

Maccabi WA Constitution

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Constitution of Maccabi W.A. (Inc.)

This constitution for Maccabi W.A. (Inc.) was adopted at an Annual General Meeting held on April 20, 1986 and amended at a Special General Meeting held on December 15, 1986, at the Annual General Meeting held on March 28, 1988, at the Annual General Meeting held on March 8, 2009, at the Annual General Meeting held on March 17, 2013, at the Annual General Meeting held on March 24 2019 and at the **Special General Meeting held on [January 28th], 2021.**

NAME

1. The name of the association shall be Maccabi Western Australia (Inc.) ("**Maccabi W.A.**" or "**Association**")

DEFINITIONS

2. In this constitution, unless the contrary intention appears:

"Act" means the *Associations Incorporation Act 2015 (WA)*, as amended from time to time and includes any regulations or subordinate legislation made under that act;

"Annual General Meeting" is the meeting convened under clause 46(a);

"Asset Management Sub-Committee" means the sub-committee referred to in clause 61;

"Associate Member" means a member referred to in clause 8(b);

"Commissioner" means the person designated as Commissioner from time to time under section 153 of the Act;

"Constituent Body" means a sporting club affiliated with Maccabi W.A. from time to time;

"constitution" means this constitution;

"convene" means to call together for a formal meeting;

"Executive" means the committee of management referred to in clause 29;

"Full Member" means a member referred to in clause 8(a).

"financial year" has the meaning given it in clause 21;

"general meeting" means a meeting to which all Members are entitled to receive notice of and attend and includes the Annual General Meeting and any Special General Meetings;

"Jewish faith" means a person who is Jewish or who has a Jewish parent as determined by Maccabi W.A or the determination of a Rabbi, or if there is no Rabbi, the President of any Jewish synagogue congregation, that another person is Jewish;

"Member" means a member of Maccabi W.A. entered into the Register of Members and includes Constituent Bodies, Full Members, Associate Members and Honorary Life Members;

"Member Protection Policy or MPP" means the grievance procedure adopted by Maccabi W.A., as amended by the Executive from time to time;

"ordinary resolution" has the meaning given in clause 56;

"poll" means voting conducted in written form (as opposed to a show of hands);

"present" means, in connection with a meeting, a Member being present in person or by proxy, attorney or duly appointed representative and includes being present at a different venue from the other venue that the Members are participating in the same meeting, providing the pre-requisites for a valid meeting at different venues are observed;

"Special General Meeting" means a general meeting other than the Annual General Meeting;

"special resolution" means a resolution that is passed by Maccabi W.A. in accordance with section 51 of the Act by a majority of not less than three-fourths of the Members present who are entitled under this Constitution to vote at the general meeting;

"Register of Members" means the register maintained under clause 12;

"Secretary" means the person elected as secretary under clause 29; and

"Treasurer" means the person elected as treasurer under clause 29.

AIMS AND OBJECTS

3. The objects of the Association are to:
 - (a) promote, encourage and coordinate Jewish sporting, cultural, recreational and social activities in Western Australia;
 - (b) administer, control and regulate Jewish sporting, cultural, recreational and social activities in Western Australia conducted by the Association or Member Clubs as appropriate;
 - (c) represent and advocate for Jewish sporting bodies and sportspeople in Western Australia;
 - (d) uphold traditional Judaism, to promote the unity of the Jewish community in W.A. by cultural, philanthropic, Zionist and sporting activities, and to promote the welfare of Jewish Youth;
 - (e) acquire land for the purpose of establishing, developing and maintaining a Memorial Park and Buildings dedicated to Jewish Servicemen of the State of Western Australia, who lost their lives in the 1914-1918 and 1939-1945 World Wars; and
 - (f) create a safe, fair and inclusive environment for all of its members and persons involved or associated with any of its associated organisations and clubs including Club members, officials, coaches, volunteers, and parents of Club Members and other participants of its associated organisations.

