

**Rules**  
**of**  
**NCJW (Victoria) Community Services Inc**

*Incorporating amendments passed by members by special resolution on 30 July 2018*

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# Rules

## NCJW (Victoria) Community Services Inc

### 1 Name

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The name of the incorporated association is **NCJW (Victoria) Community Services Inc** (in these Rules called “**the Association**”).

### 2 Definitions and interpretation

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#### 2.1 Definitions

In these Rules, unless the context otherwise requires:

“**Act**” means the *Associations Incorporation Reform Act 2012*.

“**Board**” means the committee of, or other body having management of, the Association established under Rule 20.

“**Board Member**” means a member of the Board elected or appointed under Rules 20 or 22;

“**Business Day**” means any day excluding a Saturday, Sunday and public holiday in Victoria;

“**Chairperson**” of a General Meeting or Board meeting, means the person chairing the meeting as required under these Rules.

“**Commissioner**” means the Commissioner of Taxation, a second Commissioner of Taxation or a Deputy Commissioner of Taxation or other delegate of the Commissioner of Taxation for the purposes of the Tax Act.

“**Eligible Charities**” means a fund, authority or institution:

- (a) which is charitable at law;
- (b) gifts or contributions to which are deductible under item 1 of the table in section 30-15 of the Tax Act; and
- (c) if required under the Tax Act, has purposes similar to the purposes of the Association.

“**Financial Year**” means each period of 12 months ending on 31st March.

“**General Meeting**” means a general meeting of Members convened in accordance with Rule 18 and includes an annual general meeting and a special general meeting.

“**Gift Fund**” means the fund known as the NCJW (Victoria) Gift Fund (or such other name approved by the Board from time to time) established in accordance with Rule 6.

“**GST**” has the meaning given to that term by section 195-1 of the GST Act.

“**GST Act**” means *A New Tax System (Goods and Services Tax) Act 1999*.

“**Member**” means each person who is recorded as a Member in the register of members.

“**Membership**” means the contractual right of a person to membership of the Association.

**"President"** means the person elected in accordance with Rule 20.

**"Regulations"** means regulations under the Act.

**"Relevant Documents"** has the meaning given by the Act.

**"Responsible Person"** means an individual who:

- (a) performs a significant public function;
- (b) is a member of a professional body having a code of ethics or rules of conduct;
- (c) is officially charged with spiritual functions by a religious institution;
- (d) is a director of a company whose shares are listed on ASX Limited;
- (e) has received formal recognition from government for services to the community;  
or
- (f) is approved as a Responsible Person by the Commissioner.

**"Secretary"** means the person elected or appointed in accordance with either Rule 20 or Rule 27 to perform the duties of a secretary of the Association.

**"Security Interest"** means any mortgage, lien, hypothecation, charge (whether fixed or floating), bill of sale, caveat, pledge, claim, trust arrangement, preferential right, right of set-off, title retention or other form of encumbrance and includes any "security interest" within the meaning of section 12 of the *Personal Property Securities Act 2009* (Cth).

**"Subcommittee"** means a subcommittee of the Board established under Rule 24.

**"Treasurer"** means the person elected in accordance with Rule 20.

**"Tax Act"** means the *Income Tax Assessment Act 1997* (Cth).

**"Vice-President"** means a person elected in accordance with Rule 20.

## 2.2 Words and expressions

In these Rules, unless the context requires otherwise:

- (a) a reference to these Rules and any other document or agreement includes a reference to these Rules or that document or agreement as amended, novated, supplemented, varied or replaced from time to time and includes rules, regulations and by-laws made thereunder;
- (b) a reference to any legislation or to any provision of any legislation includes:
  - (i) any modification or re-enactment of the legislation;
  - (ii) any legislative provision substituted for, and all legislation, statutory instruments and regulations issued under, the legislation or provision; and
  - (iii) where relevant, corresponding legislation in any Australian State or Territory;
- (c) a reference to "\$", "A\$" or "dollar" is a reference to Australian currency;
- (d) the singular means the plural and vice versa;
- (e) words denoting any gender include all genders;
- (f) words and expressions denoting natural persons include bodies corporate, partnerships, associations, institutions, firms, bodies and entities (whether incorporated or not), governments and governmental authorities and agencies and vice versa;

- (g) headings are for convenience and do not affect interpretation;
- (h) a reference to these Rules includes any schedules or annexures; and
- (i) words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the *Interpretation of Legislation Act 1984* and the Act as in force from time to time unless otherwise defined in these Rules.

### **2.3 Model rules**

To the extent permitted by law, the model rules contained in the Act do not apply to the Association.

## **3 Purposes**

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### **3.1 Principal purposes**

The principle purposes of the Association are to provide direct relief of poverty, suffering, helplessness, distress and misfortune through specific programs and welfare services to disadvantaged members of the community, particularly the Jewish community, including, without limitation:

- (a) the elderly or sick who are also in poverty, isolated, or suffering distress from physical or psychological causes (for example, holocaust survivors) by, without limitation:
  - (i) arranging senior citizens' gatherings with informal counselling;
  - (ii) visiting the sick at hospitals, nursing homes or their own homes;
  - (iii) arranging transport for those in poverty or unable through sickness to take public transport;
- (b) people in poverty by providing free or low cost clothing and household goods.

