

CONSTITUTION OF MACCABI NSW INCORPORATED

1	NAME AND NATURE OF ASSOCIATION	3
2	OBJECTS AND POWERS	3
3	DEFINITIONS AND INTERPRETATION	4
4	MEMBERSHIP	6
5	PARTICIPANTS	9
6	DISCIPLINING OF MEMBERS AND PARTICIPANTS/DISPUTES	10
7	THE COMMITTEE	10
8	GENERAL MEETINGS.....	16
9	MISCELLANEOUS	19
10	ADDITIONAL RULES APPLICABLE TO CHARITIES	21

CONSTITUTION OF MACCABI NSW INCORPORATED

PART 1

1 NAME AND NATURE OF ASSOCIATION

- 1.1 The name of the Association is Maccabi NSW Incorporated.
- 1.2 The Association is a not-for-profit association.

2 OBJECTS AND POWERS

Objects

- 2.1 The Objects of the Association are to:
- (a) promote, encourage and co-ordinate Jewish sporting, cultural, recreational and social activities in New South Wales;
 - (b) administer, control and regulate Jewish sporting, cultural, recreational and social activities in New South Wales conducted by the Association or Member Clubs as appropriate;
 - (c) represent and advocate for Jewish sporting bodies and sportspeople in New South Wales; and
 - (d) affiliate with Maccabi Australia Incorporated.

Powers

- 2.2 Solely for the purposes of carrying out the Objects and not otherwise, the Association may exercise the legal capacity and powers set out in the Act, including without any limitation whatsoever:
- (a) establish regulations and systems for the management and playing of sports in New South Wales under the auspices of the Association, including without limitation implementation and compliance with the MPP;
 - (b) establish mechanisms to hear and adjudicate appeals from the decisions of officials of the Association and from the decisions of officials of affiliated and subsidiary bodies of the Association;
 - (c) suspend, expel, impose and enforce penalties, disqualify or otherwise deal with Members, and in the case of a Member Club, a member or any officer of that Member Club, who has:
 - (i) committed any breach of:
 - (A) this Constitution;
 - (B) the MPP or any other rules or by-laws made under this Constitution;
 - (C) any policy adopted by the Association; or

- (D) any rules, by-laws or policies of any Member Club; or
- (ii) otherwise undertaken, counselled or sanctioned any conduct arising out of or in connection with any sporting, cultural and/or recreational activity or otherwise which in the opinion of the Association is unfair, unbecoming or contrary to the interests of the Association; and
- (d) appoint delegates to represent the Association; select teams, players and officials; and send those delegates, teams, players or officials to represent the Association.

3 DEFINITIONS AND INTERPRETATION

Definitions

3.1 In this Constitution, unless the context or the subject matter otherwise indicates or requires:

Act means the *Associations Incorporation Act 2009* (NSW);

AGM means any Annual General Meeting of the Association held in accordance with the Act and this Constitution;

Application for Membership means the application for membership in the Appendix;

Association means Maccabi NSW Incorporated;

Club means any not for profit body corporate, duly incorporated pursuant to the Corporations Act or the Act, which has objects consistent with the Objects;

Committee means the committee of the Association appointed under this Constitution from time to time;

Corporations Act means the *Corporations Act 2001* (Cth);

Council means the advisory board constituted in accordance with this Constitution to act in an advisory capacity to the Committee to assist the Committee in carrying out its functions;

EGM means a general meeting of the Association other than an AGM;

Executive means the President, Vice-President, Treasurer and Secretary;

General Meeting means an AGM or EGM;

Jewish means a person who is Jewish or who has a Jewish parent. The Association may rely on the determination of a Rabbi, or if there is no Rabbi the President of any Jewish congregation, that another person is Jewish;

Immediate Past President means the person who held the office of President immediately before the incumbent President;

Individual Member means a Jewish individual aged 18 or over, who is neither a member of a Member Club nor a Life Member, and who is admitted to membership of the Association in accordance with this Constitution;

Life Member means an individual person elected to life membership in accordance with this Constitution;

Members means collectively Member Clubs, Individual Members and Life Members;

Member Club means a Club admitted as a member of the Association in accordance with this Constitution;

MPP means Maccabi Australia Incorporated's Member Protection Policies as varied from time to time;