NOT FOR PROFIT

4. The property and income of Maccabi W.A. shall be applied solely towards the promotion of the aims and objects of Maccabi W.A. and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects set out in clause 3.
5. A payment may be made (directly or indirectly) to a member out of the funds of Maccabi W.A. only if it is authorised under clause 5(a):
 - (a) A payment to a Member out of the funds of Maccabi W.A. is authorised if it is:
 - (i) a payment in good faith to that member of reasonable remuneration for services provided to Maccabi W.A., or reasonable compensation for

goods supplied to Maccabi W.A in the ordinary course of business on an arm's length basis;

- (ii) a payment of interest on money borrowed from a Member by Maccabi W.A., at a rate not exceeding the cash rate published from time to time by the Reserve Bank of Australia;
- (iii) a payment of reasonable rent to the Member for any premises leased by the member to Maccabi W.A.; or
- (iv) the reimbursement of reasonable expenses properly incurred by a Member on behalf of Maccabi W.A.

POWERS

6. Subject to the Act, Maccabi W.A. may do all things which are incidental to and necessary for the attainment of the objects of Maccabi W.A. and has the powers given to it under the Act, and in particular, may:
- (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by this constitution;
 - (d) borrow money upon such terms and conditions as the Executive thinks fit;
 - (e) give such security for the discharge of liabilities incurred by Maccabi W.A. as Maccabi W.A. thinks fit;
 - (f) appoint agents to transact any business of Maccabi W.A. on its behalf;
 - (g) enter into any other contract it considers necessary or desirable; and
 - (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or this constitution.

AFFILIATION

7. Maccabi W.A. shall be affiliated with Maccabi Australia (Inc.) and, as determined by the Executive from time to time, any other organisations that further the aims and objects of Maccabi W.A.

MEMBERSHIP

8. The eligibility criteria for membership of Maccabi W.A. are as follows:
- (a) **(Full Membership)** persons who wish to promote the aims and objectives of Maccabi W.A. and are of the Jewish faith (including persons who play sport for a Constituent Body) are eligible to be Full Members; and
 - (b) **(Associate Membership)**

- (i) any persons who wish to promote the aims and objectives of Maccabi WA but are not, or are deemed not to be, of the Jewish faith; and
- (ii) Constituent Bodies that comply with the obligations in clause 25 and are approved by the Executive in accordance with clause 26,

are eligible to be Associate Members.

9. Rights attaching to membership

- (a) A Full Member has all the rights provided to members under this constitution, including but not limited to:
 - (i) receiving notices from Maccabi W.A.;
 - (ii) attending, requesting the convening of and voting at all general meetings of Maccabi W.A.; and
 - (iii) being elected or appointed to the Executive and any sub-committees of Maccabi W.A.
- (b) Associate Members are entitled to:
 - (i) receive notices from Maccabi W.A.;
 - (ii) participate in the activities of Maccabi W.A.; and
 - (iii) attend all general meetings,
- (c) Associate Members are not entitled to:
 - (i) represent Maccabi W.A. at Maccabi Australia Junior Sports Carnivals, Maccabiah Games or other International Maccabi Games; and
 - (ii) vote at any general meeting of Maccabi W.A and are unable to hold office on the Executive.

10. The Executive may resolve to create such other classes of membership with such respective rights and obligations as the Executive may determine from time to time.

11. Applying for Membership

- (a) Subject to clause 11(b), a person who wishes to become a Member must apply for membership to the Executive in writing, and such application must:
 - (i) be in such form as the Executive from time to time determines;
 - (ii) state whether the person is applying for approval as a Full Member or an Associate Member;
 - (iii) be signed by the applicant; and
 - (iv) contain such other information as the Executive may require from time to time.
- (b) A person who plays sport for a Constituent Body need not apply for approval under clause 11(a) and will be deemed to be a Full Member, subject to payment of the applicable membership fee. A Constituent Body that has been approved by the Executive in accordance with clause 26 need not apply for approval under clause 11(a) and will automatically be deemed to be an Associate Member,

subject to continued compliance with its obligations under clause 25 and payment of the applicable membership fee.