### **3.2 Ancillary purposes**

To achieve the principal purposes set out in Rule 3.1, the Association may, among other things:

- (a) take on the role of advocate for disadvantaged members of the community, particularly the Jewish community, who are suffering from helplessness, distress and misfortune;
- (b) conduct public programs including education programs, social and community programs and research programs;
- (c) co-ordinate and arrange conferences, meetings, standing Boards and commissions and other forums;
- (d) disseminate information relating to education and community programs and to produce, edit, publish, issue, sell, circulate and preserve such papers, periodicals, books, circulars and other literary matters as are conducive to these objects;
- (e) establish and maintain relationships and close communications with corporations, entities, associations, foundations, institutions, organisations and groups including Federal, State and Local Government instrumentalities, authorities and professionals that may have related interests to the Association and utilise their resources and facilities to provide and achieve the purposes of the Association;
- (f) seek and co-ordinate funding from Federal, State and Local Government and the private sector in the form of grants, gifts, donations and bequests committed to the purposes of the Association;
- (g) encourage and promote and generally to create greater community awareness in the knowledge and understanding of the purposes of the Association;

- (h) provide or attract funds for the facilitation of any of the purposes of the Association;
- (i) do all such other things as are incidental or conducive to the attainment of the purposes and aims of the Association.

The purposes of the Association will be pursued principally in Australia.

### **3.3 No profit or gain to Members**

- (a) The Association will not be carried on for the purpose of profit or gain to its Members and the income and property of the Association, however and wherever derived, will be applied solely towards the promotion of the purposes of the Association.
- (b) No portion of the income or property of the Association will be paid or transferred, directly or indirectly, to the Members of the Association but nothing contained in these Rules will prevent the payment in good faith of remuneration to any officers or servants of the Association or to any Member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual course of business.

## **4 Powers**

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- 4.1 The Association has, subject to the Act, power to do all things necessary or convenient to be done for, or in connection with, the attainment of its purposes.
- 4.2 Without limiting the generality of clause 4.1, the Association has all the rights, powers and privileges and the legal capacity provided under the Act including, but not limited to, the powers to:
  - (a) accept gifts, devises, bequests or assignments made to the Association, whether on trust or otherwise, and whether unconditionally or subject to a condition and, if a gift, devise, bequest or assignment is accepted by the Association on trust or subject to a condition, to act as trustee or to comply with the condition, as the case may be;
  - (b) make available (whether in writing or in any other form and whether by sale or otherwise) information relating to the Association and its functions;
  - (c) to occupy, use and control any land or building owned or held under lease by any other person made available to the Association;
  - (d) acquire, hold and dispose of real and personal property, including intellectual property;
  - (e) lease the whole or any part of any land or building for the purposes of the Association;
  - (f) occupy, use and control any other land or building owned or held under lease by any other person and made available to the Association;
  - (g) enter into contracts;
  - (h) erect buildings;
  - (i) employ managers and other staff to implement the purposes of the Association and pay such fees, salaries, emoluments and expenses as the Board considers reasonable to such persons;
  - (j) purchase or take on hire, or to accept as a gift or on deposit or loan, and to dispose of or otherwise deal with furnishings, equipment and other goods;
  - (k) act as trustee of moneys or other property vested in the Association on trust;
  - (l) appoint patrons of the Association; and

(m) do anything incidental to any of the Association's purposes.

4.3 Notwithstanding anything contained in these Rules, any money or other property held by the Association for the Association on trust or accepted by the Association for the Association subject to a condition, will not be dealt with except in accordance with the obligations of the Association as trustee or as the person who has accepted the money or other property subject to the condition, as the case may be.

## **5 Alteration of Rules**

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These Rules shall not be altered except in accordance with the Act.

## **6 Gift Fund**

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- (a) The Association must, if required under the Tax Act, establish and maintain, for the purposes of the Association, a separate Gift Fund:
- (i) to which gifts of money, property or other contributions for those purposes must be made;
  - (ii) to which any money or other contributions received by the Association because of those gifts must be credited; and
  - (iii) that does not receive any other money, property or contributions.
- (b) If a Gift Fund is established, it will not be used for the purposes of profit or gain to the Members of the Association and the gifts made to the Gift Fund and any money or other contributions received because of those gifts will be applied solely towards the promotion of the purposes of the Association and no portion of the Gift Fund shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members of the Association.
- (c) The Association will maintain a separate bank account for the Gift Fund and will comply with subdivision 30-BA of the Tax Act with respect to the administration of the Gift Fund.
- (d) The Gift Fund will be administered by a committee of not less than three persons appointed by the Board, a majority of which must be Responsible Persons.
- (e) The Gift Fund committee referred to in Rule 6(d) will have the sole responsibility for decisions regarding the use and application of all gifts and contributions made to the Gift Fund and any money or other contributions received because of those gifts for the purposes set out in the statement of purposes of the Association.
- (f) In accordance with the Tax Act, receipts issued for gifts or other contributions must state:
- (i) the name of the Association and Gift Fund;
  - (ii) the ABN of the Association; and
  - (iii) the fact that the receipt is for a gift or contribution.
- (g) Rules 6(a) to 6(f) (both inclusive) apply only if the Association is required to establish a Gift Fund by the Tax Act or if determined by the Board.



## **7 Membership**

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### **7.1 Minimum number**

- (a) Subject to these Rules and the Act, there must be at least five Members.
- (b) The Board may, from time to time, prescribe a maximum number of Members.

