

# **CONSTITUTION OF THE COUNCIL OF CHRISTIANS AND JEWS, WESTERN AUSTRALIA**

## **1. Name of Association**

The name of the Association is the Council of Christians and Jews, Western Australia Incorporated.

## **2. Definitions**

In these rules, unless the contrary intention appears:

- (a) 'Committee meeting' means meeting referred to in rule 18 (1);
- (b) 'Committee member' means person referred to in rule 13 (1);
- (c) 'general meeting' means meeting convened under rule 20;
- (d) 'member' means member of the Council;
- (e) 'ordinary resolution' means resolution other than a special resolution;
- (f) 'special resolution' has the meaning given by section 51 of the Act;
- (g) 'the Act' means the *Associations Incorporation Act 2015 (WA)* or any statutory modification, amendment or re-enactment thereof for the time being in force;
- (h) 'the Council' means the Association referred to in rule 1;
- (i) 'the Chairperson' means:
  - (i) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Executive Committee meeting or general meeting in accordance with rule 14; or
  - (ii) otherwise than in relation to the proceedings referred to in paragraph (a) above, the person referred to in rule 14 (1) or, if that person is unable to perform his or her functions, the Vice-Chairperson;
- (j) 'the Committee' means the Executive Committee of the Council referred to in rule 13 (1);
- (k) 'the Secretary' means the Secretary referred to in rule 13 (1) (c);
- (l) 'the Treasurer' means the Treasurer referred to in rule 13 (1) (d);
- (m) 'the Vice-Chairperson' means the Vice-Chairperson referred to in rule 13 (1) (b).

## **3. Financial Year**

The financial year of the Association is to be the period 1 January to 31 December of the same calendar year.

## **4. Objects of the Council**

- (1) The objects of the Council are:
  - (a) To promote the education of Christians and Jews so as to appreciate each other's distinctive beliefs and practices and their common ground; and
  - (b) To promote the study of and research into historical, political, economic, social, religious and racial causes of conflicts between Christians and Jews; and
  - (c) To promote, for the benefit of the community, education in those fundamental ethical teachings common to Christianity and Judaism; and
  - (d) To provide a forum for the discussion of issues of common interest or concern between Christians and Jews; and

- (e) To act in Western Australia as the spokesperson on all matters that come within the purview and purpose of such a Council.
- (2) The Council is not a missionary organisation nor is it a political organisation. The aim is to promote dialogue, recognising that the Land of Israel has a significant bearing on Christian/Jewish relations.
- (3) The property and income of the Association shall be applied solely towards the promotion of the objects of the Council and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

## **5. Powers of Association**

The powers conferred on the Council by section 14 of the Act are subject to the following additions, exclusions or modifications:

- (1) To establish Subcommittees in accordance with rule 19;
- (2) To promote and organise cooperation in the achievement of the above objectives and to that end the Council may bring together in conference representatives of voluntary organisations, religious bodies, statutory authorities and individuals or any of them;
- (3) To arrange and provide for, or join in arranging and providing for, the holding of conferences, exhibitions, meetings, lectures and classes;
- (4) To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Council; to obtain from any such government or authority any rights, privileges and concessions which the Council may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (5) To invest and deal with the money of the Council not immediately required in such manner as may from time to time be thought fit;
- (6) To establish and operate any bank account in the name of the Council;
- (7) To obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants, loans and any other lawful method;
- (8) To take any gift of property of any description whether subject to any special trust or not, for any one or more of the objects of the Council but subject always to the proviso in rule 4 (3);
- (9) To take such steps by personal and written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Council, in the shape of donations, annual subscriptions or otherwise;
- (10) To procure to be written, and print, publish, issue and circulate gratuitously or otherwise any reports or periodicals, books, pamphlets, leaflets or other documents;
- (11) To procure and provide information, and to promote, encourage or undertake research surveys and investigations;
- (12) To make donations for patriotic, charitable or community purposes;
- (13) To do all such other things as are incidental or conducive to the attainment of the purposes and exercise of the powers of the Council,

PROVIDED ALWAYS that nothing in the purposes or powers hereinbefore expressed shall authorise the application of any part of the funds or other property for any purpose which is not an object of the Council.

## **6. Not for profit body income and property**

The property and income of the Council shall be applied solely to or towards the promotion of the objects or purposes of the Council and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member except in good faith in the promotion of those objects or purposes by way of dividend, bonus or otherwise by way of pecuniary profit to the members, but nothing herein prevents:

- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Council, or for goods supplied to the Council, in the ordinary course of business; or
- (b) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Council;

PROVIDED that any such payment is authorised by resolution of the Council.