Non-Member Player means a Non-Member Participant of a Member Club who is a Player at that Member Club;

Non-Member Participant means any individual, who is not a Member or a member of a Member Club, who is allowed by the Association and/or a Member Club to be a Participant;

Objects means the objects of the Association set out in paragraph 2.1;

Ordinary Resolution has the meaning given to that term in the Act;

Participant means each paid or unpaid/voluntary individual person who is allowed by the Association and/or a Member Club to participate in their sporting, cultural, recreational or social activities, including:

- (a) office bearers;
- (b) individuals appointed or elected to boards, commissions, tribunals, committees and subcommittees,
- (c) employees and volunteers;
- (d) players and/or athletes;
- (e) Individual Members, including Life Members;
- (f) members of any Member Club;
- (g) coaches and assistant coaches;
- (h) support personnel (e.g. managers, physiotherapists, psychologists, masseurs, sport trainers, etc);
- (i) disability support workers and carers;
- (j) officials and any other personnel of the Member Club participating in any teams, events and activities, including camps and training sessions, conducted or sanctioned by MAI, or the Association or any Member Club;
- (k) referees, judges and other officials; and
- (l) for any of the above who are under the age of 18 that person's parents and guardians to the full extent that is possible;

Player means a person who plays sport, trains and/or practises at a Member Club and/or competes as a representative of the Member Club or the Association in a sporting, athletic or other competition;

Register means the register of members kept by the Secretary under clause 4.18.

Regulation means the *Associations Incorporation Regulations 2016* (NSW);

Secretary means:

- (a) the person holding office under this Constitution as secretary of the Association; or
- (b) if no person holds that office, the public officer of the Association; and

Special Resolution has the meaning given to that term in the Act.

Interpretation

3.2 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty;
- (c) the provisions of the *Interpretation Act 1987* (NSW) apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument made under the Act; and
- (d) unless the context otherwise requires, the singular includes the plural and the masculine gender includes the feminine and vice versa.

PART 2

4 MEMBERSHIP

Categories and entitlements of Membership

4.1 The Association has the following categories of Members:

- (a) Member Clubs;
- (b) Individual Members; and
- (c) Life Members.

4.2 Members are entitled to attend and vote at all General Meetings.

Admission of Members other than Life Members

4.3 An applicant for membership must complete, execute and deliver to the Secretary an application for membership in the form of the Appendix.

4.4 When a Club lodges an application to become a Member Club, it must:

- (a) give the Association:
 - (i) a copy of its constitution or set of rules; and
 - (ii) a list of all its members,
 as at the date of lodgement of its Application for Membership;
- (b) give the Association a certificate that:

- (i) to the best of the knowledge and belief of the governing body of that Club, each of its members is Jewish; and
 - (ii) all of its Participants are subject to and required to comply with the MPP;
- (c) pay the current membership fee calculated in accordance with this Constitution on the basis of the number of members of that Club as at the date of the Application for Membership; and
- (d) give the Association satisfactory evidence that it is incorporated under either the Act or under any other legislation of the State of New South Wales or the Commonwealth of Australia.
- 4.5 Subject to paragraph 4.6, as soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee, which must determine whether to approve or to reject the nomination.
- 4.6 If a nomination is received after a notice of a General Meeting has been issued, the Secretary must not refer the nomination to the Committee until after the relevant General Meeting has taken place.
- 4.7 As soon as practicable after the Committee makes that determination, the Secretary must:
- (a) notify the nominee, in writing, that the Committee has approved or rejected the nomination (whichever is applicable), and
 - (b) if the Committee has approved the nomination, require the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this Constitution the required entrance fee and annual subscription.
- 4.8 The Secretary must, on payment by the nominee of the amounts referred to in paragraph 4.7(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the Register and, on the name being so entered, the nominee becomes a Member.

Election of Life Members

- 4.9 Life Members may be elected at any AGM on the following basis:
- (a) life membership is restricted to individual persons who:
 - (i) have rendered distinguished and outstanding service to the Association or in carrying out the Objects; and
 - (ii) are Jewish; and
 - (iii) are 18 years of age or older;
 - (b) only the Committee may nominate candidates for life membership, and the Committee may only nominate two candidates in any given calendar year. The Committee must submit the names of nominees for life membership to the Secretary, along with a history of the service of each nominee, at least 21 days before the AGM at which the nominees are to be proposed for election as Life Members; and
 - (c) the AGM will vote on the nomination/s. To be elected as Life Members, nominees must receive the votes of at least 75% of the votes of those Members present and eligible to vote.