### **7.2 Appointment as a member**

The Members are the members of the board of National Council of Jewish Women of Australia (Victoria) Inc, and any other person appointed as a Member by the Board.

## **8 Entrance fee and annual subscription**

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- 8.1 The entrance fee is the amount determined by the Board from time to time .
- 8.2 The annual subscription may be fixed at the annual general meeting and unless so fixed is the amount determined by the Board, payable in advance on or before 1 April in each year.
- 8.3 The Board is entitled to determine that different fees or subscriptions are payable in respect of any Membership and as between Members or that no fees or subscriptions are payable by one or more Members.
- 8.4 If the first year of Membership applicable to the person seeking admission to Membership is comprised of less than 365 days, the first year's fees or subscription payable by that person is to be apportioned according to the number of days remaining in that year of Membership.
- 8.5 All payments that are required to be made by a Member under these Rules (including but not limited to subscriptions) are exclusive of GST.
- 8.6 If any payment referred to in clause 8.5 is for, or is in connection with, a supply made by the Association under these Rules on which the Association is liable to pay GST, then such payment will be increased by the prevailing rate of that GST and the Member will pay that increased amount to the Association at the same time and in the same manner as all other payments required to be made.
- 8.7 The Association must issue to the Member a tax invoice for the increased amount referred to in clause 8.6 within 14 days from the date that the increased amount is required to be paid by the Member.

## **9 Rights of members**

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- 9.1 Subject to these Rules, the Members are entitled to all the rights and privileges of Membership of the Association.
- 9.2 A right, privilege, or obligation of a person by reason of the person's his Membership:
  - (a) is not capable of being transferred or transmitted to another person; and
  - (b) terminates on cessation of Membership whether by death or resignation or otherwise as set out in clause 12.

## **10 Register of Members**

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- 10.1 The Secretary must keep and maintain a register of members containing:
- (a) the name and address of each Member;
  - (b) the date on which each Member's name was entered in the register;
  - (c) in the case of each former Member, the date of ceasing to be a Member; and
  - (d) any other information which the Board considers necessary.
- 10.2 The register shall be available for inspection at a reasonable time, free of charge, by any Member upon request.
- 10.3 Subject to the Act, a Member may make a copy of entries in the register unless otherwise determined by the Board.
- 10.4 The Secretary may restrict access to the personal information of a person recorded as a Member in accordance with the Act.

## **11 Default by members**

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- 11.1 If a Member fails to pay that Member's subscription, in whole or in part, in any year of Membership for more than 60 days after the due date for payment:
- (a) all of the rights and privileges of that Member will be automatically suspended until the subscription, or such part which is payable and remains outstanding, is paid or until the Member's Membership has been determined in accordance with clause 11.2; and
  - (b) the Secretary will give notice to that Member requiring payment of the subscription, or such part of the subscription which is payable and remains outstanding.
- 11.2 If any Member fails to pay that Member's subscription in accordance with clause 11.1, or any part which is payable and remains outstanding for more than 60 days after service of the notice to the Member in accordance with clause 11.1(b), the Member will automatically cease to be a Member pursuant to clause 12 and the Secretary must notify that Member accordingly.

## **12 Ceasing Membership**

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- 12.1 A Member who has paid all moneys due and payable to the Association may resign as a Member by written notice to the Association or a Board Member.
- 12.2 A person immediately ceases to be a Member if the person:
- (a) dies;
  - (b) ceases to be a member of the Board of National Council of Jewish Women of Australia (Victoria) Inc;
  - (c) resigns as a Member by giving written notice to the Secretary;
  - (d) becomes of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under a law relating to mental health;
  - (e) becomes bankrupt or insolvent or makes any arrangement or composition with his or her creditors; or
  - (f) becomes, if the Board so decides in their absolute discretion, an untraceable Member because the person has ceased to reside at, attend or otherwise communicate with his or her address on the Register of Members.

- 12.3 The Secretary must record in the register of members the date on which the Member ceased to be a Member.

### **13 Discipline, suspension and expulsion of Members**

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- 13.1 Subject to these Rules and the Act, if the Board is of the opinion that a Member has refused or neglected to comply with these Rules, or has been guilty of conduct unbecoming a Member or prejudicial to the interests of the Association, the Board may by resolution:
- (a) suspend that Member from Membership of the Association for a specified period; or
  - (b) expel that Member from the Association.
- 13.2 A resolution of the Board under Rule 13.1 does not take effect unless:
- (a) at a meeting held in accordance with Rule 13.3, the Board confirms the resolution; and
  - (b) if the Member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.
- 13.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 13.1 must be held not earlier than 14 days, and not later than 28 days, after notice has been given to the Member in accordance with Rule 13.4.
- 13.4 For the purposes of giving notice in accordance with Rule 13.3, the Secretary must, as soon as practicable, cause to be given to the Member a written notice:
- (a) setting out the resolution of the Board and the grounds on which it is based; and
  - (b) stating that the Member, or the Member's representative, may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after the notice has been given to that Member; and
  - (c) stating the date, place and time of that meeting; and
  - (d) informing the Member that the Member may do one or more of the following:
    - (i) attend that meeting;
    - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
  - (e) informing the Member that, if at that meeting, the Board confirms the resolution, the Member may not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.
- 13.5 At a meeting of the Board to confirm or revoke a resolution passed under Rule 13.1, the Board must:
- (a) give the Member, or the Member's representative, an opportunity to be heard; and
  - (b) give due consideration to any written statement submitted by the Member; and
  - (c) determine whether to confirm or to revoke the resolution.
- 13.6 If at the meeting of the Board, the Board confirms the resolution, the Member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that the Member wishes to appeal to the Association in General Meeting against the resolution.

