

THE NSW KASHRUT AUTHORITY INC

CONSTITUTION

2015



Celebrating 25 years

Contents

Part 1 - Preliminary

1 Name, Purpose and Definitions	3
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Part 2 - Membership

2 Membership generally	4
3 Nomination for membership.....	5
4 Cessation of membership	6
5 Membership entitlements not transferable	6
6 Resignation of membership	6
7 Register of members	6
8 Fees and subscriptions.....	7
9 Members' liabilities	7
10 Resolution of disputes	7
11 Disciplining of members.....	8
12 Right of appeal of disciplined member	8

Part 3 - The Board of Directors

13 Powers of the Board of Directors	10
14 Composition and membership of Board.....	10
15 Election of Board of Directors	11
16 Secretary	12
17 Treasurer.....	12
18 Rabbinic Administrator.....	12
19 Casual vacancies	12
20 Removal of Board Directors and Members	13
21 Board meetings and quorum	13
22 Delegation by the Board to a sub-committee	14
23 Voting and decisions	15
24 Changes to constitution.....	15

Part 4 - General meetings

25 Annual general meetings - holding of.....	16
26 Annual general meetings - calling of and business at	16
27 Special General Meetings - calling of.....	16
28 Notice	17
29 Quorum for general meetings	17
30 Presiding member	17
31 Adjournment.....	18
32 Making of decisions	18
33 Special resolutions	18
34 Voting.....	18
35 Proxy votes not permitted	19
36 Postal ballots	19

Part 5 - Miscellaneous

37 Insurance	20
38 Funds - source	20
39 Funds - management	20
40 Change of name, objects and constitution	20
41 Custody of books etc.....	20
42 Inspection of books etc.....	20
43 Service of notices	21
44 Financial year	21

Appendix 1 Application for membership of association	22
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Part 1 – Preliminary

Constitution

Of

The NSW Kashrut Authority Incorporated

1. Name, Purpose, Limitations and Definitions

- (1) The Name of the association is The NSW Kashrut Authority Incorporated (The NSW Kashrut Authority).
- (2) The Purposes for which the association has been established are:
 - (a) “To serve the Jewish community in ensuring the highest standards of Kashrut supervision and the availability of Kashrut services, all maintained in accordance with Orthodox Halacha.”
 - (b) “To do its utmost to ensure that Kosher food is as readily available and as affordable as possible.”
 - (c) “To be a resource for the dissemination of information related to Torah observance in general and Kashrut observance in particular.”
 - (d) “To at all times adhere to the highest standards of Halachic observance including the highest standards of honesty and integrity.”
 - (e) To act as the kashrut administrative arm of the Sydney Beth Din
- (3) Limitation:
 - (a) The NSW Kashrut Authority is a religious organisation and all its conduct activities and operations shall be in accordance with Orthodox Halacha.
 - (b) The NSW Kashrut Authority is a not-for-profit association and as such all income and property of The NSW Kashrut Authority will only be applied towards the promotion of the purpose as set out in clause 1.2a.
- (4) Definitions:

In this constitution:

Ordinary Board Member means a member of the Board of Directors who is not an office bearer of the association.

Orthodox Halacha or Halacha means Jewish Law Theology and religious outlook as practiced, interpreted and understood by such bodies as the London Beth Din, The Chief Rabbinate of the State of Israel and the Sydney Beth Din, The decider of Halacha in this constitution shall be the Sydney Beth Din.

Secretary means:

- (a) the person holding office under this constitution as Secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

Special General Meeting means a general meeting of the association other than an annual general meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

Sydney Beth Din Representative means the observer of the Kashrut Authority's activities.

- (5) In this constitution:
- (a) a reference to a function includes a reference to a power, authority and duty, and
 - (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (6) The provisions of the *Interpretation Act 1987* 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.