## **7. Membership of the Council**

- (1) Membership of the Council is open to:
  - (a) Such persons as the Executive Committee may from time to time invite to be Honorary members;
  - (b) All persons who subscribe to the objectives of the Council and are admitted to ordinary membership on receipt of a written application, such admission to membership to be conditional upon:
    - (i) acceptance to membership of the applicant by the Executive Committee or any Honorary Officer so authorised by the Executive Committee; and
    - (ii) payment of the annual membership subscription as determined from time to time by the Executive Committee;
    - (iii) the right of the Committee, on good cause being shown and after extending natural justice to the member, to suspend or revoke any membership.
- (2) The Secretary shall, upon payment of the amounts referred to in subparagraph (1) (b) (ii), enter the applicant's name in the Register of Members kept by him or her and, upon the name being so entered, the applicant becomes a member of the Council.
- (3) A person who wishes to become a member shall apply for membership to the Committee:
  - (a) in writing or in such electronic form as the Committee may approve;
  - (b) signed by that person and by a referee; and
  - (c) in such form as the Committee from time to time directs.
- (4) The Committee members shall consider each application made under subrule (3) and shall endorse the decision at the next Committee meeting.

## **8. Register of members of the Council**

- (1) The Secretary shall on behalf of the Council keep and maintain the Register of Members in accordance with section 53 of the Act and that register shall be so kept and maintained at his or her place of residence.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 10 to be deleted from the Register of Members referred to in subrule (1).

## **9. Subscriptions of members of the Council**

- (1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on such date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter.
- (5) Honorary members shall pay no subscription.

## **10. Resignation of members of the Council**

A member who delivers notice in writing of his or her resignation from the Council to the Secretary or another Committee member ceases on that delivery to be a member.

## **11. Honorary Officers**

- (1) The Honorary Officers of the Council shall comprise the Presidents, the Vice-Presidents (if any), and the Patron(s).
- (2) The Presidents shall be chosen by the Committee from among the leaders of the various religious communities interested in the work of the Council, to represent those communities.

## **12. Patrons**

A person representing the general community, or two persons representing respectively the Jewish and Christian communities, may be invited by the Committee to act as Patron(s) of the Council.

## **13. The Executive Committee**

- (1) The affairs of the Council shall be managed exclusively by an Executive Committee consisting of:
  - (a) a Chairperson;
  - (b) a Vice-Chairperson;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) not less than 5 and not more than 8 members elected by the Council at its annual general meeting,all of whom shall be members of the Council elected to membership of that Committee at an annual general meeting or appointed under subrule (6).
- (2) At the annual general meeting of the Council, all the elected members of the Executive Committee shall retire and be eligible for re-election.
- (3) For the purposes of this rule, the office of an Honorary Officer of the Council and the office of an elected member of the Executive Committee becomes vacant if the member:
  - (a) ceases to be a member of the Council;
  - (b) becomes bankrupt; or
  - (c) resigns from his or her office.

- (4) A person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:
  - (a) the nominator; and
  - (b) the nominee to signify his or her willingness to stand for election, to the Secretary at any time before the ballot for the Committee members is held at an annual general meeting.
- (5) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:
  - (a) the Secretary shall report accordingly to; and
  - (b) the Chairperson shall declare those persons to be duly elected as members of the Committee at, the annual general meeting concerned.
- (6) If the number of persons nominated and elected as members of the Committee at an annual general meeting is less than the maximum number of Committee members permitted under rule 13 (1) (e) then at any time before the next following annual general meeting the Committee may by ordinary resolution co-opt additional members onto the Committee up to the maximum permitted under rule 13 (1) (e).
- (7) When a casual vacancy within the meaning of rule 17 occurs in the membership of the Committee:
  - (a) the Committee may appoint a member to fill that vacancy; and
  - (b) a member appointed under this subrule shall:
    - (i) hold office until the commencement of; and
    - (ii) be eligible for election to membership of the Committee at, the next following annual general meeting.

#### **14. Chairperson**

- (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence of the Chairperson from either a general meeting or a Committee meeting, the meeting shall be chaired by the Vice-Chairperson or the Vice-Chairperson's delegate.

#### **15. Secretary**

The Secretary shall:

- (a) co-ordinate the correspondence of the Council;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Council;
- (c) comply on behalf of the Council with:
  - (i) section 53 of the Act in respect of the Register of Members of the Council;
  - (ii) section 35 of the Act in respect of the rules of the Council; and
  - (iii) section 58 (2) of the Act in respect of the record of the officeholders, and any trustees, of the Council;
- (d) have custody and maintenance of all books, documents, records and registers of the Council, including those referred to in paragraph (c), other than those required by rule 16 to be kept and maintained by, or in custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

## **16. Treasurer**

The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him/her on behalf of, the Council and shall issue receipts for those moneys in the name of the Council;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Council as the Committee may from time to time direct;
- (c) make payments from funds of the Council with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by 2 Committee members who are authorised to do so;
- (d) comply on behalf of the Council with sections 66 and 68 of the Act in respect of the accounting records of the Council;
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Council, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

## **17. Casual vacancies in membership of the Committee**

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- (a) dies;
- (b) resigns his or her office on the Committee by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
  - (i) 3 consecutive Committee meetings; or
  - (ii) 3 Committee meetings in the same financial year, of which he or she has received notice without tendering to the person presiding at each of those Committee meetings an apology considered acceptable by the Committee; or
- (f) ceases to be member of the Association.