Obligations of Member Clubs

- 4.10 At the time for renewal of its membership, each Member Club must:
- (a) pay its then current membership fees calculated and payable in accordance with this Constitution; and
 - (b) give the Association:
 - (i) a copy of any amendments to its constitution or set of rules not previously supplied to the Association;
 - (ii) a list of all its current members;
 - (iii) a certificate in the form prescribed by the Committee from time to time, that:
 - (A) to the best of the knowledge and belief of governing body of that Member Club, each of its members is Jewish; and
 - (B) all of its Participants are subject to and required to comply with the MPP; and
 - (iv) a copy of its financial statements (audited if required to be audited under the Act, or un-audited) for the preceding financial year and a copy of its budget for its current financial year.

Obligations of Individual Members

- 4.11 At the time of renewal of his or her membership, each Individual Member must pay the Association the applicable current membership fee, calculated and payable in accordance with this Constitution.

Membership fees

- 4.12 Each financial year, the Committee must decide the membership fee payable by each category of Member. The membership fee payable by each Member Club will be calculated by the Committee based on the total number of Players at the Member Club as at the time of application for membership or the most recent renewal of membership.
- 4.13 If a person is a Player at more than one Member Club, the Association may in its absolute discretion refund to one or more of the relevant Member Clubs part of the membership fees which has been paid to and received by it in respect of that person.

Membership entitlements not transferable

- 4.14 A right, privilege or obligation which a Member has by reason of membership:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates upon cessation of the Member's membership.

Cessation of Membership

- 4.15 A Member ceases to be a Member if:
- (a) being an individual person, the Member dies;
 - (b) in the case of Member Clubs, the Member Club ceases to exist;

- (c) the Member resigns, subject to paragraph 4.17;
- (d) the Member is expelled from the Association; or
- (e) the Member fails or refuses to pay the fees referred to in paragraph 4.12 within the time stipulated by the Committee.

Resignation of Membership

- 4.16 A Member is not entitled to resign from membership except in accordance with paragraph 4.17.
- 4.17 A Member who has paid all amounts payable by the Member to the Association in respect of its, his or her membership may resign as a Member by first giving to the Secretary written notice of at least one month (or such other period as the Committee may determine) of the Member's intention to resign and, on the expiration of the period of notice, the Member ceases to be a Member.

Register

- 4.18 The Secretary must establish and maintain the Register specifying the name and address (residential, postal or email) of each person or Club who is a Member together with the date on which the Member Club became a Member.
- 4.19 The Register must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any Member at any reasonable hour.
- 4.20 A Member must not use information about a person obtained from the Register to contact or send material to the person, other than for:
- (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association; or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 4.21 If a Member ceases to be a Member, the Secretary must make an appropriate entry in the Register recording the date on which the Member ceased to be a Member.

Member's liability

- 4.22 The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the Member in respect of membership as required by this Constitution.

Non-Member Participants' liabilities

- 4.23 Non-Member Participants will not be liable to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

5 PARTICIPANTS

- 5.1 Each Participant admitted to participate in an activity by the Association directly must agree in writing (including by email or other electronic means, if the Committee determines) to be bound by the:

- (a) Constitution, by-laws and rules of the Association for the time being in force (to the extent that they apply to Participants); and
- (b) MPP.

5.2 A Non-Member Participant is entitled to:

- (a) participate in the activities of the Association; and
- (b) have access to the Association's facilities,

to the extent determined by the Committee or its delegate from time to time, which may include, but is not limited to, determining different entitlements for Non-Member Players and other Non-Member Participants.

5.3 Non-Member Participants will:

- (a) not have the right to vote at any Meeting;
- (b) be subject to the disciplinary procedures outlined in this Constitution and the MPP in the same manner as any Member on the same basis as if they were a Member despite not being a member of either the Association or of a Member Club; and
- (c) be required to pay any fees to enable them to participate in any sporting and cultural activities of the Association as the Association and/or the Member Club determines from time to time.