Part 2 - Membership

2. Membership generally

- (1) A person is eligible to be a member of the association if:
- (a) the person is a natural person,
 - (b) The person is Jewish in accordance with Orthodox Halacha,
 - (c) the person adheres to and is strictly observant of Orthodox Halacha including but not limited to the Sabbath and Jewish Kosher dietary laws to a standard acceptable to the Sydney Beth Din
 - (d) the person has not been disqualified by the Sydney Beth Din for failing to adhere to clause 2.1.(b) and (c) above,
 - (e) the person agrees to follow the decisions and interpretations of the Sydney Beth Din on all issues regarding Orthodox Halacha in all matters associated with the NSW Kashrut Authority,
 - (e) the person has been nominated and approved for membership of the association in accordance with clause 3, and
 - (f) the person is not otherwise disqualified by applicable law or by the association constitution or other governing documents and principles.
- (2) A person is taken to be a member of the association if:
- (a) the person is a natural person,
 - (b) The person is Jewish in accordance with Orthodox Halacha,
 - (c) the person adheres to and is strictly observant of Orthodox Halacha including the Sabbath and Jewish Kosher dietary laws to a standard acceptable to the Sydney Beth Din,
 - (d) the person has not been disqualified by the Sydney Beth Din for failing to adhere to clause 2.2(b) above,
 - (e) the person agrees to follow the decisions and interpretations of the Sydney Beth Din on all issues regarding Orthodox Halacha in all matters associated with the NSW Kashrut Authority,
 - (f) the person is not otherwise disqualified by applicable law or by the association constitution or other governing documents and principles, and
 - (g) the person was:
 - (i) in the case of an unincorporated body that is registered as the association - a member of that unincorporated body immediately before the registration of the association, or
 - (ii) in the case of an association that is amalgamated to form the relevant association - a member of that other association immediately before the amalgamation, or
 - (iii) in the case of a registrable corporation that is registered as an association - a member of the registrable corporation immediately before that entity was registered as an association.
- (3) A person is taken to be a member of the association if the person was one of the individuals on whose behalf an application for registration of the association under section 6 (1) (a) of the Act was made.
- (4) A member of the Sydney Beth Din shall automatically be considered a member of the Kashrut Authority and a member of the board.

3. Nomination for membership

- (1) A nomination of a person for membership of the association:
 - (a) must be made by a member of the association in writing in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Board which is to determine whether to approve or to reject the nomination.
- (3) As soon as practicable after the Board makes that determination, the Secretary must:
 - (a) notify the nominee, in writing, that the committee approved or rejected the nomination (whichever is applicable), and
 - (b) if the Board approved the nomination, request the nominee to pay (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The Secretary must, on payment by the nominee of the amounts referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the association.

4. Cessation of membership

A person ceases to be a member of the association if the person:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the association, or
- (d) fails to pay the annual membership fee under clause 8 (2) within 3 months after the fee is due.
- (e) the person has been disqualified by the Sydney Beth Din for failing to adhere to clause 2.1. (c) or (d) above.

5. Membership entitlements not transferable

A right, privilege or obligation which a person has by reason of being a member of the association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of the association may resign from membership of the association by first giving to the Secretary written notice of at least one month (or such other period as the Board 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.
- (2) If a member of the association ceases to be a member under subclause (1), and

in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

7. Register of members

- (1) The public officer of the association must establish and maintain a register of members of the association specifying the name and postal or residential address of each person who is a member of the association together with the date on which the person became a member in accordance.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of the association, or
 - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection that information must not be made available for inspection.
- (6) 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.

8. Fees and subscriptions

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$1 or, if some other amount is determined by the Board, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a member of the association must pay to the association an annual membership fee of \$2 or, if some other amount is determined by the Board, that other amount:
 - (a) except as provided by paragraph (b), before 1 July in each calendar year, or
 - (b) if the member becomes a member on or after 1 July in any calendar year - on becoming a member and before 1 July in each succeeding calendar year.

9. Members' liabilities

The liability of a member of the association 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 of the association as required by clause 8.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members)

of the association, or disputes between a member or members of the association and the association, are to be referred to the Jewish Arbitration and Mediation Service or a community justice centre for mediation under the Community Justice Centres Act 1983.