- (c) The Executive will determine in its sole discretion whether an applicant under clause 11(a) is successful or not, without needing to give reasons.
- (d) Where the Executive approves an applicant for membership, the Secretary must give notice to the applicant as soon as practicable and request that the applicant pays the membership fee as determined under clause 19.
- (e) Honorary Life Membership may be bestowed, by an ordinary resolution of the Members present at a general meeting on a recommendation from Executive, on a person who has rendered outstanding service to Maccabi W.A.
- (f) An Honorary Life Member has the same rights and obligations as a Full Member, though is not required to pay a membership fee.
- (g) A person will only become a Member once he or she:
 - (i) has been approved for membership in accordance with clause 11(a) (or in the case of an Honorary Life Member, under clause 11(e));
 - (ii) has paid any requisite membership fee under clauses 19 or 20; and
 - (iii) has his or her name entered in the Register of Members.
- (h) Each Member shall be:
 - (i) bound by this constitution and any by-laws of Maccabi W.A.; and
 - (ii) entitled to all advantages and privileges of his or her class of membership of Maccabi W.A.

REGISTER OF MEMBERS OF ASSOCIATION

- 12. The Secretary (or any other person authorised by the Executive), must comply with the Act by keeping and maintaining in an up to date condition a Register of Members of Maccabi W.A., containing:
 - (a) the name and residential, postal or email address of each Member;
 - (b) the class of membership of each Member; and
 - (c) the date on which each Member's name was entered into the Register of Members and, for former Members, the date on which they ceased to be a Member.
- 13. Any change in the membership of the Association must be recorded in the Register of Members within 28 days of the change being made.
- 14. Upon the request of a Member of Maccabi W.A., shall make the Register of Members available for the inspection of the Member but shall have no right to remove the register for that purpose.
- 15. A Member may apply in writing to the Executive for a copy of the Register of Members. The Executive may in its discretion require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of Maccabi W.A. The Executive may charge a reasonable fee for providing a copy of the Register of Members.

16. A Member must not use or disclose any information in the Register of Members for any purpose other than a purpose that:
- (a) is directly connected with the affairs of Maccabi W.A; or
 - (b) relates to the administration of the Act.

CESSATION OF MEMBERSHIP

17. Membership of Maccabi W.A. will end:
- (a) upon receipt by the Secretary or another person on the Executive of a Member's written resignation;
 - (b) non-payment by a Member of any membership fee under clauses 20 and 23;
 - (c) where the Member ceases to be eligible to be a Member under this constitution and the Executive resolves to that the Member's membership be terminated on that basis;
 - (d) expulsion of a Member in accordance with clause 18;
 - (e) when the Member is an individual, he or she dies; or
 - (f) for a Constituent Body, where it is wound up, dissolved, deregistered or otherwise ceases to be an organisation.

SUSPENSION OR EXPULSION FROM MEMBERSHIP

18. If the Executive considers that a Member should be suspended or expelled from membership of Maccabi W.A. because his or her conduct is detrimental to the interests of Maccabi W.A., the Executive must notify the Member:
- (a) of the proposed suspension or expulsion and of the time, date and place of the Executive meeting at which the question of that suspension or expulsion will be decided (**Revocation Meeting**);
 - (b) particulars of that conduct,
- not less than 30 days before the date of the Revocation Meeting.
- (c) At the Revocation Meeting, the Executive may, after having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Executive, resolve to suspend or expel or otherwise decline to suspend or expel the Member and must give notice of the decision to the Member as soon as is reasonably practicable.
 - (d) Subject to clause 18(e), a Member has his or her membership suspended or ceases to be a Member 14 days after the day on which the Member is notified of the decision to suspend or expel him or her under clause 18 and the Secretary must make the appropriate entries in the Register of Members.
 - (e) A Member who is suspended or expelled under clause 18 must, if he or she wishes to appeal against that suspension or expulsion, give written notice to the Secretary of his or her intention to do so within the period of 14 days referred to in clause 18.
 - (f) When notice is given under clause 18(e):

- (i) Maccabi W.A. in a general meeting, must either confirm by way of an ordinary resolution or otherwise set aside the decision of the Executive to suspend or expel the Member, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the general meeting; and
- (ii) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Executive to suspend or expel him or her is confirmed by an ordinary resolution of Maccabi W.A. in a general meeting under this clause 18.