6 DISCIPLINING OF MEMBERS AND PARTICIPANTS/DISPUTES

All:

- (a) complaints made to the Committee by any person about a Member or a Participant; and
- (b) disputes between Members or between a Member and the Association,

will be dealt with in accordance with the MPP. Amongst other outcomes, this may result in suspension or expulsion of a Member, a member of a Member Club or a Participant.

PART 3

7 THE COMMITTEE

Powers of the Committee

7.1 Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in General Meeting, the Committee:

- (a) is to control and manage the affairs of the Association; and
- (b) may exercise all functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting; and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

Composition of Committee

- 7.2 The Committee will consist of not less than seven or more than nine persons elected by the Members as provided in this Constitution.

Immediate Past President

- 7.3 The Immediate Past President will sit on the Committee ex officio as and from the date of the AGM when he or she ceases to hold the office of President and will hold office as Immediate Past President until the following AGM. The Immediate Past President has no vote at meetings of the Committee.

Election of Committee

- 7.4 At the first AGM after the adoption of this Constitution, and then at each AGM, the Committee will be elected and will hold office until the next AGM when they must retire but will be eligible for re-election.

Nomination for Committee

- 7.5 Any member of a Member Club, any Individual Member and any Life Member is eligible for election to the Committee, subject to the following restrictions:
- (a) only two members of any Member Club may hold positions on the Committee at any one time; and
 - (b) a Committee member is not eligible for nomination to the Committee if that member has served eight cumulative years as an elected member of the Committee. However:
 - (i) this limitation does not prevent a person who has served on the Committee for eight years serving as Immediate Past President; and
 - (ii) the following do not count towards the eight years:
 - (A) a period of service before the eight-year limitation was introduced in 2014; or
 - (B) a period of service more than two years before nominating.
- 7.6 A nominee for the Committee must be nominated and seconded by any two Members, or any two members of a Member Club lodging written nominations with the Secretary in the form prescribed by the Committee from time to time not less than two weeks before the relevant AGM.
- 7.7 If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and any vacant positions remaining on the Committee are taken to be casual vacancies.
- 7.8 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- 7.9 If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

- 7.10 The ballot for the election Committee members must be conducted at the AGM in the manner the Committee directs.

Election of Executive

- 7.11 No later than one calendar month after the AGM in each year, the Committee must elect the Executive from amongst its members.
- 7.12 A Committee member may hold up to 2 offices (other than both the President and Vice-President offices).
- 7.13 A Committee member may not be elected as President unless that member has been an elected member of the Committee for a period of at least one year immediately before the election of the Executive.
- 7.14 A Committee member cannot be elected to the position of President if that member has served six cumulative years as President before the date of the relevant AGM, unless those years were served before the adoption of this limitation in 2014.
- 7.15 For the purposes of paragraph 7.14, if a member of the Committee is elected or appointed as President later than one calendar month after the AGM is held, this term will not count towards the six cumulative years as President.

President

- 7.16 It is the duty of the President to:
- (a) represent the Association in all official matters;
 - (b) attend all presidents' council meetings of Maccabi Australia Incorporated; and
 - (c) perform any other duties the Committee resolves from time to time.

Vice President

- 7.17 It is the duty of the Vice President to:
- (a) assist the President when required;
 - (b) perform the duties of the President in the President's absence; and
 - (c) perform any other duties the Committee resolves from time to time.

Secretary

- 7.18 The Secretary must:
- (a) as soon as practicable after being appointed as Secretary, lodge with the Association notice of his or her address; and
 - (b) keep minutes (whether in written or electronic form) of:
 - (i) all appointments of Executive and Committee Members; and
 - (ii) the names of Committee Members present at a Committee meeting or a General Meeting; and
 - (iii) all proceedings at Committee meetings and General Meetings;
 - (c) ensure that minutes of proceedings at a meeting are signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

Treasurer

- 7.19 It is the duty of the Treasurer to ensure that:
- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
 - (b) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

Variation of size of Committee

- 7.20 The Association may from time to time, at a General Meeting by ordinary resolution, increase or reduce the number of the Committee or the composition of the Executive.

