

CONSTITUTION OF MACCABI AUSTRALIA INCORPORATED

[Adopted 6 December 2015]

NAME

1 The name of the organisation is "**Maccabi Australia Incorporated**" ("**MAI**").

DEFINITIONS

2 In this Constitution:

- 2.1 "**Affiliated Sports Clubs**" means clubs or associations concerned with the organisation, management and control of particular sporting and cultural activities for and in the relevant State or Territory of Australia and whose members themselves (of those Affiliated Sports Clubs) are Club Members.
- 2.2 "**Board**" means the Board of MAI appointed under Article 17 of this Constitution.
- 2.3 "**Board Member**" means a member either elected to the Board or otherwise entitled to be a member of the Board under this Constitution.
- 2.4 "**Club Member**" means an Eligible Person who is a member of an Affiliated Sports Club and is entitled to vote at any meeting of the Affiliated Sports Club.
- 2.5 "**Eligible Person**" means a person who is Jewish, or who has a Jewish parent.
- The President or Chairperson of any State Representative Member of MAI may rely on the determination of a Rabbi that an individual is Jewish.
- 2.6 "**Grievance Procedures**" has the meaning given in Article 28.10.8.
- 2.7 "**Disciplinary Procedures**" has the meaning given in Article 28.10.10
- 2.8 "**Head of Department**" means a Head of a Department of MAI.
- 2.9 "**Individual State Member**" means an individual, but not a Club Member, who is an Eligible Person and who is a member of a State Representative Member of MAI who may be entitled to vote at any meeting of the State Representative Member of MAI.

- 2.10 "**Life Members**" means a Life Members elected under Article 7 of this Constitution.
- 2.11 "**Board of Governors**" means the Board of Governors of Maccabi Australia which may be established under Articles 39-44 of this Constitution.
- 2.12 "**Maccabi World Union**" is a Zionist organisation that utilises sports as a means to bring Jewish people of all ages closer to Judaism and Israel in addition to various informal educational activities in a manner that surpasses politics and sectarianism
- 2.13 "**State Representative Member of MAI**" means:
- 2.13.1 an organisation concerned with the organisation, management and control of sporting and cultural activities for and in any State or Territory of Australia:
- 2.13.1.1 whose constitution contains definitions and objects consistent with the definitions and objects contained in this Constitution;
- 2.13.1.2 whose members are either Affiliated Sports Clubs or Individual State Members; and
- 2.13.2 being one of:
- 2.13.2.1 Maccabi New South Wales Incorporated;
- 2.13.2.2 Maccabi Queensland Incorporated;
- 2.13.2.3 Maccabi South Australia Incorporated.
- 2.13.2.4 Maccabi Victoria Incorporated;
- 2.13.2.5 Maccabi Western Australia Incorporated;
- 2.13.2.6 and any other such organisation that is accepted by the Board as a State Representative Member of MAI in accordance with Article 8 of this Constitution.
- 2.14 A reference in these Rules to "the Acts and Regulations" is a reference to the relevant Acts and Regulations applicable to organisations incorporated under the various Associations Incorporation Acts in the States and Territories of Australia.

OBJECTS

3 The objects and values for which MAI is established are:

- 3.1 To preserve and enhance the culture of the Jewish community in the State and Territories of Australia by promoting Jewish identity;
- 3.2 To preserve and enhance the Jewish minority culture in the State and Territories of Australia;
- 3.3 To connect, build and strengthen the Australian Jewish Community in the States and Territories of Australia through sporting, cultural and social activities;
- 3.4 To prevent or reduce disadvantages suffered by Jewish sports men and women in the States and Territories of Australia;
- 3.5 To provide sporting and cultural events that will encourage the participation of Club Members, Individual State Members and Jewish sports men and women in communal activities;
- 3.6 To enable Club Members, Individual State Members and Jewish sports men and women of Australia to meet each other in interstate sporting, cultural and social activities;
- 3.7 To promote the Maccabi Australia Games and the Maccabi Australia Junior Sports Carnivals and other domestic and interstate events;
- 3.8 To promote organized sporting, cultural and Zionist activities in co-operation with other organisations;
- 3.9 To co-ordinate Jewish sporting, cultural and Zionist activities through and between State Representative Members of MAI;
- 3.10 To affiliate with other organisations possessing consistent objects to those of MAI;
- 3.11 To ensure the participation of duly accredited representatives of Australia in the Maccabiah Games and other International sporting contests;
- 3.12 To control the selection and appointment of any member of any Australian sporting team participating in, or entitled to participate in, the Maccabiah Games and other International sporting contests;
- 3.13 To 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, parents of Club Members and other participants of its associated organisations.

