declaration of elections must be made at the Annual General Meeting.
- (f) Each Member entitled to vote at a General Meeting is entitled to appoint another Member who must also be entitled to vote as his or her proxy by notice given to the Secretary not less than 24 hours before the time of the meeting in respect of which the proxy is appointed. The form of proxy must be determined by the Board.

10.10 Minutes

- (a) The Board must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of the Annual General Meeting must include:
 - (i) the names of the members attending the meeting;
 - (ii) proxy forms given to the chairman under Law 10.9(e);
 - (iii) the statement of accounts of the Treasurer in accordance with Law 10.2(b);
 - (iv) a certificate signed by two Board members certifying that the statement of accounts give a true and fair view of the financial position and performance of the Congregation; and
 - (v) the audit certificate, auditor's report and the report of a review accompanying the financial statements that are required under the Act.

11. ELECTIONS

- 11.1 If no more candidates than are required to fill any office or offices are nominated for election the President must declare those candidates duly elected.
- 11.2 If more than five Members of the Board are to be elected at the one time five must be elected for two years and the remainder for one year. Those to be elected for two years are the candidates who polled the five highest number of votes and the remainder are elected for one year.
- 11.3 In the case of an equality of votes for two or more candidates the following order of priority determines those to be elected for two years:
- (a) Those who have just completed two years or one year of office for which period each had been previously elected;
 - (b) Those who have just completed a term of office as Immediate Past President or Vice-President as well as those who were co-opted to the Board during the previous year;
 - (c) Any other candidates.
 - (d) If there are more candidates in paragraphs (a) or (b) than are required to complete those to be elected for two years, the determination is made by lot.

12. CHIEF EXECUTIVE OFFICER (“CEO”)

The Board may appoint a Chief Executive Officer on such terms and conditions as may be mutually agreed upon.

13. AUDITOR

The auditor appointed at the Annual General Meeting must examine the Treasurer’s income and expenditure statement and balance sheet for the ensuing year and report thereon to the members.

14. SEAL

- 14.1 The Common Seal of the Congregation must be kept in the custody of the Secretary.
- 14.2 The Common Seal must not be affixed to any instrument except by the authority of the Board.
- 14.3 The affixing of the Common Seal must be attested by either two Members of the Board or one Member of the Board and the Public Officer.

15. ALTERATIONS OF LAWS AND STATEMENT OF PURPOSES

- 15.1 These Laws and the Statement of Purposes may be rescinded altered or added to at any General Meeting of which notice of motion in writing has been given to the Secretary at least twenty-one (21) days prior to the holding of the meeting.
- 15.2 The particulars of any proposed rescission alteration or addition must be printed on or attached to the notice convening the meeting.
- 15.3 The motion must be dealt with at such meeting or at any adjournment thereof.
- 15.4 All resolutions under this Law must be special resolutions.

16. NOTICES

- 16.1 A notice may be served by or on behalf of the Congregation upon any Member by any of the following means:
- (a) Handing it to him or her personally; or
 - (b) Sending it by pre-paid post, by facsimile transmission, E-Mail or any other form of electronic communication where receipt can be verified;
- to the Member at his or her address, facsimile number shown in the Register of Members.
- 16.2 A notice sent by pre-paid post is deemed to have been given at the time at which it would have been delivered in the ordinary course of post.
- 16.3 A notice sent by facsimile transmission E-Mail or other form of electronic communication is deemed to have been given on completion of transmission.

17. WINDING UP OR CANCELLATION

- 17.1 In the event of the winding up or the cancellation of the incorporation of the Congregation if after payment of all debts and liabilities any surplus funds remain they may not be distributed to Members but must be distributed to another Orthodox Hebrew Congregation or Synagogue having similar aims and objectives to those of the Congregation.
- 17.2 If altered, the Statement of Purposes and Laws of the Congregation must remain charitable in nature.

18. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

- 18.1 Subject to Sections 58 and 59 of the Act, members may on request inspect free of charge:
- (a) the register of members;
 - (b) the minutes of general meetings;
 - (c) subject to Law 18.2, the financial records, books, securities and any other relevant document of the Congregation, including minutes of Board meetings.
- 18.2 The Board may refuse to permit a member to inspect records of the Congregation that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Congregation. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.
- 18.3 The Board must on request make copies of these Laws available to members and applicants for membership free of charge.
- 18.4 Subject to Law 18.2, a member may make a copy of any of the other records of the Congregation referred to in this Law and the Congregation may charge a reasonable fee for provision of a copy of such a record.
- 18.5 For purposes of this Law—
relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Congregation 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 Congregation.

19. FUNDS

- 19.1 The funds of the Congregation may be derived from joining fees, membership fees, marriage, funeral, Bar Mitzvah and Bat Mitzvah fees, school fees, seat rentals, offerings, donations, legacies, bequests and such other fees and charges as the Board determines.
- 19.2 All cheques and other negotiable instruments must be authorised by any two of the President, Vice-President, Treasurer and such other person or persons appointed by the Board for the purpose.

20. GENERAL

- 20.1 If any case occurs which has not been provided for by these Laws or any doubt arises as to their interpretation the decision of the Board shall be conclusive but if such doubt arises at any General Meeting the decision of the Chairman shall be final for the purpose of that meeting only.
- 20.2 The Congregation supports the Revised Jerusalem Programme 1968 as adopted at the 27th Zionist Congress held in Jerusalem June 19, 1968.

21. DISCIPLINARY ACTION

- 21.1 The Congregation may take disciplinary action against a member in accordance with these Laws if it is determined that the member:
- (a) has failed to comply with these Laws; or
 - (b) refuses to support the purposes of the Congregation; or
 - (c) has engaged in conduct prejudicial to the Congregation.

22. DISCIPLINARY COMMITTEE

- 22.1 If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a Disciplinary Committee to hear the matter and determine what action, if any, to take against the member.
- 22.2 The members of the Disciplinary Committee—
- (a) may be members of the Congregation or anyone else, but not members of the Board; and
 - (b) must not be biased against, or in favour of, the member concerned.

23. NOTICE TO MEMBER

- 23.1 Before disciplinary action is taken against a member, the Secretary must give written notice to the member—
- (a) stating that the Congregation proposes to take disciplinary action against the member; and
 - (b) stating the grounds for the proposed disciplinary action; and
 - (c) specifying the date, place and time of the meeting at which the Disciplinary Committee intends to consider the disciplinary action (the disciplinary meeting); and
 - (d) advising the member that he or she may do one or both of the following—
 - (i) attend the disciplinary meeting and address the Disciplinary Committee at that meeting;
 - (ii) give a written statement to the Disciplinary Committee at any time before the disciplinary meeting; and
 - (e) setting out the member's appeal rights under Law 25.
- 23.2 The notice must be given no earlier than 28 days, and no later than 14 days, before the disciplinary meeting is held.

24. DECISION OF DISCIPLINARY COMMITTEE

- 24.1 At the disciplinary meeting, the Disciplinary Committee must:
- (a) give the member an opportunity to be heard; and
 - (b) consider any written statement submitted by the member.
- 24.2 After complying with Law 24.1, the Disciplinary Committee may take no further action against the member, or may:
- (a) reprimand the member; or
 - (b) suspend the membership rights of the member for a specified period; or
 - (c) expel the member from the Congregation; but
 - (d) may not fine the member.
- 24.3 The suspension of membership rights or the expulsion of a member by the Disciplinary Committee under this Law takes effect immediately after the vote is passed.