(2) If a dispute is not resolved through mediation within 3 months of referral to JAMS or a community justice centre, the dispute shall be referred to the Sydney Beth Din for arbitration.

(3) In all cases of a dispute referred to the Sydney Beth Din, a Din Torah / Halachic arbitration shall be arranged under their auspices. However, any members of the Sydney Beth Din who are also members or Directors of The NSW Kashrut Authority shall not be eligible to sit as judges on the Din Torah/arbitration panel if they are party to the dispute or have a conflict of interest.

11. Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of the association:
 - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the association.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution

of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.

- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Board which is to convene a general meeting of the association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of the association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of the association.

Part 3 - The Board of Directors

13. Powers of the Board of Directors

Subject to the Act, the Regulation and this constitution and to any resolution passed by the association in general meeting, the Board of Directors ("Board"):

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all such 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 of members of the association, and
- (c) has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the association.
- (d) Notwithstanding the general powers of the Board enumerated under Clause 13 herein, all issues of Orthodox Halacha are to be interpreted and decided solely by the Sydney Beth Din and their decisions in these regards and matters shall be final and binding on The NSW Kashrut Authority. However, only the Board of Directors (Board members) of The NSW Kashrut Authority may deal with financial aspects and matters of the Association unless those matters have Halachic ramifications.
- (e) However, except for the Rabbinic Administrator, members of the board who are present in their capacity as members of the Sydney Beth Din are entitled to participate in, and contribute opinion to, any discussion of financial and/or commercial matters pertaining to the operations of The KA, but they will not be entitled to a vote on such matters unless those matters have Halachic ramifications.
- (f) If any dispute shall arise as to whether a particular matter is the subject of Halachic purview and subject to the sole jurisdiction of the Sydney Beth Din, and the dispute is not resolved, the matter shall be referred to the London Beth Din for determination as to jurisdiction. However if the London Beth Din determines the matter is Halachic, then the decision on the matter reverts to the sole and binding jurisdiction of the Sydney Beth Din.

14. Composition and membership of the Board of Directors

- 1) The Board of Directors is to consist of:
 - a) the office-bearers of the association:
 - i) the President,
 - ii) the Vice-President,
 - iii) honorary Treasurer,
 - iv) honorary Secretary, and
 - (b) 3 Ordinary Board Members, each of whom is to be elected at the annual general meeting of the association under clause 15.
 - (c) the members of the Sydney Beth Din
 - (d) the rabbinic administrator
- (2) The minimum amount of members of the board shall be four and the maximum number of members of the Board is to be 7 besides the members of the Sydney Beth Din and Rabbinic Administrator.

- (3) At least 3 of the Directors or Ordinary Board Members must be resident in the Commonwealth of Australia.
- (4) An individual Director may hold up to 2 offices (other than both the President and Vice-President offices).
- (5) Each Director is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re-election.
- (6) Each Director must adhere to and be strictly observant of Orthodox Halacha including but not limited to Shabbat and Jewish Kosher dietary laws to a standard acceptable to the Sydney Beth Din.
- (7) Each Director must agree to follow the decisions and interpretations of the Sydney Beth Din on all issues regarding Orthodox Halacha in all matters associated with the NSW Kashrut Authority

15. Election of Board of Directors

- (1) Nominations of candidates for election as Directors of the association or as Ordinary Board Members:
 - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) must be delivered to the Secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and Ordinary Board Members of the Board is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (7) A person nominated as a candidate for election as a Director or as an Ordinary Board Member of the association must be a member of the association.
- (8) A person nominated or appointed as an office bearer or Board Director may not otherwise be disqualified by applicable law or by the association constitution or other governing documents and principles other than due to a breach of clause 10. Both those persons nominated and those persons currently serving as Directors must sign a statement certifying that they are not disqualified from serving as a responsible person on the Board of Directors for the association. The Board Charter shall contain language to be used for the non-disqualified disclosure statement.
- (9) a board member may be an employee of the Association but must not participate in the decision making process in a matter in which he has a pecuniary interest.
- (10) Any issues or questions that may arise regarding a Director's adherence to and

observance of Orthodox Halacha shall solely be decided upon by the Sydney Beth Din. If the Sydney Beth Din makes a determination that a Director in question is not adhering to and observant of Orthodox Halacha, the person will be disqualified from being or continuing to be a Director of the Board, such notice of disqualification to be given in writing to the President by the Sydney Beth Din and in the case of disqualification of the President to the Vice President.