Casual vacancy

- 7.21 Subject to the restriction that not more than two members of any Member Club may hold positions on the Committee at any one time, the Committee has the power to appoint any member of a Member Club, any Individual Member or any Life Member to fill any casual vacancy on the Committee until the following AGM.
- 7.22 A casual vacancy in the office of a Committee Member occurs if the Committee Member:
- (a) dies;
 - (b) ceases to be a member of a Member Club;
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth);
 - (d) resigns office by notice in writing given to the Secretary;
 - (e) is removed from office under clause 7.23;
 - (f) becomes a mentally incapacitated person;
 - (g) is absent without the consent of the Committee from three consecutive meetings of the Committee;
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three months; or
 - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

Removal of a member of the Committee

- 7.23 The Association in General Meeting may by resolution remove any Committee member before the expiration of his/her term and may by resolution appoint another person as a Committee member until the expiration of the term of office of the Committee member removed.
- 7.24 If a Committee member to whom a proposed resolution referred to in clause 7.23 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members, the Secretary or the President may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the Committee Member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

Powers and duties of the Committee

- 7.25 The business of the Association will be managed by the Committee, and the Committee may exercise all powers of the Association not required to be exercised by the Association in General Meeting. The powers of the Committee granted by this paragraph 7.25 are subject to:
- (a) this Constitution; and
 - (b) any act by the Committee not being inconsistent with any amendments to the rules, regulations or by-laws made by the Association in General Meeting provided that any amendments to the rules, regulations or by-laws will not invalidate any prior actions of the Committee which would have been valid but for the passing of any amendments to the rules, regulations or by-laws.

Meetings of the Committee

- 7.26 The powers of the Association must be exercised by the Committee as follows:
- (a) the Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time, and the Secretary must on the requisition in writing of a member of the Committee, summon a meeting of the Committee;
 - (b) subject to this Constitution, questions arising at any meeting of the Committee are to be decided by a majority of votes and a determination by a majority of the members of the Committee will for all purposes be deemed a determination of the Committee. In case of an equality of votes, the Chairperson of the meeting has a second or casting vote;
 - (c) the quorum necessary for the transaction of the business of the Committee is a majority of the total Committee at the relevant time (excluding the Immediate Past President), or any greater number fixed by the Committee;
 - (d) the continuing members of the Committee may act despite any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number or of summoning a General Meeting but for no other purpose;
 - (e) the President will preside as Chairperson at every meeting of the Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, then:
 - (i) the Vice-President will be Chairperson; or
 - (ii) if the Vice-President is not present at the meeting, then the Committee members may choose one of their number to be Chairperson of the meeting;
 - (f) the Committee may delegate any of its powers and/or functions (not being duties imposed on the Committee by the Act or the general law) to one or more sub-committees consisting of any persons as the Committee thinks fit. Any sub-committee must conform to any restriction or direction imposed by the Committee and subject to any restriction or direction has the power to co-opt any persons to be members of the sub-committee. Each member of a sub-committee has one vote for the purposes of the activities of that sub-committee;

- (g) the Committee may appoint one or more advisory boards consisting of any persons as the Committee thinks fit. Advisory boards will act in an advisory capacity only. They must conform to any restriction or direction that may be imposed by the Committee and subject to any restriction or direction has the power to co-opt any persons as members of the advisory board. Each member of an advisory board has one vote for the purposes of the activities of that advisory board;
- (h) a sub-committee or advisory board may meet and adjourn as it thinks proper. Questions arising at any meeting will be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote;
- (i) all acts done by any meeting of the Committee or of a sub-committee or advisory board or by any persons acting as a member of the Committee will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Committee or sub-committee or advisory board, or that the member of the Committee or sub-committee or advisory board or any of them were disqualified, be as valid as if every persons had been duly appointed and was qualified to be a member of the Committee or sub-committee or advisory board; and
- (j) a resolution in writing signed by all the members of the Committee who are entitled to vote on the resolution will be as valid and effectual as if it had been passed at a meeting of the Committee. Any resolution may consist of several documents in like form, each signed by one or more members of the Committee.

The Council

7.27 The Council will comprise:

- (a) the Committee; and
- (b) one representative from the committee of each Member Club, who must be appointed by the committee of that Member Club, and an alternate representative. The alternate representative may attend meetings of the Council but may only participate at Council meetings in the absence of the relevant representative. Each person who serves on the Council will be called a Councillor. A representative may not represent more than one Member Club. The secretary of each Member Club must notify the Secretary in writing of the names and addresses of that Member Club's representative and alternate representative.