3.14 To promote such other activities not inconsistent with the above objects;

MEMBERSHIP

4 Membership of MAI shall consist of:

4.1 State Representative Members of MAI;

4.2 Life Members,

4.3 Any additional member admitted as such under Article 8 of this Constitution.

5 Each State Representative Member of MAI agrees:

5.1 to recognize other State Representative Members of MAI as representatives of their respective State or Territory in relation to all Jewish sporting and cultural activities in their respective State or Territory;

5.2 to adopt, and if necessary amend, their respective Constitutions, to the extent necessary to ensure that their Constitutions contain objects consistent with the definitions and objects contained in this Constitution;

5.3 to allow, if it is so decides and notwithstanding any other Article of this Constitution, participation (without voting rights) by any individual who may or may not be an Eligible Person in any of its sporting or cultural activities or of those of any Affiliated Sports Clubs.

6 A State Representative Member of MAI has the right:

6.1 to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;

6.2 to submit items of business for consideration at a general meeting;

6.3 to attend and be heard at general meetings;

6.4 to vote at a general meeting;

- 6.5 to have access to the minutes of general meetings and other documents of MAI as provided under Article 99;
- 6.6 to inspect the register of members; and
- 6.7 to resign by notice in writing to the Board.

LIFE MEMBERSHIP

7

- 7.1 The Board or any State Representative Member of MAI may nominate for election as Life Members of MAI any individuals who are Board Members or former Board Members or any Individual State Member or former Individual State Member or any Club Member or former Club Member;
- 7.2 The criteria for such election shall be the rendering of distinguished outstanding service to MAI over a period of not less than fifteen years and subject to the MAI policy and process dealing with Life Membership;
- 7.3 The election to such position shall require a 75% majority of the votes cast by Board Members and Presidents of each State Representative of MAI (other than those Presidents already on the Board) at an Annual General Meeting of MAI;
- 7.4 A Life Member is entitled to attend all general meetings of MAI but is not entitled to vote either personally or by proxy at any general meeting of MAI.
- 7.5 A Life Member shall be appointed to the BOG at the time of their appointment as a Life Member if the BOG has been established in accordance with Article 39 of this Constitution and remains in existence at the time of the appointment to Life Membership.

ADDITIONAL MEMBERSHIP

- 8 Any organisation that fulfils the requirements set out in Article 2.13.2 of this Constitution may apply to MAI for admission as a State Representative Member of MAI.

- 9 Written application for admission as a State Representative Member of MAI shall be delivered to the President of MAI together with a true copy of its Constitution or Rules of Incorporation certified as such by its President or Chairman.
- 10 Upon acceptance by the Board of any application for admission as a State Representative Member of MAI and upon payment of all fees as may be determined from time to time by the Board, such body shall become a State Representative Member of MAI with full entitlement and full obligations of membership, and shall be entitled to participate in any MAI activity.

EXPULSION AND DISAFFILIATION FROM MEMBERSHIP

- 11 Any State Representative Member of MAI or Board Member of MAI may move a motion at any general meeting of MAI called for that purpose for the expulsion, disaffiliation, suspension or fining of a State Representative Member of MAI on the grounds of a failure by the State Representative Member of MAI to observe and carry into effect the objects and values set out in this Constitution, and/or gross misconduct prejudicial to the interests of MAI or which brings or has the potential to bring MAI into disrepute.
- 12 Notice of any such motion, together with particulars of the facts relied on, shall be in writing and given to each State Representative Member of MAI, including the State Representative Member of MAI whose expulsion is being sought, and to each Board Member, at least 30 days before the convening of the general meeting.
- 13 At any meeting called for the purpose of considering the expulsion or disaffiliation from MAI of a State Representative Member of MAI, that State Representative Member of MAI shall not be entitled to vote, however, shall be given a full opportunity to submit written reasons in response to the motion and to be heard before any vote is called for.
- 14 Any decision to expel or disaffiliate the State Representative Member of MAI shall be by the unanimous vote of those State Representative Members of MAI and Board Members present and entitled to vote.
- 15 On the passing of a motion for expulsion the expelled State Representative Member of MAI shall cease to be affiliated to MAI and its rights and obligations under this Constitution shall cease forthwith save for outstanding liability in respect of any fees, levies or other monies due and outstanding to MAI.
- 16 No State Representative Member of MAI or Board Member shall, unless there

are exceptional and compelling circumstances, give a Notice of Motion to expel a State Representative Member of MAI, until the Grievance Procedure adopted by the Board has been completed.