FEES

19. The membership fees of each class of membership of Maccabi W.A. shall be determined by the Executive before the end of each calendar year. The Executive may set different membership fees for different classes of Members.
20. If a Member plays sport for, and is a member of, a Constituent Body, the Member must pay their annual membership fee in relation to their membership of the Constituent Body to the Constituent Body as well **as their membership fee** in relation to their membership of Maccabi W.A. to Maccabi W.A.

FINANCIAL YEAR

21. The financial year of Maccabi W.A. shall commence on 1 January and end on 31 December of the same year.
22. Annual membership fees are due and payable to Maccabi W.A. **within 30 days** of receipt of an invoice from Maccabi W.A. unless written resignation is received.
23. Unless otherwise determined by the Executive, membership shall automatically lapse if the membership fee is not paid **within 120 days** of receipt of an invoice for payment of membership fees in that year.
24. The Executive may, in its absolute discretion, reinstate a Member whose membership has ceased under clause 23 on payment of all arrears of amounts owing.

CONSTITUENT BODIES

25. Constituent Bodies must comply with the following conditions to remain eligible for membership of Maccabi W.A.:
 - (a) Each Constituent Body shall submit a copy of its constitution (and any amendments to its constitution) for approval by the Executive. The Executive may require each Constituent Body to include a clause in its constituent documents that provides the President of Maccabi W.A. is invited to and entitled to attend all general meetings of that Constituent Body.
 - (b) Each Constituent Body shall submit its membership list and financial report to Maccabi W.A. within 30 days after the date of its annual general meeting.
 - (c) Each Constituent Body shall pay such membership fees to Maccabi W.A., as determined by the Executive from time to time.
 - (d) A Constituent Body may by duly executed instrument appoint a natural person (who need not be a Member) to act as its representative at general meetings in all matters, subject to the Act and subject to any restrictions on the representative's powers imposed by the Constituent Body. The instrument or a copy of it must be provided to the Executive.

ADDITIONAL CONSTITUENT BODIES

26. Application for affiliation as a Constituent Body of Maccabi W.A. shall be approved by two-thirds majority of the Executive present and voting. Following approval under this clause 26, a Constituent Body will automatically be deemed to be an Associate Member without needing to apply for membership, subject to its continued compliance with the obligations under clause 25 and payment of any applicable membership fee.

MANAGEMENT

27. The affairs of Maccabi W.A. shall be managed by the Executive. The Executive shall set and oversee the policy of Maccabi W.A. The Executive may exercise all powers of Maccabi W.A. which are not required by the Act or this constitution to be exercised by Maccabi W.A. in a general meeting.
28. A Council consisting of the Executive and the president of each of the Constituent Bodies or their nominated delegates shall meet not less than three times each financial year to discuss the activities of the Constituent Bodies and issues of mutual interest. The Executive may from time to time set such procedures as are necessary to regulate the conduct of meetings of the Council.

EXECUTIVE

29. The Executive shall consist of the following positions:
- (a) a President;
 - (b) a Vice President;
 - (c) one Treasurer;
 - (d) one Secretary;
 - (e) the Immediate Past President;
 - (f) up to 6 General Representatives; and
 - (g) any person co-opted onto the Executive under clause 37.
30. Elections will be held at the Annual General Meeting for each position on the Executive other than in respect of:
- (a) the position of Immediate Past President; and
 - (b) any person co-opted onto the Executive under clause 37.

The President and Treasurer must be elected on alternate years to the Vice President and Secretary.