## **18. Proceedings of Committee**

- (1) The Committee shall meet together for the dispatch of business as and when necessary, but not less than six times in a calendar year, and the Chairperson may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to his or her deliberative vote.
- (4) At a Committee meeting 5 Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.

- (6) A Committee member having any direct or indirect pecuniary interest referred in section 42 or 43 of the Act shall comply with that section.

## **19. Subcommittees**

The Council in general meeting or the Committee may appoint such Subcommittees as may be deemed necessary and may determine their terms of reference, powers, duration and composition, provided that no Subcommittee may be given power to co-opt more persons than will result in its co-opted members exceeding in number one fourth of its total membership.

## **20. General meetings**

- (1) The Committee:
- (a) may at any time convene a special general meeting;
  - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 50 of the Act; and
  - (c) shall, within 30 days of receiving a request in writing to do so from at least 20 per cent of the members, convene a special general meeting for the purpose specified in that request.
- (2) The members making a request referred to in subrule (1) (c) shall:
- (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to in subrule (1) (c), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee.
- (4) When a special general meeting is convened under subrule (3):
- (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
  - (b) the Council shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify:
- (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which the business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is:
- (a) first, the consideration of the accounts and reports of the Committee;
  - (b) second, the election of Committee members to replace outgoing Committee members; and
  - (c) third, any other business requiring consideration by the Council in a general meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) Notice of all meetings may be given by posting to the address in the Register or may be given by any other means which the Executive Committee may decide.

- (10) Any notice sent by post shall be deemed to have been received at the expiration of forty-eight hours/two delivery days from 6pm after the same has been posted.

## **21. Quorum in proceedings at general meetings**

- (1) At a general meeting a quorum is constituted by 20 per cent of the financial membership present in person.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 20 (5) and (8):
  - (a) as a result of a request or notice referred to in rule 20 (1) (c) or as a result of action taken under rule 20 (1) (c) a quorum is not present, the general meeting lapses; or
  - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a) above, the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than the business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 20 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting:
  - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
  - (b) a special resolution put to the vote shall be decided in accordance with section 51 of the Act.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by 3 or more members present in person and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

## **22. Minutes of meetings of the Council**

- (1) The Secretary shall cause proper minutes to be taken of all proceedings of all general meetings and Committee meetings and retained within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in hard and / or soft copy format.



- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When the minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
  - (a) the general meeting or Committee meeting to which they relate (in this subrule called 'the meeting') was duly convened and held;
  - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

### **23. Voting rights of members of the Council**

Subject to these rules, each member present in person at a general meeting is entitled to a deliberative vote.

### **24. Rules of the Council**

- (1) The Council may alter or rescind these rules, or make rules additional to these rules, by special resolution.
- (2) These rules bind every member and the Council to the same extent as if every member and the Council had signed and sealed these rules and agreed to be bound by all their provisions.

### **25. Disputes and Mediation**

- (1) The grievance procedure set out in this rule 25 applies to disputes under these rules between:
  - (a) a member and another member; or
  - (b) a member and the Council.
- (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 has come to the attention of all of the parties.
- (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 thereafter hold a meeting in the presence of a mediator.
- (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 Committee; or
    - (ii) in the case of a dispute between a member and the Council — a person who is a mediator appointed by the President for the time being of the Law Society of Western Australia.
- (5) A member of the Council can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

- (8) The mediator, in conducting the mediation, must:
  - (a) give the parties to the mediation process equal opportunity to be heard;
  - (b) allow due consideration by all parties of 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.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute otherwise at law.

## **26. Common Seal**

The Council may execute a document without using a common seal if the document is signed by —

- (1) 2 Committee members; or
- (2) one Committee member and a person authorised by the Committee.

## **27. Inspection of records, etc. of the Council**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Council.

## **28. Distribution of surplus property on winding up of the Council**

If, on the winding up of the Council, any property of the Council remains after satisfaction of the debts and liabilities of the Council and the costs, charges and expenses of that winding up, that property shall be distributed:

- (a) to another incorporated association having objects similar to those of the Council; or
- (b) for charitable purposes,

which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Executive Committee under section 129 of the Act to prepare a distribution plan for the distribution of the surplus property of the Council.