MANAGEMENT AND CONTROL

17 THE BOARD

17.1 The management and control of MAI shall be vested in the Board.

17.2 The Board shall consist of:

17.2.1 The President, appointed in accordance with Article 24 of this Constitution;

17.2.2 The Chair of the Board appointed by the Board in accordance with Article 24 of this Constitution who shall Chair all board meetings. The Chair of the Board shall be the President, unless otherwise appointed in accordance with Article 24 ;

17.2.3 The Treasurer, who shall be appointed by the Board in accordance with Article 24 of this Constitution;

17.2.4 The Presidents for the time being of Maccabi NSW Incorporated, of Maccabi Victoria Incorporated, and of Maccabi Western Australia Incorporated who shall each, whether by themselves or by their authorized nominee, have one vote as Board Members;

17.2.5 The Chairperson for the time being of the BOG if the BOG is established

17.2.6 Board Members elected in accordance with Article 23 of this Constitution provided that the total number of Board Members shall be not less than ten and not more than thirteen persons, including those referred to in 17.2.4 and 17.2.5.

18 To be eligible for election and appointment to the Board of MAI each nominee must be an Eligible Person. Once elected, if not already a Club Member or an Individual State Member, the Board Member must as soon as possible become an Individual State Member.

19 Each Board Member, other than the Presidents of Maccabi NSW Incorporated, Maccabi Victoria Incorporated and Maccabi Western Australia Incorporated and

the Chairperson of the BOG (if any), shall hold office for a period of two years subject to Articles 26 and 27 relating to tenure of Board Members. The Presidents of Maccabi NSW Incorporated, Maccabi Victoria Incorporated and Maccabi Western Australia Incorporated and the Chairperson of the BOG (if any) shall remain Board Members so long as they remain the Presidents of Maccabi NSW Incorporated, Maccabi Victoria Incorporated or Maccabi Western Australia Incorporated or Chairperson of the BOG as the case may be.

- 20 The Board, in its discretion, may co-opt up to two additional persons to become Board Members who shall hold office only until the next Annual General Meeting, provided that the total number of Board Members does not exceed thirteen.
- 21 Co-opted Board Members are not required to be Individual State Members nor Club Members.
- 22 In the event that any co-opted Board Member ceases to be a Board Member he or she may be replaced at the discretion of the Board until the next Annual General Meeting.
- 23 Each State Representative Member of MAI shall be entitled to cast one vote in relation to the election of each of the electable positions on the Board. In the event of a tie in the number of votes cast for the election of a Board Member each State Representative Member of MAI shall be entitled to cast one further vote. In the event of a further tie the successful candidate shall be decided by the casting vote of the President.
- 24 Within thirty days of its election the Board shall appoint from its elected members the position of President, Chair, Treasurer and other positions bearing official titles as the Board in its discretion determines.
- 25 Any casual vacancy on the Board caused by the resignation, death, disability or removal of a Board Member shall be filled by the holding of an election and adopting the same procedure for the calling for nominations and elections of Board Members as set out in this Constitution.

TENURE OF BOARD MEMBERS

- 26 A Board Member cannot be on the Board for longer than eight (8) years (concurrent and cumulative), with the following exceptions:
- 26.1 a two (2) year absence from the Board resets this eight (8) year count;
and

- 26.2 where a Board Member takes on the role of President, his or her term as President, is in addition to and does not count towards his or her eight (8) year maximum term.
- 27 A Board Member may hold the position of President for no longer than six (6) concurrent years and cannot be re-appointed to the role once a cumulative six (6) years is served.