31. Nominations for the Executive positions of President, Vice-President, Treasurer, Secretary and the General Representatives shall be lodged in writing with the Secretary 7 days prior to the date of the Annual General Meeting and shall be signed by the candidate, a proposer and a seconder, all of whom shall be Full Members.
32. If there is only one candidate for a position on the Executive the subject of an election at the Annual General Meeting, the chair of the Annual General Meeting must declare that candidate elected to the position.
33. If there is more than one candidate for a position on the Executive the subject of an election at the Annual General Meeting, the chair of the Annual General Meeting must

call for a vote for the position whether by show of hands or ballot. The chair of the Annual General Meeting may from time to time set any necessary procedures for the conduct of a ballot provided that the security and anonymity of the ballot are maintained. The chair of the Annual General Meeting must declare the candidate with the most votes to the position. If there is a tie, the candidates will draw by lot to determine the person elected to the position.

34. Should nominations not be received for any of the positions, the chair of the Annual General Meeting shall accept nominations for those positions from Full Members at the Annual General Meeting.
35. A person on the Executive (other than the Immediate Past President and any person co-opted onto the Executive under clause 37) shall have a term commencing from his or her election at an Annual General Meeting until the second Annual General Meeting after his or her election and is eligible for re-election to the Executive at the expiration of that term.
36. The person holding office of the Immediate Past President is the person who most recently served as President whom was not re-elected or whose term has otherwise expired. The Immediate Past President will serve a one year term and is not eligible for re-election at the end of that term.
37. The Executive may co-opt additional persons onto the Executive with particular skills and expertise at any time in its discretion. The term of any such co-opted person is until the next Annual General Meeting. Co-opted persons can serve as many terms as requested by the Executive. The co-opted person shall have the same rights as any other person on the Executive.
38. Maccabi W.A. must not pay fees to a person on the Executive for acting in that capacity. This clause 38 does not apply to payments to a person on the Executive:
 - (a) approved by an ordinary resolution of the Members; or
 - (b) for out-of-pocket travel and accommodation expenses properly incurred in connection with the performance of his or her functions, including (but not limited to) attending meetings of the Executive and general meetings.

CASUAL VACANCIES IN MEMBERSHIP OF EXECUTIVE

39. A casual vacancy occurs in the office of the Executive and that office becomes vacant if the person:
 - (a) dies;
 - (b) resigns by notice in writing delivered to the President or, if the person is the President, to the Immediate Past President and that resignation is accepted by resolution of the Executive;
 - (c) is convicted of an offence under the Act or is otherwise ineligible to act as a person on the Executive under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than three Executive meetings in the same financial year without tendering an apology to the person presiding at each of those Executive meetings, and those apologies being accepted;
 - (f) ceases to be a Member of Maccabi W.A.; or

- (g) is the subject of an ordinary resolution passed by the Members eligible to vote at a general meeting terminating his or her appointment.
40. Any vacancies under clause 39 occurring from time to time on the Executive shall be filled by a person appointed by the Executive who shall hold office until the next following Annual General Meeting at which they will retire and shall be eligible for election to the Executive in accordance with this constitution.
41. If a person with banking authorisation vacates a position on the Executive, the Executive must cancel this authorisation with the bank as soon as reasonably practicable, ideally within 2 working days.

POWERS AND DUTIES OF THE EXECUTIVE

42. Without in any way restricting the generality of the foregoing and in addition to any other powers expressly or impliedly conferred upon the Executive by this constitution, the powers of the Executive shall include the power to enact and maintain an update to date records of all By-Laws with respect to the following, and any other matter deemed appropriate by the Executive:
- (a) subject to clauses 43(c), the disposition of the finances and the funds of Maccabi W.A.;
 - (b) the management and control of Maccabi W.A.;
 - (c) the enrolment and resignation of Members;
 - (d) the control and provision of facilities and benefits for the Members and Constituent Bodies;
 - (e) the control and provision of advancing the aims and objects of Maccabi W.A. and doing anything incidental to the above power or the exercise thereof; and
 - (f) the formation of sub-committees including in respect of the Asset Management Sub-Committee referred to in clause 61.