- 13.7 If the Secretary receives a notice under Rule 13.6, the Secretary must notify the Board and the Board must convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.
- 13.8 At a General Meeting of the Association convened under Rule 13.7:
- (a) no business other than the question of the appeal shall be conducted; and
  - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution; and
  - (c) the Member, or the Member's representative, must be given an opportunity to be heard; and
  - (d) the Members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 13.9 If at the General Meeting:
- (a) two-thirds of the Members vote in person, or by proxy (also being a Member), in favour of the resolution - the resolution is confirmed; and
  - (b) in any other case - the resolution is revoked.

## **14 Disputes and mediation**

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- 14.1 The grievance procedure set out in this Rule 14 applies to disputes under these Rules between:
- (a) a Member and another Member; or
  - (b) a Member and a Board Member; or
  - (c) a Member and the Association.
- 14.2 The parties to the dispute must meet and discuss the matter in dispute and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 14.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days following the meeting, hold a further meeting in the presence of a mediator.
- 14.4 The mediator must be:
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement:
    - (i) in the case of a dispute between a Member and another Member – a person appointed by the Board; or
    - (ii) in the case of a dispute between a Member and the Board or the Association – a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- 14.5 A Member of the Association can be a mediator but must not be a person who has a personal interest in the dispute or is biased in favour of or against any party to the dispute.
- 14.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 14.7 The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and

- (b) allow due consideration by all parties by any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

14.8 The mediator must not determine the dispute.

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

## **15 Annual general meeting**

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15.1 Subject to the Act, the Board must convene an annual general meeting within five months after the end of each Financial Year.

15.2 In any year in which a triennial conference of the National Council of Jewish Women of Australia is held, the annual general meeting must be held within 5 months of the end of the Financial Year and, if possible, after the triennial conference.

15.3 The Board may determine the date, time and place of the annual general meeting of the Association.

15.4 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.

15.5 To the extent applicable to the Association, the ordinary business of the annual general meeting shall be to:

- (a) confirm the minutes of the preceding annual general meeting and of any General Meeting held since that meeting;
- (b) receive and consider the annual report of the Board on the activities of the Association during the preceding Financial Year and the financial statements of the Association for the preceding Financial Year submitted by the Board in accordance with the Act;
- (c) elect the Board Members and
- (d) confirm or vary the amounts (if any) of the entrance fee and the annual subscription.

15.6 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

## **16 Special general meetings**

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16.1 In addition to the annual general meeting, any other General Meetings may be held in the same year.

16.2 All General Meetings other than the annual general meeting may be called general meetings, special general meetings or extraordinary general meetings, as the Board or the Members convening a meeting decide.

16.3 The Board may, whenever it thinks fit, convene a special general meeting of the Association.

16.4 If, but for this Rule, more than 15 months would elapse between annual general meetings, the Board must convene a special general meeting before the expiration of that period.

- 16.5 The Board must, on the request in writing of Members representing at least 15% of the total number of Members, convene a special general meeting of the Association.
- 16.6 The request for a special general meeting must:
- (a) be in writing;
  - (b) state the business to be considered at the meeting and any resolutions to be proposed;
  - (c) include the names, and be signed by, the Members requesting the meeting; and
  - (d) be given to the Secretary.
- 16.7 If the Board does not cause a special general meeting to be held within one month after the date on which the request is given to the Secretary, the Members making the request, or any of them, may convene a special general meeting to be held within 3 months after that date.
- 16.8 If a general meeting is convened by Members in accordance with this Rule 16:
- (a) it must be convened in the same manner as far as possible as a meeting convened by the Board;
  - (b) all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses; and
  - (c) may only consider the business stated in the request.

## **17 Special business**

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All business that is conducted at a special general meeting and all business that is conducted at the annual general meeting, except for business conducted under these Rules as ordinary business of the annual general meeting, is deemed to be special business.

## **18 Notice of meeting**

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- 18.1 The Secretary of the Association must give each Member (and the auditor of the Association, if any) at least 14 days notice, or if a special resolution has been proposed at least 21 days notice, of a General Meeting in accordance with Rule 18.2.
- 18.2 A notice of a General Meeting must:
- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in two or more places, the technology that will be used to facilitate the meeting);
  - (b) state the general nature of the meeting's business;
  - (c) if a special resolution is to be proposed at the meeting, specify the intention to propose the resolution as a special resolution and set out in full the proposed special resolution; and
  - (d) contain a statement specifying that:
    - (i) the Member has a right to appoint a proxy; and
    - (ii) the proxy must be a Member,.
  - (e) be published in the Australian Jewish News (or such other Jewish publication should the Australian Jewish News cease to be published)

- 18.3 Notice may be sent in accordance with Rule 33, including:
- (a) by prepaid post to the address appearing in the register of members; or
  - (b) if the Member requests, by facsimile transmission or electronic transmission.
- 18.4 No business other than that set out in the notice convening the meeting shall be conducted at the meeting.
- 18.5 A Member intending to bring any business before a meeting may notify, in writing or by electronic transmission, the Secretary of that business, who must include that business in the notice calling the next General Meeting.
- 18.6 The failure or accidental omission to send notice of a General Meeting to, or the non-receipt of a notice by, any person entitled to notice does not invalidate the proceedings or any resolution passed at the meeting.
- 18.7 Subject to the Act, the Board may at any time prior to the time at which a General Meeting is to be held, postpone or cancel any General Meeting or change the place of any General Meeting. Any such postponement, cancellation or change must be communicated to each Member and each other person to whom notice was given, in any manner permitted under clause 32.