DUTIES OF THE BOARD

- 28 The duties of the Board shall include the following:
- 28.1 to plan and implement the strategic direction of MAI;
 - 28.2 to oversee the effective functioning of MAI and its Departments;
 - 28.3 to report regularly to the State Representative Members of MAI;
 - 28.4 to administer the finances of MAI;
 - 28.5 to convene general meetings of MAI as required by this Constitution;
 - 28.6 to appoint an Auditor to audit the financial accounts of MAI;
 - 28.7 to appoint the Chairperson of the BOG if the BOG is established;
 - 28.8 to make amend and revoke By-Laws and Rules:
 - 28.8.1 for the implementation and management of a member protection policy ("MPP") to assist MAI and its Members, its Board, Affiliated Sports Clubs and Club Members to uphold its core values and create a safe, fair and inclusive environment for them and persons involved with any of its Affiliated Sports Clubs or Maccabi sanctioned events including all of its officials, coaches, volunteers and other participants.
 - 28.8.2 that will provide for the establishment, appointment and operation of a MPP sub-committee, Maccabi Club Compliance Officers, Maccabi Integrity Officers, Maccabi Grievance Tribunals and an Appeals Tribunal in respect of the MPP with power to set policies and procedures for the handling of grievances and complaints arising from alleged breaches of the MPP, with the Grievance Tribunal and the Appeals

Tribunal having the power to hear and determine matters that are brought before them and to impose such disciplinary measures as they may reasonably determine on Affiliated Sports Clubs, Club Members, officials, coaches, volunteers, parents of Club Members and other participants bound by the MPP who are found to have acted in breach of the MPP.

28.8.3 that will be valid and binding on MAI and its members, its Board, Affiliated Sports Clubs and Club Members and persons involved or associated with any of its Affiliated Sports Clubs including all officials, coaches, volunteers, parents of Club Members and other participants unless and until resolved by the Board or revoked at a meeting of MAI at a General Meeting.

28.9 to represent MAI within the Jewish and wider communities as the roof-body of Jewish sport in Australia;

28.10 to establish or ratify guidelines and rules of procedure governing:

28.10.1 the calling for nominations, the holding of elections for Board and other positions and establishing the maximum term of an individual on the Board or as head of an individual department or portfolio;

28.10.2 the functioning of the Board;

28.10.3 the functioning of the Departments;

28.10.4 the nomination and selection of recipients of MAI awards;

28.10.5 preparing and presenting reports to Annual General Meetings;

28.10.6 the team, structure, recruitment, appointment and selection of all representative Australian teams to the Maccabiah Games and other Regional Maccabi Games and events

28.10.7 appointment of members to represent MAI on the Maccabi World Union and International Maccabiah Committee;

28.10.8 grievance procedures ("**Grievance Procedure**") to enable the resolution of disputes:

28.10.8.1 between any State Representative Member of MAI and MAI;

28.10.8.2 between any State Representative Members of MAI;

- 28.10.8.3 concerning any matter arising under, or in any way connected with, this Constitution including the expulsion, disaffiliation, suspension or fining of any State Representative Member of MAI and MAI, and removal of a Board Member or of a Department Head, or concerning any matters arising in relation to MAI activities;
- 28.10.9 the Grievance Procedure which shall provide, first, for the parties to attempt in good faith, by discussion between them, to resolve the dispute within 14 days of the dispute coming to the attention of all of the parties; secondly, if not resolved, for the dispute to be referred to a suitably qualified mediator for the purpose of attempting, in good faith, to resolve the dispute by mediation; and finally, if not resolved at mediation, for the dispute to be referred to a Grievance Tribunal, constituted by a panel of three suitably qualified persons selected by the parties to the Grievance Procedure from a panel nominated by the Board and failing selection by the parties to the Grievance Procedure as then selected by the Board, to determine the dispute and whose decision shall be final and binding on the parties to the dispute.
- 28.10.10 the implementation and management of the MPP including disciplinary procedures and hearings (**Disciplinary Procedures**) to be heard and determined by the Grievance Tribunal and the Grievance Appeals Tribunal. The decision of the Grievance Appeals Tribunal shall be final and binding on the parties.
- In the event of any conflict or inconsistency between any Grievance Procedures or Disciplinary Procedures set out in this Constitution or in any Bylaw and Rules and the rules and procedures relating to any Membership Protection Policy adapted by the Board from time to time, the rules and procedures relating to the Member Protection Policy shall prevail to the extent of any inconsistency
- 28.10.11 the procedures, conduct and determination of disputes under the Rules and Regulations of the Maccabiah Games.