7.28 The Council is responsible for advising the Committee on the Committee's functions in carrying out the Objects.

7.29 The Council must meet on at least one occasion every four calendar months and the Secretary must give to all Councillors not less than 10 days' written notice together with a copy of the agenda, and minutes of the previous meeting.

7.30 A quorum is one half of the Councillors plus one and if this represents a fraction then the quorum will be the next lower number.

7.31 The President must act as Chairperson at all meetings of the Council, except in his or her absence, when the Vice-President must act as Chairperson.

7.32 The Committee must call a special meeting of the Council upon receipt of a written request from any five Member Clubs and the meeting must be held within 14 days of receipt of the request.

7.33 At each regular Council Meeting there must be submitted:

- (a) a report from the Committee; and
 - (b) a written financial report of the Association.
- 7.34 Only Councillors and those persons who are invited by the Chairperson are entitled to have a voice at meetings of the Council.

PART 4

8 GENERAL MEETINGS

Notice of General Meetings

8.1 Subject to:

- (a) any provisions of the Act and/or this Constitution relating to Special Resolutions;
- (b) any agreements for shorter notice,

the Association must give 28 days' notice of a General Meeting to all persons entitled to notices from the Association. For the purpose of calculating the notice period, the day the notice is served or deemed to be served is not counted and the day the notice is given is also not counted.

8.2 The notice must:

- (a) specify whether the General Meeting will be an AGM or EGM; and
- (b) include any Special Resolution or Ordinary Resolution to be put to the General Meeting.

Convening of AGM

8.3 Subject to the Act, in each calendar year the Association must convene an AGM within six months after the expiration of a financial year of the Association on the date and at the place and time as the Committee determines.

Business of AGM

8.4 In addition to any other business which may be transacted at an AGM, the business of an AGM will be to:

- (a) accept any apology or apologies;
- (b) confirm the minutes of the last preceding AGM and of any EGM held since that AGM;
- (c) receive from the President and Treasurer reports on the activities of the Association during the last preceding financial year;
- (d) receive and consider any statement which is required to be submitted to Members under the Act;
- (e) elect the Committee;
- (f) consider and, if thought fit, to confer Life Membership nominated and recommended by the Committee in accordance with this Constitution;

- (g) appoint a patron, if any, of the Association and its honorary auditor and honorary solicitor;
- (h) consider, and if thought fit, approve any proposed amendment, alteration or addition to this Constitution or any other Special Resolution; and
- (i) consider and, if thought fit, to pass any motion.

Convening of EGM

8.5 An EGM:

- (a) may be convened at any time by any two members of the Committee;
- (b) may be convened the Committee as a whole; or
- (c) must be convened by the Committee within four weeks from receipt of a requisition in writing signed either by any officer of the Committee or by not less than five Councillors specifying the object of the EGM.

Business of EGM

8.6 An EGM may only consider, and if thought fit, approve any:

- (a) proposed amendment, alteration or addition to this Constitution or any other Special Resolution; and/or
- (b) any Ordinary Resolution,

which the persons convening the EGM pursuant to paragraph 8.5 may desire to place before the Members and which has been included in the notice of meeting.

Quorum

8.7 No business may be transacted at any General Meeting unless a quorum of Members is present at the time when the General Meeting precedes to business. Except as otherwise provided in this Constitution, five Members present in person or by proxy is a quorum.

8.8 If within half an hour from the time appointed for the General Meeting a quorum is not present:

- (a) if convened in accordance with paragraph 8.5(a) or (c), the General Meeting will be dissolved; or
- (b) if convened in accordance with paragraph 8.5(b), the General Meeting will stand adjourned to the same in the next week at the same time and place or to any other day and time and place as the Committee determines. If at the adjourned General Meeting a quorum is not present within half an hour from the time appointed for the General Meeting the Members present (being not less three) will be a quorum.

Chairperson

8.9 The President, or other person appointed by the Committee, will preside as Chairperson at every General Meeting, or if there is no President or other person appointed by the Committee, or if the President or other appointed person is not present within fifteen minutes after the appointed time for the holding of the General Meeting or is unwilling to act, the Vice-President will be the Chairperson, or if the Vice-President is not present or is unwilling to act then the Members present must elect a person to be Chairperson of the General Meeting.