## **19 Proceedings at General Meetings**

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- 19.1 No business shall be conducted at any General Meeting unless a quorum of Members entitled under these Rules to vote is present.
- 19.2 75% of Members present personally or by proxy (being, or representing, Members entitled under these Rules to vote at a General Meeting) constitute a quorum for the conduct of the business of a General Meeting. Each Member present at a General Meeting may only be counted once toward a quorum.
- 19.3 If, within half an hour after the notified time for the commencement of a General Meeting, a quorum is not present:
- (a) in the case of a meeting convened by, or at the request of, Members – the meeting must be dissolved; and
  - (b) in any other case – the meeting must be adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairperson at the time of the adjournment or by written notice to Members given before the day to which the meeting is adjourned) at the same place.
- 19.4 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 personally present (being not less than twenty) shall be a quorum.
- 19.5 The President, or in the President's absence a Vice-President, shall preside as Chairperson at each General Meeting of the Association.
- 19.6 If the President and the Vice-Presidents are both absent from a General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.
- 19.7 The Chairperson of a General Meeting may, with the consent of a majority of Members present at the meeting, adjourn the meeting from time to time and place to place.
- 19.8 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.

- 19.9 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 18.
- 19.10 Except as provided in Rule 19.9, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.
- 19.11 Subject to these Rules and any rights or restrictions imposed on any Member, every Member who is present at a General Meeting and entitled to vote, has one vote.
- 19.12 All votes must be given personally or by proxy.
- 19.13 A resolution of Members must be passed by a majority of the votes cast by Members entitled to vote on the resolution unless otherwise required under the Act or these Rules.
- 19.14 In the case of an equality of voting on a question, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- 19.15 A Member is not entitled to vote at any General Meeting unless all moneys due and payable by that Member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current Financial Year.
- 19.16 If at a meeting a poll on any question is demanded (where votes are cast in writing) by not less than 3 Members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution on the basis of the poll shall be deemed to be a resolution of the meeting on that question.
- 19.17 A poll that is demanded on the election of a Chairperson or on a question of an adjournment shall be taken immediately and a poll that is demanded on any other question must be taken at such time before the close of the meeting as the Chairperson may direct.
- 19.18 If a question arising at a General Meeting of the Association is determined on a show of hands:
- (a) a declaration by the Chairperson that a resolution has been:
    - (i) carried; or
    - (ii) carried unanimously; or
    - (iii) carried by a particular majority; or
    - (iv) lost; and
  - (b) 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.
- 19.19 Each Member who is entitled to attend and vote at a General Meeting is entitled to appoint a person as the Member's proxy by notice given to the Secretary no later than 24 hours before the time of commencement of the meeting in respect of which the proxy is appointed.
- 19.20 The form appointing a proxy must be:
- (a) for a meeting of the Association convened under Rule 13.7, in the form set out in Appendix 2; or
  - (b) in any other case, in the form set out in Appendix 3; and
  - (c) signed by the Member.



## 20 Composition of the Board

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20.1 Subject to the Act, the Board Members shall consist of:

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary;

Rule 20.1 amended by special resolution of members on 30 July 2018

each of whom shall be elected at the annual general meeting of the Association in each year; and

- (e) up to seven additional members appointed by the Board who do not hold any of the offices referred to in Rules 20.1(a) to 20.1(d) (inclusive) each of whom shall be eligible for re-election at the next annual general meeting of the Association following their appointment, provided that total number of Board Members is not less than seven and does not exceed eleven at any time.

20.2 Subject to the Act, the Board must appoint a Secretary who may (but need not) be a Board Member elected in accordance with Rule 20.1. If the Secretary is not also a Board Member the provisions of Rule 27 apply.

20.3 In the event of a casual vacancy on the Board:

- (a) if the office of President or Vice-President becomes vacant, the Board may appoint another Board Member who does not hold either of those offices, to the vacant office; and
- (b) in any other case, the Board may appoint a Member of the Association to fill the vacancy and the Member appointed shall hold office, subject to these Rules, until the conclusion of the next annual general meeting following the date of the appointment,

and the person appointed may continue in office up to and including the conclusion of the next annual general meeting following the date of appointment.

20.4 Subject to Rules 20.5 and 27, if the office of Secretary becomes vacant, the Board must appoint another person to the office of Secretary within 14 days after the vacancy occurs.

20.5 If the Secretary:

- (a) is a Board Member elected by Members; and
- (b) vacates the office of Secretary,

the Board must appoint another person to the office of Secretary within 14 days after the vacancy occurs until the next annual general meeting but is eligible for re-election by Members.

Rule 21.1 amended by special resolution of members on 30 July 2018

## 21 Term of office of Board members

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21.1 Each Board Member shall hold office for a term of two years but is eligible for re-election.