16. Secretary

- (1) The Secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes of:
 - (a) all appointments of Board Directors, and
 - (b) the names of Directors of the Board present at a Board meeting or a general meeting, and
 - (c) all proceedings at Board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the President or Chairperson of the meeting or by the President or Chairperson of the next succeeding meeting.

17. Treasurer

It is the duty of the Treasurer of the association to ensure:

- (a) that all money due to the association is collected and received and that all payments authorised by the association are made, and
- (b) that 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.

18. Rabbinic Administrator

- (a) The Rabbinic Administrator shall be a member of the Sydney Beth Din or an appointee of the Sydney Beth Din. His appointment as Rabbinic Administrator shall be ratified by the board.
- (b) The Rabbinic Administrator shall be the "Rav HaMachshir" of the Kashrut Authority. He shall be responsible in financial matters to the board of the NSW Kashrut Authority and in Halachic matters to his colleagues on the Sydney Beth Din.
- (c) In the first instance he shall decide all matters of Halacha as they relate to Kashrut Supervision. Halachic matters as they relate to the general management of the NSW Kashrut Authority shall be determined by the Beth Din as a whole.

19. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the

conclusion of the annual general meeting next following the date of the appointment.

- (2) A casual vacancy in the office of a member of the Board occurs if the Director or Ordinary Board Member:
- (a) dies, or
 - (b) ceases to be a member of the association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 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* of the Commonwealth or prohibited or otherwise disqualified by the Australian Charities and Not-for-profits Commissioner from being a responsible person of the association.

20. Removal of Board Directors and Members

- (1) The association in general meeting may by resolution remove any member or Director of the Board from the office of Director or Board Member before the expiration of the Director's or Board Member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the Director or Board Member so removed.
- (2) If a Director or Member on the Board to whom a proposed resolution referred to in subclause (1) 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 of the association, 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 Director or Member is entitled to require that the representations be read out at the meeting at which the resolution is considered. .
- (3) Only The Sydney Beth Din may remove members of the Sydney Beth Din from the board.
- (4) Should the board be of the view that a particular member of the Beth Din is guilty of misconduct , the board shall be entitled to lodge a complaint to the Sydney Beth Din in that regard to adjudicate the matter before a tribunal of three judges of the Beth Din. Should there not be sufficient numbers on the Sydney Beth Din, an additional member shall be chosen from the London Beth Din.
- (5) Any decision by the Sydney Beth Din in this regard shall be appealable to the London Beth Din.

21. Board meetings and quorum

- (1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.

- (2) Additional meetings of the Board may be convened by the President or by any Director or Member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary to each Director of the Board at least 48 hours (or such other period as may be unanimously agreed on by the Directors of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the committee members present at the meeting unanimously agree to treat as urgent business.
- (5) Any 3 Directors or Members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
 - (a) the President or, in the President's absence, the Vice-President is to preside, or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining Directors or Members of the Board as may be chosen by the Directors and members present at the meeting is to preside.
- (9) Meetings may be attended via live electronic media and such attendance shall be considered attendance for the purpose of a quorum.
- (10) In between formal board meetings the President together with the Rabbinic Administrator and members of the board all together comprising a majority of the current board, shall be empowered to make decisions by a unanimous vote and those decisions shall have the same force and effect as a board decision

22. Delegation by the Board to a sub-committee

- (1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of such member or members of the association as the Board sees fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Board by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Board may continue to exercise

any function delegated.

- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

23. Voting and decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of Directors and Members of the Board or sub-committee present at the meeting.
- (2) Each Director and Board Member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) The Sydney Beth Din Representatives are not entitled to vote on any financial issues in relation to the Kashrut Authority.
- (4) Subject to clause 20 (5), the Board may act despite any vacancy on the Board.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director and/or Member of the Board or sub-committee.
- (6) Any decision of the board not made in accordance of Orthodox Halacha shall be deemed null ab-initio.

24. Changes to Constitution

Any changes to this constitution can only be made by the unanimous vote of the members of the Sydney Beth Din and a three quarter majority of the regular membership.

Part 4 - General meetings

25. Annual general meetings - Holding of

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
 - (a) within 6 months after the close of the association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

26. Annual general meetings - calling of and business at

- (1) The annual general meeting of the association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Board sees fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
 - (b) to receive from the Board reports on the activities of the association during the last preceding financial year,
 - (c) to elect Directors and Members of the Board of the association,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.
- (4) All issues or matters involving Orthodox Jewish Halacha (law) are to be interpreted and decided solely by the Sydney Beth Din Representatives and their decisions in these regards and matters shall be binding on The NSW Kashrut Authority. The Sydney Beth Din Representatives may attend all general meetings. However, only the Members of the Board of Directors of the association may deal with financial aspects of the association unless they impact on Halacha.

27. Special General Meetings - calling of

- (1) The Board may, whenever it thinks fit, convene a Special General Meeting of the association.
- (2) The Board must, on the requisition in writing of at least 5 per cent of the total number of members, convene a Special General Meeting of the association.
- (3) A requisition of members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with

the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

- (5) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

28. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

29. Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

30. Presiding member

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of the association.

- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of their members to preside as chairperson at the meeting.

31. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

32. Making of decisions

- (1) A question arising at a general meeting of the association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined 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 carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

33. Special resolutions

A special resolution may only be passed by the association in accordance with section 39 of the Act.

34. Voting

- (1) On any question arising at a general meeting of the association a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general meeting of the association if the member is under 18 years of age.

35. Proxy votes not permitted

Proxy voting must not be undertaken at or in respect of a general meeting.

Note: Schedule 1 of the Act provides that an association's constitution is to address whether members of the association are entitled to vote by proxy at general meetings.

36. Postal ballots

- (1) The association may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 - Miscellaneous

37. Insurance

The association may effect and maintain insurance.

38. Funds - source

- (1) The association is a not-for-profit association. The funds of the association are to be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the Board determines.
- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the association's bank or other authorised deposit-taking institution account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

39. Funds - management

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used in pursuance of the objects of the association in such manner as the Board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 Directors or members of the Board or employees of the association, being members or employees authorised to do so by the Board.

40. Change of name, objects and constitution

An application to the Director-General for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a Director or Member of the Board.

41. Custody of books etc

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. The public officer must be a resident of New South Wales and maintain custody of the books, records and other documents relating to the association in New South Wales.

42. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
 - (a) records, books and other financial documents of the association,
 - (b) this constitution,

- (c) minutes of all Board meetings and general meetings of the association.
- (2) A member of the association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

43. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

44. Financial year

The financial year of the association is:

- (a) the period of time commencing on the date of incorporation of the association and ending on the following 31 December, and
- (b) each period of 12 months after the expiration of the previous financial year of the association, commencing on 1 January and ending on the following 31 December.

Note: Schedule 1 of the Act provides that an association's constitution is to address the association's financial year.

Appendix 1 Application for membership of association

(Clause 3 (1))

APPLICATION FOR MEMBERSHIP OF ASSOCIATION

.....

[name of association]

Incorporated (incorporated under the *Associations Incorporation Act 2009*)

I,

[full name of applicant]

of

[address]

.....

[occupation]

hereby apply to become a member of the above named incorporated association. In the event of my admission as a member, I agree to be bound by the constitution of the association for the time being in force.

.....

Signature of applicant

Date

I,

[full name]

a member of the association, nominate the applicant for membership of the association.

.....

Signature of proposer

Date

I,

[full name]

a member of the association, second the nomination of the applicant for membership of the association.

.....

Signature of seconder

Date