Adjournment of General Meeting

- 8.10 The Chairperson may, with the consent of any General Meeting at which a quorum is present (and must if so directed by the General Meeting), adjourn the General Meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. If the General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting. Except as aforesaid, it is not necessary to give any notice of an adjournment or the business to be transacted at an adjourned General Meeting.

Voting at General Meetings

- 8.11 Voting at General Meetings will take place by a show of hands, unless:
- (a) a poll is demanded before or on the declaration of the vote, as to which see paragraphs 8.13 to 8.17; or
 - (b) the vote is for the election of the Committee, as to which see paragraph 8.18.
- 8.12 If a vote takes place by a show of hands, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 8.13 A poll can be demanded by:
- (a) the Chairperson; or
 - (b) any Member present in person or by proxy.
- 8.14 The demand for a poll may be withdrawn.
- 8.15 If a poll is demanded it must be taken in the manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll will be the resolution of the General Meeting at which the poll was demanded. A poll demanded on the election of a Chairperson or on a question of adjournment must be taken at once.
- 8.16 If a poll is conducted, each Member who is present in person or by proxy is entitled to the following number of votes:
- (a) an Individual Member has one vote;
 - (b) a Life Member has one vote;
 - (c) a Member Club that has been a fully paid Member for at least two complete years before the General Meeting has votes in accordance with the Member Club Vote Table below so long as the members/Non-Member Players of the Member Club are certified to the Association in accordance with paragraph 8.17. This will apply irrespective of the age of the members of the Member Club.

Member Club Vote Table	
Members	Votes
Where the Member Club has less than 51 members	25 votes
Where the Member Club has 51 members or more but less than 201 members	35 votes
Where the Member Club has 201 members or more but less than 451 members	50 votes
Where the Member Club has 451 members or more	75 votes

- 8.17 No later than fourteen days before each General Meeting, each Member Club must forward to the Secretary a certificate signed by an authorised officer of that Member Club confirming the number of its members and Non-Member Players. The certificate will in the absence of manifest error be conclusive evidence of the matters contained in it.
- 8.18 Voting on the election of the Committee must always be by secret ballot and the candidates receiving the greatest number of votes having regard to the number of positions available will be elected. The number of votes to which each candidate for election is entitled must be calculated in accordance with paragraph 8.16.
- 8.19 In the case of an equality of votes on a show of hands or on a poll, the Chairperson of the General Meeting at which the show of hands takes place or at which the poll is demanded is entitled to a second or casting vote.

Proxies

- 8.20 Each Member may vote in person or by proxy and the following provisions will apply:
- (a) proxies must be given to the Secretary no later than three days before the time of the General Meeting in respect of which the proxy is appointed;
 - (b) the notice appointing the proxy must be in the form approved by the Secretary of the Association; and
 - (c) a proxy must be eighteen years of age or older.
- 8.21 A Member Club may, from time to time, by notice in writing to the Secretary appoint a representative to attend General Meetings and to exercise the Member Club's votes.

PART 5

9 MISCELLANEOUS

Insurance/Indemnity and access

- 9.1 The Association must effect and maintain insurance as required by the Act.

- 9.2 In addition to insurance required under paragraph 9.1, the Association may effect and maintain other insurance.
- 9.3 To the extent permitted by the Act, the Association may indemnify or provide the Committee Members with a right of access in customary commercial terms.

Finance

- 9.4 The financial year of the Association ends on the 30th day of June in each year to which day the accounts of the Association must be balanced and a copy of the statement of receipts and expenditure presented at the following AGM of the Association.
- 9.5 The Accounts must be audited after the end of each financial year by the Honorary Auditor.
- 9.6 The income of the Association must be kept by the Treasurer under the supervision of and at the place the Committee determines. The Committee has power to expend income as it thinks fit in accordance with this Constitution and the Objects. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the President, the Treasurer or the Vice-President or two other members of the Committee as the Committee may determine from time to time.
- 9.7 The funds of the Association must be derived from membership fees and annual subscriptions of members, donations and any other sources that the Committee determines.
- 9.8 The Association must, as soon as practicable after receiving any money, issue an appropriate receipt for any money that the Association receives.
- 9.9 All money received by the Association must be deposited as soon as practicable and without deduction to the credit of a bank account of the Association.
- 9.10 Unless and until the Committee otherwise determines, any monies standing to the credit of the Association may be invested in interest-bearing accounts on the conditions the Committee determines.