21.2 No Board Member shall serve more than three terms (six years) unless otherwise determined by resolution of the Members at a General Meeting.

## 22 Election of Board Members

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22.1 Nominations of candidates for election as a Board Member referred to in Rules 20.1(a) to 20.1(e) must be:

- (a) made in writing, signed by two Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) be delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting.
- 22.2 A candidate may only be nominated for one of the positions referred to in Rules 20.1(a) to 20.1(e).
- 22.3 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations may be received at the annual general meeting.
- 22.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- 22.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 22.6 If a ballot is required, the ballot shall be conducted at the annual general meeting in such manner determined by the Board.
- 22.7 The office of a Board Member becomes vacant if the person:
- (a) resigns from office by written notice to the Board; or
  - (b) dies; or
  - (c) is removed from office under Rule 26; or
  - (d) ceases to be a Member of the Association; or
  - (e) becomes an insolvent under administration within the meaning of the *Interpretation of Legislation Act 1984*; or
  - (f) becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*; or
  - (g) fails to attend 3 consecutive meetings of the Board without leave of the Board (whether given before or after that absence) and is removed from office by resolution of the Board.
  - (h) in the case of a Secretary who is Board Member, ceases to reside in Australia, and all Board Members and the Secretary cease to hold office if a statutory manager is appointed under the Act to conduct the affairs of the Association.
- 22.8 The Board may appoint a person to be a Board Member at any time to fill a casual vacancy, but the total number of Board Members must not exceed the maximum number fixed in accordance with Rule 20.1.
- 22.9 The person appointed to fill a casual vacancy in accordance with Rule 22.8 will hold office for the remainder of the term of office of the Board Member whose office has become vacant and will be eligible for re-appointment or re-election in accordance with Rule 21.

## **23 Powers and duties of Board**

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### **23.1 Management of the Association**

- (a) The affairs of the Association shall be controlled and managed by, and under the direction of, the Board.
- (b) The Board:
  - (i) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules or the Act to be exercised by General Meetings of the Members of the Association;
  - (ii) subject to these Rules, the Act and the Regulations, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association; and
  - (iii) shall perform all other duties imposed from time to time by resolution of Members at a General Meeting.

### **23.2 Specific powers**

Without limiting the generality of clause 23.1, the Board may exercise all the powers of the Association to:

- (a) borrow money;
- (b) grant Security Interests in relation to any of the Association's property or business to secure any debt, liability or obligation of the Association or any other person;
- (c) guarantee, indemnify or otherwise become liable for the payment of money or the performance of any obligation by or of any other person; and
- (d) pay out of the Association's funds all expenses of the promotion, formation and registration of the Association and the vesting in it of the assets acquired by the Association,

on any terms determined by the Board.

### **23.3 Duties under the Act**

A Board Member must comply with the Act and fulfil any duties prescribed in it.

### **23.4 Disclosure of interests**

A Board Member must disclose to the Board any material personal interest the Board Member has in a matter relating to the affairs of the Association. The Secretary must record details of any such disclosures in the minutes of the relevant Board meeting.

### **23.5 Voting if Board Member has an interest**

If a Board Member discloses a material personal interest in a matter being considered at a Board meeting:

- (a) the Board Member may not vote on matters that relate to the interest and may not be counted towards a quorum;
- (b) any transactions that relate to the interest may proceed but the Board Member may not participate in the execution of any relevant document; and
- (c) if disclosure is made before the transaction is entered into:
  - (i) the Board Member may retain benefits under the transaction; and

- (ii) the Association cannot avoid the transaction merely because of the existence of the interest.

### **23.6 Obligation of secrecy**

Every Board Member and other agent or officer of the Association must:

- (a) keep the transactions and affairs of the Association confidential, except:
  - (i) to the extent necessary to enable the person to perform that person's duties to the Association;
  - (ii) as required by the Board or the Members in general meeting; and
  - (iii) as required by law; and
- (b) if requested by the Board, sign a confidentiality undertaking consistent with this clause 23.6.

## **24 Delegation of Board's powers**

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### **24.1 Power to delegate**

The Board may delegate any of its powers to:

- (a) a subcommittee of its members;
- (b) a Board Member;
- (c) an employee or adviser of the Association; or
- (d) an agent or attorney,

with the exception of this power to delegate or any duty imposed on the Board by the Act or any other law.

### **24.2 Terms of delegation**

A delegation of powers under clause 24.1 may be made:

- (a) for a specified period or without specifying a period; and
- (b) on the terms (including the power to delegate further) and subject to any restrictions that the Board determines.

A document of delegation may contain provisions for the protection and convenience of those who deal with the delegate that the Board thinks appropriate.

### **24.3 Delegate to comply with directions**

A delegate under clause 24.1 must exercise its powers subject to any direction from the Board.

### **24.4 Board may revoke delegation**

The Board may revoke a delegation of its powers at any time.

## **25 Proceedings of Board**

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25.1 The Board must meet at least four times in each year at the dates, times and places as the Board may determine.