POWERS OF THE BOARD

29 The Powers of the Board shall be:

- 29.1 To purchase, take on lease or exchange, hire or otherwise acquire for the purpose of MAI any real or personal property;
- 29.2 To erect, construct, remove, rebuild, alter, repair, improve and maintain any buildings for the purpose of MAI or otherwise;
- 29.3 To let any part or parts of any land or buildings of the MAI in such manner as may be deemed expedient;
- 29.4 To borrow or raise money from the members of MAI or otherwise for the purpose of MAI and for ensuring the repayment thereof, to create, execute and issue mortgages, bonds, debentures and debenture stock, with or without a charge upon all or any of the property of MAI;
- 29.5 To invest the money of MAI with reputable Trustees and Banks;
- 29.6 To sell, lease, mortgage, dispose of, or otherwise deal with all or any part of the property of MAI;
- 29.7 To engage the services of employees and consultants in order to carry out the Board's duties and powers and to terminate those services if the Board deems necessary and appropriate; and
- 29.8 To perform any other function or act to give effect to their duties and powers and to fulfill the objects and values of MAI.

RESPONSIBILITIES OF THE BOARD

- 30 The Board shall be responsible for the:
 - 30.1 Payment of Maccabi World Union affiliation fees;
 - 30.2 Payment of traveling expenses of Board Members to Board and general meetings;
 - 30.3 Cost of repairs to and upkeep of trophies;
 - 30.4 Cost of compiling and maintaining records of all carnivals and other major sporting and cultural contests involving the representative sports bodies;
 - 30.5 Costs of compiling and maintaining records of all Australian Maccabi sporting events;

- 30.6 Any such other expenses as are consistent with, necessary for, or incidental to the objects of MAI.
- 31 The Board shall have the authority to exercise, between meetings of the MAI Board, the management and administration of MAI.

HOLDING OF BOARD MEETINGS

- 32 The date, time, place and period of each meeting shall be as directed by the President or his or her nominee subject to the provisions of this Constitution.
- 33 The Board shall determine its own procedure, may meet as many times as it deems fit and may conduct meetings by telephonic or electronic means. The quorum for a meeting of the Board is the presence (in person or as allowed by this Article) of eight (8) members of the Board.
- 34 The Board must ensure that minutes are taken and kept of each Board meeting
- 35 The minutes must record the following:
- a) The names of the Board Members in attendance at the meeting;
 - b) The business considered at the meeting;
 - c) Any resolution on which a vote is taken and the result of the vote;
 - d) Any material personal interest disclosed under Article 36.

CONFLICT OF INTEREST

- 36 A Board Member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- 37 The Board Member:
- 37.1 must not be present while a matter is being considered at the meeting; and
 - 37.2 must not vote on the matter
- 38 Article 36 and 37 do not apply to material personal interest:
- 38.1 that only exists because the Board Member belongs to a class of persons for whose benefit MAI is established

38.2 that the Board Member has in common with all, or a substantial proportion of the members of MAI.

BOARD OF GOVERNORS

- 39 MAI may, if the Board so determines, be advised by a BOG that will be consulted and asked to provide support in the following areas:
- a) Fundraising and fundraising strategy
 - b) Mentoring both directly and indirectly
 - c) Strategic input into the organisation's future planning
 - d) Wise counsel
 - e) General advice
- 40 The BOG shall be established at the discretion of the Board and shall consist of Maccabi Australia Life Members and other individuals as deemed appropriate including past Board Members and other suitable individuals as determined and approved by the Maccabi Australia Board. A senior representative staff member shall also be eligible for inclusion on the BOG or may be appointed by the Chairperson.
- 41 The Board shall appoint the Chairperson of the BOG who shall hold office for a period of two years. This appointment may be renewed for subsequent two year periods if deemed appropriate by the Board. A Chairperson may hold this position for a maximum of three consecutive two year terms
- 42 The Chairperson so appointed shall be appointed to the Board of Maccabi Australia in accordance with Article 17.2.5 of this Constitution.
- 43 Members of the BOG, other than Life Members shall be appointed for a period of no longer than two years. This position is renewable for subsequent two year periods if deemed appropriate by the Chairperson. There is no limit to the number of periods a member may sit on the BOG.
- 44 The Chairperson and any other member of the BOG shall not be required to be an Individual State member nor a Club Member, but is required to be an Eligible Person.

THE PRESIDENT OF MAI

- 45 The duties of the President shall include the following:
- 45.1 to ensure the efficient and effective operation of all MAI activities;
 - 45.2 to act as Chairperson for any general and annual general meetings.
 - 45.2.1 If the President is absent, or unable to preside, the Chairperson of the meeting must be a member elected by the other members present.
 - 45.3 to represent MAI at all official functions and meetings and to ensure that if he or she is not available to attend to appoint another Board member to attend as his or her representative;
 - 45.4 to assume the position of Vice-Chairman of Maccabi World Union and the International Maccabiah Committee;
 - 45.5 to lead the Australian Delegation to Maccabi World Union conferences.