Alteration to Objects and Constitution

- 9.11 No repeal, amendment or addition to this Constitution may be made except by a Special Resolution.

Custody of books

- 9.12 Except as otherwise provided by this Constitution, the Public Officer must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

Inspection of books

- 9.13 The records, books and other documents of the Association must be open to inspection, free of charge, by a member of the Association at any reasonable hour upon reasonable notice.

Service of notices

- 9.14 For the purposes of this Constitution, a notice may be served by or on behalf of the Association upon any Member or Participant either:
- (a) personally;

- (b) by sending it by post to a Member at the Member's address shown in the Register of Members;
 - (c) by sending it by electronic mail to a Member at the Member's electronic address shown in the Register of Members; or
 - (d) to a Participant, by sending it to a postal or electronic address in the Association's or a Member Club's records at the relevant time.
- 9.15 If a document is sent to a Member or Participant by properly addressing, pre-paying and posting to the Member or Participant a letter containing the documents, the document will, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served upon the Member or Participant at the time at which the letter would have been delivered in the ordinary course of post.
- 9.16 If a document is sent to a Member or Participant by electronic mail, the document will, unless the contrary is proved, be deemed for the purposes of this Constitution to have been served upon the Member or Participant 24 hours after the electronic mail was sent to the member.

By-laws

- 9.17 The Committee may make, alter or repeal any by-laws that are not inconsistent with this Constitution as it deems necessary for the proper and effective management of the Association and the by-laws will be binding upon all Members until they are rescinded or varied by resolution of the Committee or of General Meeting of the Association.

PART VI

10 ADDITIONAL RULES APPLICABLE TO CHARITIES

Application of Part

- 10.1 This Part applies while the Association is registered under or is exempted from registration by or under any law relating to charities.

Payment, members of Committee

- 10.2 A member of the Committee must not be appointed to any salaried office of the Association or any office of the Association paid by fees and no remuneration or any other benefit in money or money's worth may be given by the Association to any member of the Committee except:
- (a) repayment of out-of-pocket expenses;
 - (b) interest at a rate not exceeding interest at the rate for the time being which is or would be charged by the Association's bankers for money lent to the Association; and/or
 - (c) reasonable and proper rent for premises let to the Association.

Vacation of office

- 10.3 The office of a member of the Committee will become vacant if:
- (a) the member holds an office of profit in the Association; or

- (b) the member is directly or indirectly interested in any contract or proposed contract with the Association unless he or she makes prior disclosure to the Committee.

Compliance with charitable fundraising

- 10.4 The Association must comply with the provisions of any law relating to charitable fundraising.

Not-for-profit status

- 10.5 The assets and income of the Association must be applied solely in furtherance of the Objects and no portion may be distributed directly or indirectly to the Members except as bona fide compensation for service rendered or expenses incurred on behalf of the Association.

Dissolution

- 10.6 If the Association is dissolved, the amount that remains after that dissolution and the satisfaction of all debts and liabilities must be transferred to another organisation with similar objects which is not carried on for the profit or gain of its members.

Appendix

Application for membership

"To the Secretary, Maccabi NSW Incorporated ("Association"):

*1. (insert full name of Club) is an association incorporated under the (insert name of statute) and is entitled to be admitted as a Member Club of the Association under the Association's Constitution.

or

*1. I am a Jewish person who is entitled to be admitted as an Individual Member of the Association under the Association's Constitution.

2. I/we:

(a) *apply/applies to become a *Member Club/Individual Member of the Association; and

(b) if accepted for membership, *agree/agrees to be bound by the Association's Constitution and Maccabi Australia Incorporated's Member Protection Policies as varied from time to time.

*3. We certify that:

(a) to the best of the knowledge and belief of our governing body, each of its members is Jewish; and

(b) all of its Participants are subject to and required to comply with the MPP.

Dated: 20

Signed by/for and on behalf of

.....

*Delete whichever is not applicable.