CONTROL OF FUNDS AND CUSTODY OF BOOKS AND RECORDS

43. The Treasurer must:
- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, Maccabi W.A. and must issue receipts for those moneys in the name of Maccabi W.A.;
 - (b) pay all moneys referred to in clause 43(a) into such account or accounts of Maccabi W.A. as the Executive may direct from time to time;
 - (c) make payments from the funds of Maccabi W.A. with the approval of the Executive, provided that any expenditure in excess of \$50,000 or smaller amounts with a combined value in excess of \$50,000 are first approved by a three-quarters majority of those present and entitled to vote at an Executive meeting;
 - (d) ensure that all payments are approved by himself or herself and at least one other authorised person on the Executive, or by any two others as are authorised by the Executive;
 - (e) comply on behalf of Maccabi W.A. with the Act with respect to the accounting records of Maccabi W.A. by:

- (i) keeping such accounting records correctly to explain the financial transactions and financial position of Maccabi W.A.;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of Maccabi W.A. to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of Maccabi W.A. to be conveniently and properly audited (if required); and
 - (iv) submitting to Members at each Annual General Meeting of Maccabi W.A. accounts of Maccabi W.A. showing the financial position of Maccabi W.A. at the end of the immediately preceding financial year;
- (f) getting the accounting records reviewed or audited if required under the Act;
- (g) whenever directed to do so by the President, submit to the Executive a report, balance sheet or financial statement in accordance with that direction;
- (h) unless the Members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of Maccabi W.A; and
- (i) perform such other duties as are imposed by this constitution and the Act on the Treasurer.
44. The Secretary must:
- (a) co-ordinate the correspondence of Maccabi W.A.;
 - (b) keep full and correct minutes of the proceedings of the Executive and of general meetings of Maccabi W.A.;
 - (c) keep and maintain the Register of Members of Maccabi W.A. under clause 12;
 - (d) keep and maintain in an up to date condition the constitution of Maccabi W.A. and, upon the request of a Member of Maccabi W.A. make available the constitution for the inspection of the Member;
 - (e) keep and maintain a record of the names and residential or postal addresses of the persons who hold positions on the Executive as required by section 58 of the Act, including the persons who are authorised to use the common seal of Maccabi W.A. under clause 74;
 - (f) unless the Members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of Maccabi W.A other than those required by clause 43 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (g) perform such other duties as are imposed by this constitution and the Act on the Secretary.

INSPECTION OF RECORDS

45. Subject to the Act, the Executive must determine whether and on what terms the books, records and other documents of Maccabi W.A. will be open to the inspection of Members other than the Executive. The rights of Members to inspect the Register of Members is set out in clause 14 to 16 of this constitution

MEETINGS

46. Annual General Meetings

- (a) It is the intention that the Annual General Meeting of Maccabi W.A. shall be held on a date between the 1st March and the 30th April each year. Notwithstanding this clause 46(a), Maccabi W.A. may hold its Annual General Meeting within 6 months of the end of its Financial Year or such other period as is permitted under the Act.
- (b) Notice to all Members of the Annual General Meeting must be sent to Members **via email** or post to the address listed for the Member in the Register of Members. The notice must contain the time and the place of the meeting and any technology that will be used to facilitate the meeting.
- (c) Subject to clause 46(g), Members must be notified at least 21 days prior to the date of the Annual General Meeting.
- (d) In addition to clause 46(a), if a special resolution is to be considered at the Annual General Meeting, the notice of meeting must set out that the resolution is a special resolution and must provide the proposed wording of the resolution.
- (e) The notice shall include the Agenda of Business containing the matters referred to in clause 46(f).
- (f) The Agenda of Business for the Annual General Meeting shall be minutes, reports, motions under notice, the election of the Executive, the appointment of an auditor, two honorary solicitors and other general business as may be contained in the Agenda of Business or as otherwise required by the Act.
- (g) Shorter notice of any general meeting (including the Annual General Meeting) may be provided to Members if:
 - (i) for an Annual General Meeting, all of the Members entitled to vote at the Annual General Meeting agree prior to the Annual General Meeting; and
 - (ii) for any other general meeting, Members holding at least 95% of the votes that may be cast at the general meeting agree prior to the General Meeting,

unless at the relevant general meeting a resolution will be moved to appoint or remove a Board Member or the auditor or reviewer.