THE TREASURER

- 46 The duties of the Treasurer shall include the following:
- 46.1 to establish and select appropriate persons to constitute a Finance and Treasury Department;
 - 46.2 to ensure that regular reports are prepared and delivered to the Board from the Finance and Treasury Department in relation to the financial position of MAI;
 - 46.3 to present financial reports to meetings of the Board and at other times as requested by the Board;
 - 46.4 to prepare an annual budget of MAI to the Board;
 - 46.5 to ensure that the annual accounts of MAI are audited in accordance with appropriate Accountancy Standards;
 - 46.6 to maintain a financial procedures manual for all monies overseen by MAI and including all MAI sponsored activities.
 - 46.7 to act as the Secretary (as defined in the Associations Incorporation Reform Act 2012) of MAI

STAFFING AND RESOURCES

- 47 The Board may appoint, at its discretion, a person or persons (other than a Board Member or member of a Department) to a role or roles for such time and upon such terms as the Board, in its discretion, determines.
- 48 The duties of staff shall be as directed by the Board and any senior staff person appointed.

DEPARTMENTS AND PORTFOLIOS

- 49 The Board will, on a biennial basis review the Departments and Portfolios in place.
- 50 Each year following the Annual General Meeting portfolios will be assigned to the appropriate Board Member.
- 51 The composition of any Department shall be first approved by the Board.
- 52 The Board may appoint any person as a Head of Department.

DUTIES AND FUNCTIONS OF DEPARTMENTS AND PORTFOLIOS

- 53 The duties and functions of the Departments and Portfolios shall be determined and clarified at the biennial review conducted.

GENERAL MEETINGS

- 54 Meetings of MAI, other than the Annual General Meeting, shall be convened by the Board upon a request in writing from three or more Board Members, or from two or more State Representative Members of MAI.
- 55 The request for a general meeting of MAI shall be in writing setting out the purpose of the meeting and shall be addressed and delivered to the President of MAI.
- 56 Upon receipt of a request in writing pursuant to Rule 54 the Board shall convene a meeting upon a date and at a place to be determined by the Board provided that such meeting shall be held no later than thirty days from the date of receipt of the request. Such meeting may be conducted by electronic means

or by telephone at the discretion of the Board.

- 57 The Board must ensure minutes are taken and kept of each general meeting.
- 58 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

ANNUAL GENERAL MEETING

- 59 MAI shall in each calendar year convene an Annual General Meeting of its members.
- 60 The Annual General Meeting shall be held on such day as the Board determines provided it is held within five months after the end of the financial year of MAI.
- 61 The Annual General Meeting shall be specified as such in the notice convening it.
- 62 The ordinary business of the Annual General Meeting shall be:
- 62.1 to confirm the minutes of the last preceding Annual General Meeting and of any general meeting held since that meeting;
- 62.2 to receive from the Board, Departments and State Representative Members of MAI reports upon the activities of MAI and of the State Representative Members of MAI and the financial transactions of MAI during the last preceding financial year;
- 63 The Annual General Meeting may transact special business of which notice is given in accordance with this Constitution.
- 64 The Board shall, at least fourteen (14) days before the date fixed for holding an Annual General Meeting of MAI, cause to be sent to each State Representative Member of MAI and to each Board Member, Head of Department and Life Member, at the address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 65 No item of business shall be transacted at an Annual General Meeting unless a quorum of State Representative Members of MAI entitled under these Rules to vote is present in person or by proxy or by phone during the time when the meeting is considering that item.
- 66 A quorum of State Representative Members of MAI is constituted by a minimum of three members (being members entitled to vote under this

Constitution).