25. APPEAL RIGHTS

- 25.1 A person whose membership rights have been suspended or who has been expelled from the Congregation under Law 24 may give notice to the effect that he or she wishes to appeal against the suspension or expulsion.
- 25.2 The notice must be in writing and given:
- (a) to the Disciplinary Committee immediately after the vote to suspend or expel the person is taken; or
 - (b) to the Secretary not later than 48 hours after the vote.
- 25.3 If a person has given notice under Law 23.2, a disciplinary appeal meeting must be convened by the Board as soon as practicable, but in any event not later than 21 days, after the notice is received.
- 25.4 Notice of the disciplinary appeal meeting must be given to members of an Appeal Committee comprising not less than three and not more than five past presidents of the Congregation, appointed by the Board, currently residing in the State of Victoria, who are members of the Congregation but not voting members of the Board at the time the notice is received and must contain the following details:
- (a) the date, time and place of the meeting; and
 - (b) the name of the person against whom the disciplinary action has been taken; and
 - (c) the grounds for taking that action; and
 - (d) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

26. CONDUCT OF DISCIPLINARY APPEAL MEETING

- 26.1 At a disciplinary appeal meeting:
- (a) no business other than the question of the appeal may be conducted;
 - (b) the President must state the grounds for suspending or expelling the member and the reasons for taking that action; and
 - (c) the person whose membership has been suspended or who has been expelled must be given an opportunity to be heard.
- 26.2 After complying with Law 26.1, the past presidents present at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- 26.3 The decision is upheld if not less than three quarters of the past presidents present at the meeting vote in favour of the decision.

27. GRIEVANCE PROCEDURE

27.1 Application

- (a) The grievance procedure set out in Laws 27 to 31 applies to disputes under these Laws between:
 - (i) a member and another member;
 - (ii) a member and the Board;
 - (iii) a member and the Congregation.
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

28. RESOLUTION OF DISPUTE

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

29. APPOINTMENT OF MEDIATOR

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Law 28, the parties must within 10 days—
 - (i) notify the Board of the dispute; and
 - (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be—
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement—
 - (A) if the dispute is between a member and another member—a person appointed by the Board; or
 - (B) if the dispute is between a member and the Board or the Congregation—a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (c) A mediator appointed by the Board may be a member or former member of the Congregation but in any case must not be a person who—
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.

30. MEDIATION PROCESS

- (a) The mediator to the dispute, in conducting the mediation, must:
 - (i) give each party every opportunity to be heard; and
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

31. FAILURE TO RESOLVE DISPUTE BY MEDIATION

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

32. NO PROFIT OR BENEFIT

32.1 The Congregation must not secure pecuniary profit for any of its members.

32.2 The Congregation must not distribute any surplus income or assets directly or indirectly to its members.

- 32.3 Law 32.2 does not prevent the Congregation from paying a member:
- (a) reimbursement for expenses properly incurred by the member; or
 - (b) for goods or services provided by the member;
- if the expenses incurred or goods or services provided are done in good faith on terms no more favourable than if the member was not a member.

33. GIFT FUND

- 33.1 The Congregation must, if required under the Tax Act, establish and maintain, for the specific purposes set out in clause 3, the Gift Fund:
- (a) to which gifts of money, contributions or property for those purposes must be made;
 - (b) to which any money received by the Congregation because of those gifts, contributions or property must be credited; and
 - (c) that does not receive any other money, contributions or property.
- 33.2 The Gift Fund will not be maintained for the purpose of profit or gain to the Members of the Congregation.
- 33.3 All gifts or contributions made to the Gift Fund and any money received because of those gifts or contributions will be applied solely towards the promotion of the objects of the Congregation set out in clause 3 and no portion of the Gift Fund will be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members of the Congregation.
- 33.4 The Congregation will maintain a separate bank account for the Gift Fund and must comply with subdivision 30-BA of the Tax Act with respect to the administration of the Gift Fund.
- 33.5 The Gift Fund will be administered by a committee of not less than three (3) persons appointed by the Board, a majority of which must be Responsible Persons. The Gift Fund committee will have the sole responsibility for decisions regarding the use and application of all gifts or contributions made to the Gift Fund and any money received because of those gifts or contributions for the purposes set out in clause 3.
- 33.6 In accordance with the Tax Act, receipts issued for gifts must state:
- (a) the name of the Congregation and Gift Fund;
 - (b) the ABN applicable to the Congregation; and
 - (c) the fact that the receipt is for a gift or contribution.
- 33.7 Clauses 33.2 to 33.5 (both inclusive) apply only if the Congregation is required to establish a Gift Fund by the Tax Act or if determined by the Board.