47. Special General Meetings

- (a) The Secretary must convene a Special General Meeting if directed to do so by the President.
- (b) The Secretary must convene a Special General Meeting it receives a request to do so which meets the following requirements:
 - (i) the request is made by at least 20% of Members eligible to vote at a general meeting;
 - (ii) the request is in writing, signed by all the Members making the request, and states the business to be conducted at the Special General Meeting; and
 - (iii) the request is lodged with the Secretary or the President in the absence of the Secretary.

- (c) Any direction for a Special General Meeting must state the business for which such meeting is being called. No other business may be considered at the meeting.
- (d) The Special General Meeting shall be held within 2 months of the receipt by the Secretary of the direction to convene the meeting.
- (e) The Secretary shall notify each Member by mail or sent to Members via email no later than 21 days prior to the meeting, specifying the business of the Special General Meeting and at whose direction the meeting was called.
- (f) In addition to clause 47(d), if a special resolution is to be considered at the Special General Meeting, the notice of meeting must set out that the resolution is a special resolution and must provide the proposed wording of the resolution.

48. Executive Meetings

- (a) There shall be at least 10 Executive meetings in each financial year. Notice for the Executive meetings shall be given to the Executive at least 7 days prior to such meeting.
- (b) Any person on the Executive may call a meeting of the Executive.

49. Technology

All general meetings and meetings of the Executive may be held at more than 1 location using any technology that gives the participants in that meeting a reasonable opportunity to simultaneously communicate with each other participate.

50. Council Meetings

- (a) The President may, by written notice to a Constituent Body, call a meeting of any Constituent Body. Where such a notice is received by a Constituent, it must as soon as possible, call a meeting of the Constituent Body in accordance with its constituent documents.
- (b) The President or his delegate, shall be afforded a right of access to all meetings of Constituent Bodies by the Constituent Body.

QUORUM

- 51. No business may be transacted at a meeting unless the relevant quorum is present, as follows:
 - (a) The quorum for an Annual General Meeting shall be twenty Full Members. This does not include Associate Members.
 - (b) The quorum for Special General Meeting shall be twenty Full Members. This does not include Associate Members.
 - (c) The quorum for an Executive meeting shall be five persons on the Executive.
- 52. If a quorum is not present within 30 minutes after the designated time for the relevant meeting:
 - (a) where the meeting is convened on the requisition of Members, the meeting must be automatically dissolved; or

- (b) the meeting stands adjourned to a day and at a time and place as the Committee decides or, if no decision is made by the Committee, to the same day in the next week at the same time and place.

53. The President may adjourn a meeting from time to time and from place to place.

VOTING

54. Subject to clause 55, at any general meeting every Member shall be entitled to one vote.

55. Associate Members do not have the right to vote or constitute a quorum.

56. Except where otherwise stated or required under the Act, all motions or resolutions shall be passed by a simple majority of the Members eligible to vote on such a motion or resolution (**ordinary resolution**).

57. The President, who will act as chair of any general meeting and Executive Meeting. If the President is unable to act as the chair of a general meeting, the Executive must appoint one of their own or a Full Member present to act as the chair of the relevant meeting. The chair of a general meeting shall be at liberty to exercise a deliberate as well as a casting vote.

AUDIT OF ACCOUNTS

58. If required by the Act, the accounts of Maccabi W.A. shall be audited or reviewed and certified annually by one auditor appointed by the Annual General Meeting.

AUSTRALIAN MACCABI SPORTS CARNIVALS

59. Carnivals at Home

(a) The Executive shall form a sub-committee headed by a Carnival Manager to conduct Home Carnivals.