- 67 Voting shall be by a show of hands unless any member calls for a recorded vote when it shall be recorded in the roll, but the Chairperson whenever requested may, and in the case of any election or if the vote is on a personal matter, or if the State Representative Member of MAI so resolves, shall order a ballot to be taken and shall forthwith nominate two scrutineers to conduct such ballot.
- 68 The following persons shall be entitled to attend general meetings of MAI:
- 68.1 Board Members;
 - 68.2 The President of each State Representative Member of MAI or his or her nominee;
 - 68.3 Heads of Department;
 - 68.4 MAI Life Members and Members of the BOG;
 - 68.5 Australian Members of the Maccabi World Union Executive and the International Maccabiah Committee;
 - 68.6 Any Club Member;
 - 68.7 Any person appointed by the Board to be Chairperson of the general meeting.
 - 68.8 Any other person invited by the Board.
- 69 The minutes of the Annual General Meeting must include:
- 69.1 The names of the persons attending the meeting;
 - 69.2 Audited Statement of Income and Expenditure for the year and the Statement of Assets and Liabilities as at June 30 presented by the Board in accordance with Article 78 of this Constitution;
 - 69.3 The certificate signed by two Board Members certifying that the Audited Statement of Income and Expenditure for the year and the Statement of Assets and Liabilities as at June 30 give a true and fair view of the financial position of performance of MAI; and
 - 69.4 Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Associations Incorporation Reform Act 2012.

MOTIONS AND VOTING

70 At any General Meeting of MAI::

70.1 Any State Representative Member of MAI or Board Member may move a motion at any time.

70.2 Only State Representative Members of MAI and Board Members shall be entitled to vote

other than in relation to an election held for Board positions in which case Article 23 of the Constitution shall apply.

71 Any motion shall be carried by a simple majority of those entitled to vote.

72 At an Annual Meeting of MAI:

72.1 Only State Representative Member of MAI shall be entitled to vote and each State Representative Member of MAI shall have the following votes:

72.1.1 Maccabi New South Wales Incorporated: 5 votes;

72.1.2 Maccabi Victoria Inc.: 5 votes;

72.1.3 Maccabi Western Australia Inc.: 3 votes;

72.1.4 Maccabi South Australia Inc.: 2 votes;

72.1.5 Maccabi Queensland Inc.: 2 votes;

72.1.6 any other such organisation that is accepted by the Board of MAI as a State Representative Member of MAI: 1 vote

73 A Board Member, including those referred to in 17.24 and 17.2.5 shall not be entitled to appoint a proxy to vote or speak on its behalf at a General Meeting of MAI.

FINANCIAL

- 74 Each State Representative Member of MAI shall pay affiliation fees as determined at the MAI Annual General Meeting each year.
- 75 Affiliation fees will be due and payable within 30 days of the Annual General Meeting at which the fees are determined.
- 76 The Board may determine other fees from time to time.
- 77 MAI may from time to time, impose special fees on the State Representative Member of MAI by resolution.
- 78 Audited Statement of Income and Expenditure for the year and a Statement of Assets and Liabilities as at June 30 shall be presented by the Board at each Annual General Meeting.

REMOVAL OF BOARD MEMBER OR HEAD OF DEPARTMENT

- 79 Any Board Member or any State Representative Member of MAI may move a motion at any time seeking the removal of a Board Member or Head of Department if the Board Member or Head of Department is found to have engaged in conduct that is prejudicial to the objects and values of MAI or brings MAI into disrepute.
- 80 No Board Member or any State Representative Member of MAI shall, unless there are exceptional and compelling circumstances, give a Notice to remove a Board Member or Head of Department, until a mediation has been concluded under the Grievance Procedure.
- 81 If the mediation is unsuccessful the Board shall convene an Extraordinary General Meeting of the State Representative Members of MAI and the Board to consider and vote on such a motion which shall require a 75% majority to be carried. The affected person shall be given a full opportunity to be heard by making written and oral submissions before any decision of the Board is made.

AMENDMENT TO CONSTITUTION

- 82 This Constitution may be amended by a 75% majority of the votes of each State Representative Member of MAI weighted in accordance with Article 72.1 of this Constitution.
- 83 At least 30 days notice in writing of any motion to amend this Constitution shall be required and such notification must be provided to each State

Representative Member of MAI, Board Member and Life Member.

- 84 Within 14 days of the voting on any motion the Board shall inform each State Representative Member of MAI of the result of the voting on the motion.
- 85 If this Constitution is amended, the Board shall provide to each State Representative Member of MAI, Board Member and Head of Department an updated copy of the relevant Article or Articles that is amended, within 30 days of the passing of any motion amending the Constitution.

MACCABI AUSTRALIA GAMES

- 86 Maccabi Australia shall endeavor to host and conduct interstate sporting contests. An official formal event conducted may be referred to as the "Maccabi Australia Games" ("**MAGS**").
- 87 No interstate sports contest shall take place between State Representative Members of MAI and/or their Affiliated Sports Clubs without the prior written consent of the Board.