25.2 Special meetings of the Board may be convened by the President or by any three Board Members.

- 25.3 Written notice of each Board meeting must be given to each Board Member at least seven business days before the date of the meeting.
- 25.4 Written notice must be given to Board Members of any special meeting specifying the general nature of the business to be conducted and no other business shall be conducted at such a meeting.
- 25.5 75% of Board Members constitutes a quorum for the conduct of the business of a meeting of the Board.
- 25.6 No business shall be conducted unless a quorum is present.
- 25.7 If within half an hour of the time appointed for the meeting a quorum is not present:
- (a) in the case of a special meeting – the meeting lapses;
  - (b) in any other case – the meeting shall stand adjourned to the same place and at the same time and day in the following week.
- 25.8 At meetings of the Board:
- (a) the President or, in the President's absence, a Vice-President presides; or
  - (b) if the President and the Vice-Presidents are all absent, or are unable to preside, the Board Members present must choose one of their number to preside.
- 25.9 Questions arising at a meeting of the Board, or of any meeting of any sub-committee appointed by the Board, shall be decided by a majority of votes.
- 25.10 Each Board Member present at a meeting of the Board, or at a meeting of any sub-committee appointed by the Board (including the person presiding at the meeting), is entitled to one vote and, in the event of an equality of votes on any question, the President will have a second or casting vote.

## **26 Removal of Board Member**

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- 26.1 The Association in General Meeting may, by special resolution:
- (a) remove a Board Member before the expiration of that member's term of office; and
  - (b) appoint another person in that Board Member's place to hold office until the expiration of the term of the Board Member removed.
- 26.2 A Board Member who is the subject of a proposed resolution referred to in Rule 26.1 may make representations in writing to the Secretary or President of the Association (not exceeding a reasonable length) and may request that the representations be provided to the Members of the Association.
- 26.3 The Secretary or the President may give a copy of the representations to each Member of the Association or, if they are not given, the Board Member may require that they be read out at the meeting.

## **27 Secretary**

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### **27.1 Appointment**

If a Secretary has not been elected by Members in accordance with Rule 20, the Board must appoint a Secretary. The appointment pursuant to this Rule may be made for a specified period or without specifying a period and the Board may remove the Secretary from office at any time.

## 27.2 Terms

The appointment of a Secretary pursuant to this Rule will be on the terms that the Board determines.

## 27.3 Duties under the Act and Rules

The Secretary must perform the duties and functions required under the Act and these Rules.

## 27.4 Cessation of appointment

A person appointed pursuant to Rule 27.1 automatically ceases to be a Secretary if:

- (a) the person is not permitted by the Act to be a Secretary;
- (b) becomes an insolvent under administration within the meaning of the *Interpretation of Legislation Act 1984*; or
- (c) becomes a represented person within the meaning of the *Guardianship and Administration Act 1986*; or
- (d) the person resigns by written notice to the Board; or
- (e) the person is removed from office under Rule 27.1; or
- (f) the term for which the person was appointed expires.

## 28 Minutes of meetings

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- (a) The Secretary must prepare and keep accurate minutes of:
  - (i) each General Meeting of Members and each Board meeting;
  - (ii) the names of persons present at each Board meeting;
  - (iii) any resolutions passed by Members at any General Meeting and any resolutions passed by members of the Board;
  - (iv) any disclosures or notices of interests; and
  - (v) any other matters for which the Act requires minutes to be kept.
- (b) In accordance with and subject to the Act, the Association must ensure that the minutes of General Meetings of Members (including accounting records and financial statements) are available for inspection by Members without charge unless otherwise permitted under the Act.
- (c) A Member entitled to have access to minutes of General Meetings (including accounting records and financial statements) may ask the Association, in writing, for a copy of any minutes of General Meeting (including accounting records and financial statements).
- (d) A Member is not entitled to have access to, or to obtain copies of, any minutes of Board meetings unless otherwise determined by the Board either generally or in any particular case or unless otherwise required under the Act.

## 29 Funds

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29.1 The Secretary of the Association must:

- (a) collect and receive all moneys due to the Association and make all payments authorised by the Association; and

- (b) keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.

29.2 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, fundraising activities, interest, grants and such other sources approved by the Board.

## **30 Cheques**

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All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by two members of the Board.

## **31 Execution of documents**

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31.1 A contract or other document will be binding on the Association if the contract or document is signed by two Board Members.

31.2 The Association may, by deed signed by two Board Members, empower a person, either generally or in respect of a specified matter or matters, to act as its agent or attorney to execute deeds on its behalf.

31.3 A deed signed by such an agent or attorney on behalf of the Association binds the Association and has effect as if it were executed as provided under Rule 31.1.

31.4 The authority of such an agent or attorney, as between the Association and a person dealing with the agent or attorney, continues

- (a) during the period specified in the instrument conferring the authority; or
- (b) if no period is specified, until written notice of the revocation or termination of the authority of the agent or attorney has been given to the person dealing with the agent or attorney.

## **32 Financial statements**

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### **32.1 Obligations**

The Association must keep written financial records in accordance with the Act and prepare any statements required by the Act.

### **32.2 Review or audit**

The Board must, if required under the Act, appoint an independent person to review the financial statements of the Association or appoint an auditor in accordance with the Act.

## **33 Notices**

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### **33.1 Method**

A notice is properly given by the Association to a person if it is:

- (a) in writing signed on behalf of the Association (by original or printed signature); and
- (b) either:
  - (i) delivered personally;
  - (ii) sent by post to that person's registered address or an alternative address nominated by that person; or

- (iii) sent electronically or by fax to an electronic address or fax number nominated by that person.