(i) Applications shall be sought for the position of Carnival Manager at least 15 months prior to the particular carnival being conducted in Perth. The position shall be selected by Executive in the following month.

(ii) Applications shall be sought for the other positions of the Carnival Executive immediately after the selection of the Carnival Manager. These positions shall be selected by the Executive in the following month.

(b) All Carnivals

(i) Applications shall be sought 9 months prior to the particular carnival for the position of Carnival Team Manager. In the following month the Executive shall select that Carnival Team Manager.

(ii) Applications shall be sought immediately upon the election of the Carnival Team Manager for the required number of Assistant Carnival Team Managers. In the following month the Executive shall select the Assistant Carnival Team Managers.

DEALINGS WITH LAND OR BUILDINGS

60. The disposal by sale, gift or otherwise of the fee simple in land or buildings of Maccabi W.A., the acquisition or otherwise of the fee simple in any land or buildings by Maccabi W.A. shall be subject to the decision of the majority of those present and entitled to

vote at an Executive meeting and subsequently approved by a special resolution at a general meeting.

61. As at the date of this constitution, the Executive has by resolution established the Asset Management Sub-Committee to deal with and manage, amongst other things, the real property interests of Maccabi W.A. The Asset Management Sub-Committee is a standing sub-committee of the Executive and the terms of reference, powers, responsibilities and operations of the Asset Management Sub-Committee are set out in the Asset Management Sub-Committee Charter (as amended from time to time by the Executive).

AMENDING THE CONSTITUTION

62. This constitution may be amended or repealed by a special resolution in accordance with Division 2 of Part 3 of the Act but not otherwise.
63. Subject to the approval of the Executive, any Constituent Body may amend or add to its constitution in accordance with that Constituent Body's constitution.
64. Within one month of the passing of a Special Resolution amending, varying or repealing this constitution, or such further time as the Commissioner may in a particular case allow (on written application by Maccabi W.A.), Maccabi W.A. must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by any person on the Executive certifying that the resolution was duly passed as a Special Resolution and that the constitution so altered conforms to the requirements of the Act.
65. An alteration of this constitution does not take effect until clause 64 is complied with.
66. An alteration of the name or the objects or purposes of Maccabi W.A. does not take effect until clause 64 is complied with and the approval of the Commissioner is given to the change of name or change of objects or purposes (as the case may be).
67. At a meeting at which a resolution proposed as a Special Resolution is submitted, a declaration by the person presiding that the resolution has been passed as a Special Resolution shall be evidence of the fact.

RESOLVING DISPUTES

68. The MPP sets out the dispute resolution procedure that applies to disputes under or relating to this Constitution between:
- (a) a Member or Members and the Association;
 - (b) a Member and another Member or Members.
69. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
70. The Executive must establish and appoint, as appropriate, a MPP sub-committee, Maccabi Club Compliance Officers, Maccabi Integrity Officers, Maccabi Grievance Tribunals and an Appeals Tribunal all as provided for in the MPP.

DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

71. For the purposes of this clause Surplus Property has the meaning given in section 3 of the Act.
72. Subject to the Act, Maccabi W.A may cease its activities and be wound up or cancelled in accordance with a Special Resolution.

73. Upon the winding up or cancellation of Maccabi W.A, any Surplus Property will not be paid to or distributed among the Members, but will be distributed to one or more organisations listed in section 24(1) of the Act with objects similar to the Objects.

COMMON SEAL OF ASSOCIATION

74. Maccabi W.A. shall have and use a common seal (with power to alter or change the same from time to time) on which shall be inscribed the name of Maccabi W.A. The common seal shall be kept by the Secretary of Maccabi W.A. The seal of Maccabi W.A. shall not be affixed to any instrument except by the authority of a resolution of the Executive and in the presence of the President and Secretary or such other person or persons as the Executive may appoint for the purpose; and such President and Secretary or other person or persons as aforesaid shall sign every instrument to which the seal of Maccabi W.A. is so affixed in their presence.