MACCABIAH GAMES AND OTHER REGIONAL MACCABI EVENT

- 88 MAI shall endeavor to select a team to compete in the Maccabiah Games conducted by the International Maccabiah Committee of the Maccabi World Union as well as other Regional Maccabi Games as conducted under the officials auspices of Members of Maccabi World Union
- 89 Selection in any Australian team shall be open to any Eligible Person. An athlete who is not a member of an Affiliated Club will be required to become an Individual State member.

MACCABI AUSTRALIA JUNIOR SPORTS CARNIVALS

- 90 The interstate contests conducted by MAI involving junior sports persons shall be known as "the Maccabi Australia Junior Sports Carnivals" (hereinafter called "**Junior Carnivals**") and be numbered in accordance with the number of Junior Carnivals held from and including the 1982 Junior Carnival which was the first of the series.
- 91 No interstate sports contest other than Junior Carnivals shall take place between State Representative Members of MAI and/or their Affiliated Sports Clubs without a formal request in writing to and approval by the Board.
- 92 Junior Carnivals may be held annually at a location to be approved by the

Board.

FINANCIAL YEAR

93 The financial year of MAI shall be the year ending June 30.

PAYMENTS AND FOREIGN EXCHANGE

94 For all general Maccabi Australia cheques, drafts, bills of exchange, promissory notes, electronic funds transfers, foreign exchange transactions and other negotiable instruments up to the value of \$5,000 shall be signed and approved by any two authorised signatories, as appointed by the Board from time to time. For transactions above \$5,000 a member of the Board must be one of the signatories. . For all special events and projects where a treasury function is assigned, the authorisation shall be determined to suit that event or project.

COMMON SEAL

95 The Common Seal of MAI shall be kept in the custody of the Treasurer of MAI.

96 The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two Board Members.

WINDING UP OR CANCELLATION

97 In the event of the organisation being dissolved the amount which remains after such dissolution and satisfaction of all debts and liabilities shall be paid by the Board in accordance with their powers to an organisation which is exempt from Income Tax under Division 50 of the Income Tax Assessment Act 1997.

CUSTODY AND INSPECTIONS OF RECORDS

98 Except as otherwise provided in these Rules, the Board shall keep in its custody or under its control all books, documents and securities of MAI, which may be inspected at the address of the Public Officer.

99 State Representative Members of MAI may on request inspect free of charge:

- a) The Register of Members;

- b) The minutes of general meetings;
 - c) Subject to Article 100, the financial records, books, securities and other relevant documents of the Association including minutes of Board Meetings.
- 100 The Board may refuse to permit a member to inspect records of MAI that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of MAI.
- 101 The Board must on request make copies of this Constitution available to State Representative Members of MAI and Life Members and applicants for membership free of charge.
- 102 Subject to Article 100, a State Representative Member of MAI may make a copy of any of the records of MAI referred to in Articles 99, 100 and 101 of this Constitution and MAI may charge a reasonable fee for provision of a copy of such a record.
- 103 For purposes of this Article relevant documents means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of MAI 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 MAI.

REGISTER OF MEMBERS

- 104 The Board shall cause MAI to keep and maintain a Register of its Members which shall be kept in the custody of the Treasurer of MAI.

SOURCES OF FUNDS

- 105 The funds of MAI shall be derived from its members and such other sources as the Board determines.

INDEMNITY

- 106 For the purpose of the following clauses “Maccabi Officer” shall mean and include office holders (as defined in Section 82 of the Act), employees and Members of the MPP sub-committee, Maccabi Club Compliance Officers, Maccabi Integrity Officers, and Members of a Maccabi Grievance Tribunal and/or Appeal Tribunal, including persons who formerly held any of these positions.
- 107 MAI will indemnify all Maccabi Officers against any liability incurred by them in or arising out of the discharge of the duties as a Maccabi Officer, in defending any proceedings, civil or criminal, in which judgment is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.
- 108 MAI shall indemnify all Maccabi Officers against all damages and losses (including legal costs) for which they may be or become liable to any third party in consequence of any act or omission in or arising out of the discharge of the duties as a Maccabi Officer, except wilful misconduct.
- 109 MAI will take out reasonable and adequate D&O Liability and Association insurance cover with a reputable insurer that covers all Maccabi Officers with respect to any liability or indemnity to be provided in respect of the matters set forth in clauses 106 to 108.
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