### **33.2 Receipt**

A notice given in accordance with clause 33.1 is taken as having been given and received:

- (a) if hand delivered, on delivery;
- (b) if sent by prepaid post:
  - (i) within Australia, on the second business day after the date of posting;
  - (ii) to or from a place outside Australia, on the seventh business day after the date of posting;
- (c) if transmitted by e-mail, on transmission; or
- (d) if transmitted by facsimile, at the time recorded on the transmission report indicating successful transmission of the entire notice,

but if the delivery or transmission is not on a business day or is after 5.00pm (recipient's time) on a business day, the notice is taken to be received at 9.00am (recipient's time) on the next business day.

### **33.3 Evidence of service**

A certificate in writing signed by a Board Member or, if the Secretary is not a Board Member, the Secretary, that a notice was sent is conclusive evidence of service.

## **34 Winding up and cancellation**

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34.1 On the first to occur of:

- (a) the winding up or cancellation of the Association; or
- (b) the Association ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act,

any surplus assets or property remaining, after satisfaction of all its debts and liabilities will not be paid to or distributed among the Members of the Association but will be transferred to:

- (c) institutions having objects similar to the purposes of the Association and which prohibit the distribution of the assets to an extent at least as great as that imposed on the Association; or
- (d) Eligible Charities; or
- (e) funds, charitable at law, which comply with the requirements of item 1 of the table in section 30-15 of the Tax Act.

34.2 If clause 6 applies, on the first to occur of the winding up or dissolution of the Gift Fund or the revocation of the endorsement of the Gift Fund as a deductible gift recipient under subdivision 30-BA of the Tax Act, the remaining assets or property (if any) must be transferred to one or more Eligible Charities.

34.3 Where gifts to an Eligible Charity are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the Tax Act are satisfied, a transfer under this Rule 34 must be made in accordance with those conditions.

34.4 The identity of an Eligible Charity for the purposes of this Rule 34 will be determined by the Board at or before the time of winding up or cancellation of the Association, the



Association ceasing to be a fund under item 1 of the table contained in section 30-15 of the Tax Act, winding up or dissolution of the Gift Fund or revocation of the endorsement of the Association as a deductible gift recipient and (where applicable) approved by a Commissioner and, in default, will be determined by the Supreme Court of Victoria.

### **35 Custody and inspection of books and records**

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- 35.1 Except as otherwise provided in these Rules, the Secretary must keep custody and control of all books, documents and securities of the Association.
- 35.2 Except as otherwise provided in these Rules and the Act all financial records, books, securities and any other Relevant Documents of the Association must be available for inspection free of charge to any Member on request.
- 35.3 A Member may make a copy of any accounts, books, securities and any other Relevant Documents of the Association.

### **36 Indemnity and insurance**

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#### **36.1 Indemnity and insurance**

Subject to and to the maximum extent permitted under the Act, the Association:

- (a) indemnifies each of its office holders; and
- (b) may enter into and pay premiums on a contract insuring any of its office holders, against any liability incurred by an office holder in that capacity, including any legal costs incurred in defending an action for such a liability.

#### **36.2 Survival of indemnity**

The indemnity in clause 36.1 will continue notwithstanding that an office holder ceases to be an office holder of the Association.

#### **36.3 Indemnity and insurance subject to law**

For the avoidance of doubt:

- (a) the indemnity in clause 36.1 does not apply so as to indemnify an officer from any liability for which the Association is prohibited from indemnifying the office holder under the Act; and
- (b) the Association may not insure an office holder against any liability for which the Association is prohibited from indemnifying the office holder under the Act.

## **APPENDIX 2**

### **PROXY FORM FOR MEETING OF ASSOCIATION CONVENED UNDER RULE 13.7**

I.....

of.....

being a member of.....  
(NCJW (Victoria) Community Services Inc)

appoint.....

of.....

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the appeal to the General Meeting of the Association convened under Rule 13.7 to be held at

on the .....day of .....and at any adjournment of that meeting.

I authorise my proxy to vote on my behalf at their discretion in respect of the following resolution:

(insert details of resolution passed under Rule 13.7).

Signed .....

Date .....

## APPENDIX 3

### PROXY FORM

I/We

of

being a member of the Association and being entitled to vote

Appoint

of

or failing such person the Chairperson of the meeting as my/our proxy to vote for and on my/our behalf at the General Meeting of Members of the Association to be held at

on \_\_\_\_\_ at \_\_\_\_\_ am/pm and at any adjournment of that meeting and I/we direct my/our proxy to vote as follows in respect of the following resolution/s -

**Business**

**For**

**Against**

**Abstain\***

\* If you mark the abstain box for a particular item, you are directing your proxy **not** to vote on a show of hands or a poll and your vote will not be counted in computing the required majority on a particular item.

#### PLEASE SIGN BELOW

---

Contact Name (**print below**)

Contact Telephone No:

Date

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_  
/ /

#### PROXY NOTES

- 1 Members of the Association are entitled to attend and vote at this Meeting and may appoint a proxy to attend this Meeting and vote in that Member's stead.
- 2 A proxy may must be another Member of the Association.
- 3 A proxy must be under the hand of the individual or his or her attorney duly authorised in writing.
- 4 Any Member may, by power of attorney, appoint an attorney to act on his or her behalf and such power of attorney or certified copy thereof must be produced to the Association as provided in paragraph 5.
- 5 This proxy form (and any power of attorney or other authority under which it is signed) must be received at the registered address or other address given on the notice of the meeting no later than 24 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting