

# CONSTITUTION OF JEWISH BROADCASTING FOR THE COMMUNITY INC. (JBC) (28/06/11)

## PART A

### 1. Statement of purposes

#### 1.1 Name

The name of the association is Jewish Broadcasting for the Community Inc. (**the Association**). The abbreviated name of the Association is JBC.

#### 1.2 Objects

The objects of the Association shall be as set out in paragraph 2 in Part A below.

#### 1.3 Powers

The powers of the Association shall be as set out in paragraph 3 in Part A below.

### 2. Objects

The Association is established for objects which may include each of the following:

- (1) To represent broadcasting interests on appropriate community groups; to apply for and maintain membership of and participate as a constituent as relevant in the Jewish Community Council of Victoria, NSW Board of Jewish Deputies and similar community organisations;
- (2) to support, develop, promote and encourage broadcasting and media to, for and by the Jewish communities of Australia and to advise, guide and represent the Jewish communities in furtherance of these objects;
- (3) to promote or create programming, of relevance to the Jewish community of Australia and parts thereof including news, music and discussion;
- (4) to promote tolerance, understanding and dialogue within the Jewish community and the community as a whole;.
- (5) to promote harmonious endeavour and action within the Jewish community of Australia and parts thereof;
- (6) to encourage and assist the development of Jewish social, religious and cultural life in Australia and parts thereof;
- (7) to act in conjunction with other bodies to provide facilities for, and to assist generally with, Jewish education and understanding in Australia and parts thereof;
- (8) to promote understanding of the Holocaust and emphasise the lesson that never again should the world stand by as genocide unfolds against any people anywhere in the world;
- (9) to promote the significance of the State of Israel in Jewish life;
- (10) to promote the position that Israel is entitled to exist in safety and security;

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- (11) to promote understanding and goodwill between Jews and people of other faiths;
- (12) to administer any relief or other fund which may be received in trust or otherwise for any of the Objects;
- (13) to seek to co-operate with any organisation having aims or objects similar to these aims and objects;
- (14) to raise monies for and to apply the same in carrying out these aims and objects;
- (15) to apply for and maintain community broadcasting licence/s as appropriate;
- (16) to acquire, equip, maintain and manage any one or more premises for use by the Association as offices and/or a broadcasting station or for purposes ancillary or related to any of the Objects and for the benefit of the Jewish community of Australia and parts thereof;
- (17) to commission and develop programmes of cultural, educational and social significance to the Jewish community; and
- (18) to establish communication and liaison between the ethnic communities and broadcasting groups in order to achieve through broadcasting an exchange of information and ideas, greater understanding of the diversity of cultures within the Australia community as well as to promote multiculturalism and community languages and to combat anti-Semitism and racism (collectively **Objects**).

### 3. Powers

In furtherance of the Objects, the Association has the power to do each of the following:

- (1) to raise, borrow, invest, donate, expend and lend funds, acquire and dispose of any form of property, employ staff, enter into contracts and establish companies for the purposes of the Association;
- (2) to construct, maintain and alter any buildings or premises necessary or convenient for the purpose of the Association;
- (3) to enter into any arrangement with any public, municipal, local or corporate body or otherwise that the Association considers conducive to any of its Objects and to obtain from any such third party any right, privilege or concession which the Association considers desirable to obtain, and to carry out, exercise and comply with any such arrangement, right, privilege or concession;
- (4) to sell, improve, manage, develop, exchange, lease, mortgage, place under option, dispose of, turn to account or otherwise deal with or encumber either absolutely, conditionally or for any limited interest all or any part of the property and assets of the Association as the Association may think fit, with power on a sale to allow any time or times for payment of the whole or part of purchase money arising from such sale either with or without interest; then at such rate or rates as the Association may think fit and either with or without a security and if with a security then with such a security as the Association may think fit;
- (5) to invest any monies of the Association not immediately required for any of its Objects in such a manner as may from time to time be determined;

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- (6) so far as it may be necessary to do so, or incidental to the purposes of the Association to make, draw, accept, endorse, or negotiate cheques, promissory notes, bills of exchange or other negotiable or transferable instruments;
- (7) to borrow or raise money in such a manner as the Association may think fit for its Objects and in particular by mortgage, or other securities upon all or any of the property and assets of the Association and if the Association thinks fit with power to give mortgages or other securities upon all or any of the property and assets of the Association present or future;
- (8) to enter any amalgamation or alliance with or any affiliation to any company or association whether incorporated or unincorporated, having objects similar to or calculated to benefit generally the Association or any of its Objects and to acquire shares and interest in or lend money upon debentures or otherwise to any such company or association, provided that this paragraph shall not authorise amalgamation except with a company or association the Rules of which prohibit the distribution of its income and property among its members;
- (9) to do all such other things as may appear to be incidental, ancillary or conducive to the attainment of the above Objects (collectively **Powers**),

and no action by or on behalf of the Association which is not contrary to these Rules shall be invalidated as being ultra vires.

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## PART B

### RULES OF JEWISH BROADCASTING FOR THE COMMUNITY

#### 1. Name

The name of the incorporated association is JEWISH BROADCASTING FOR THE COMMUNITY INCORPORATED.

#### 2. Definitions

2.1 In these Rules, unless the contrary intention appears:

- (1) **Act** means the *Associations Incorporation Act 1981*;
- (2) **Association** means Jewish Broadcasting for the Community Incorporated;
- (3) **Board** means the committee of the Association having the management of the Association from time to time;
- (4) **financial year** means the year ending on 30 June;
- (5) **friend** means a person who, or organisation which, although not a member, has requested receipt of regular information about the Association and its activities.
- (6) **general meeting** means a general meeting of members convened in accordance with Rule 12;
- (7) **member** means a member of the Association from time to time, whether an individual member or an organisational member;
- (8) **Object** means any of the objects referred to in paragraph 2 of Part A of this document;
- (9) **ordinary member of the Board** means a member of the Board from time to time who is not an officer of the Association under Rule 21;
- (10) **Power** means any of the powers referred to in paragraph 3 of Part A of this document;
- (11) **Regulations** means regulations made under the Act;
- (12) **relevant documents** has the same meaning as in the Act;
- (13) **Rule** means a rule of the Association as set out in part B of this document or as otherwise in force from time to time;
- (14) **Secretary** means, where a person holds the office of secretary of the Association, that person, and in any other case, the public officer of the Association; and
- (15) a reference to an office holder of the Association is to the person holding that office from time to time; and

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- (16) a reference to the Board or a committee or subcommittee of the Association or another body is a reference to that Board, committee, subcommittee or body, as the case may be, as constituted from time to time.

### **3. Alteration of the Rules**

These Rules and the statement of purposes of the Association must not be altered except in accordance with the Act.

### **4. Membership, entry fees and subscription**

- 4.1 A person over 13 years of age, or an organisation, in either case identifying and recognised by one or more of the synagogue bodies of Australian Jewry as Jewish, and supporting the aspirations, interests and the Objects of Jewish Broadcasting for the Community, is eligible to be a member.
- 4.2 A person or organisation eligible to be a member and who applies to be a member immediately becomes a provisional member (not a registered member) on receipt by the Association of both the properly completed application form and the applicable joining and annual subscription fees (See Annexure D – SCHEDULE OF FEES), except that this is not deemed to have taken place where the Board is of the view that any of the following applies:
- (1) the applicant may cause a physical or psychological threat to the security of the Association and/or its members; or
  - (2) the applicant is shown to have presented false or misleading information to the Association.
- 4.3 An application by a person or organisation to be a member may be rejected at the absolute discretion of the Board where the applicant has been previously expelled from the Association and the reason for such expulsion either continues to exist or has not been successfully appealed in such manner as is described by these Rules.
- 4.4 A person or organisation who is approved for membership in accordance with these Rules is eligible to be registered as a member of the Association on payment of the annual subscription payable under these Rules.
- 4.5 A person or organisation who is not a member at the time of the incorporation of the Association (or who was a member at that time but has ceased to be a member) must not be admitted to membership other than in accordance with this Rule 4.
- 4.6 An application of a person or organisation for membership of the Association must:
- (1) be made in writing in the form set out in Annexure A; and
  - (2) be lodged with the Secretary or other officer nominated by the Association.
- 4.7 As soon as practicable after the receipt of an application for membership and in any event in time to allow for consideration of that application at the next meeting of the Board, the Secretary must refer that application to the Board.
- 4.8 Unless either or both of Rules 4.2(1) and 4.2(2) apply, within 14 days after the Board meeting at which a person or organisation's application for membership was considered:

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- (1) the Secretary must notify the applicant in writing (which may include by electronic transmission of which proper record is kept) that his, her or its membership has been confirmed; and
  - (2) must enter the applicant's details in the register of members;
- 4.9 An applicant for membership (provisional member) becomes a registered member and is entitled to exercise the rights of membership when his, her or its name is entered in the register of members.
- 4.10 If either or both of Rules 4.2(1) and 4.2(2) apply and the Board rejects an application for membership, the Secretary must notify the applicant in writing within 14 days of the Board meeting that his, her or its application for membership has been rejected and provide reasonably specific details about the reasons for rejection and the matters considered by the Board in deciding to reject the application.
- 4.11 A right, privilege, or obligation of a person or organisation by reason of membership of the Association:
  - (1) is not capable of being transferred or transmitted to another person or organisation; and
  - (2) terminates upon the cessation of membership whether by death or resignation or otherwise.
- 4.12 The joining fee is the relevant amount that the Board determines from time to time.
- 4.13 The annual subscription is the relevant amount that the Board determines from time to time and is payable in advance on or before 1 July in each year and as otherwise required in accordance with these Rules.

### **5. Register of members**

- 5.1 The Secretary must keep and maintain a register of members containing;
  - (1) the name and address of each member and, if provided, the telephone number(s) and email address of each member; and
  - (2) the date on which each member's name was entered in the register.
- 5.2 The register is available for inspection free of charge by any member upon request at a reasonable time and location and upon reasonable notice but in no event shall more than 72 hours' notice be required, on condition that any information is used solely for Association-related business.

### **6. Ceasing membership**

- 6.1 A member of the Association who has paid all moneys due and payable by that member to the Association may resign from the Association by giving one month's notice in writing to the Secretary of his, her or its intention to resign.
- 6.2 Members who have failed to pay the annual membership subscription due after one reminder notice will be sent a final reminder (which may include by electronic

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transmission of which proper record is kept) giving one month's notice of termination of membership on failure to settle in that period.

6.3 On the expiry of the periods referred to in Rule 6.1 and 6.2:

- (1) the member ceases to be a member; and
- (2) the Secretary must record in the register of members the date on which the member ceased to be a member, and the reason.

### **7. Discipline, suspension and expulsion of members**

7.1 Subject to these Rules, if the Board is of the reasonable 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:

- (1) suspend that member from membership of the Association for a specified period; or
- (2) expel that member from the Association.

7.2 A resolution of the Board under Rule 7.1 does not take effect unless:

- (1) at a meeting held in accordance with Rule 7.3, the Board confirms the resolution; and
- (2) if the member exercises a right of appeal to the Association under this Rule, the Association confirms the resolution in accordance with this Rule.

7.3 A meeting of the Board to confirm or revoke a resolution passed under Rule 7.1 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 7.4.

7.4 For the purposes of giving notice in accordance with Rule 7.3, the Secretary must, as soon as practicable, cause to be given to the member a written notice:

- (1) setting out the resolution of the Board and the grounds on which it is based; and
- (2) stating that the member, or his, her or its 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
- (3) stating the date, place and time of that meeting; and
- (4) informing the member that he, she or it may do both of the following:
  - (a) attend that meeting;
  - (b) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
- (5) informing the member that, if at that meeting, the Board confirms the resolution, he, she or it may, not later than 48 hours after that meeting, give the Secretary a

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notice to the effect that he, she or it wishes to appeal to the Association in general meeting against the resolution.

- 7.5 At a meeting of the Board to confirm or revoke a resolution passed under Rule 7.1, the Board must:
- (1) give the member, or his, her or its representative an opportunity to be heard; and
  - (2) give due consideration to any written statement submitted by the member; and
  - (3) determine by resolution whether to confirm or to revoke the resolution.
- 7.6 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 he or she wishes to appeal to the Association in general meeting against the resolution.
- 7.7 If the Secretary receives a notice under Rule 7.6 he, she or it must record the date received, and 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.
- 7.8 At a general meeting of the Association convened under Rule 7.7:
- (1) no business other than the question of the appeal may be conducted;
  - (2) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
  - (3) the member, or his, her or its representative, must be given an opportunity to be heard; and
  - (4) the members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked.
- 7.9 A resolution is confirmed if, at the general meeting, not less than two-thirds of the votes cast are in favour of the resolution. In any other case, the resolution is revoked.
- 7.10 A member subject to discipline, suspension or expulsion must be afforded procedural fairness by the Association including the Board and the Secretary.

### **8. Disputes and mediation**

- 8.1 The grievance procedure set out in this Rule applies to disputes under these Rules between:
- (1) a member and another member; and
  - (2) a member and the Association.
- 8.2 The parties to the dispute must meet and discuss the matter in dispute and use reasonable endeavours to resolve the dispute within 14 days of the dispute coming to the attention of all parties.



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- 8.3 The parties must hold a meeting in the presence of a mediator if the dispute is not resolved within the period referred to in Rule 8.2.
- 8.4 The mediator must be:
- (1) a person chosen by agreement between the parties; and
  - (2) in the absence of agreement:
    - (a) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
    - (b) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) and if that body or its successor no longer exists, the president for the time being of the Law Institute of Victoria.
- 8.5 A member of the Association can be a mediator but the mediator cannot be a member who is a party to the dispute.
- 8.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 8.7 The mediator, in conducting the mediation, must
- (1) give the parties to the mediation process every reasonable opportunity to be heard; and
  - (2) allow due consideration by all parties of any written statement submitted by any party provided that written statement was provided to each other party on the same date it was provided to the mediator; and
  - (3) ensure that procedural fairness is afforded to each of the parties.
- 8.8 The mediator must not determine the dispute.
- 8.9 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.

### **9. Annual general meetings**

- 9.1 The Board may determine the date, time and place of the annual general meeting of the Association.
- 9.2 The notice convening the annual general meeting must specify that the meeting is an annual general meeting.
- 9.3 The ordinary business of the annual general meeting shall be:
- (1) to confirm the minutes of the previous annual general meeting and of any general meeting held since that meeting; and
  - (2) to receive from the Board reports about the transactions and activities of the Association during the last preceding financial year; and

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- (3) to elect officers of the Association and the ordinary members of the Board but only biennially; and
  - (4) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- 9.4 The annual general meeting may conduct any special business of which notice has been given in accordance with these Rules.

### **10. Special general meetings**

- 10.1 In addition to the annual general meeting, any other general meetings may be held in the same year.
- 10.2 All general meetings other than the annual general meeting are special general meetings.
- 10.3 The Board may, whenever it thinks fit, convene a special general meeting of the Association.
- 10.4 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.
- 10.5 The Board must, on the request in writing of not less than 15 per cent of the total number of members, convene a special general meeting of the Association.
- 10.6 The request for a special general meeting must:
- (1) state the objects of the meeting; and
  - (2) be signed by the members requesting the meeting; and
  - (3) be sent to the address of the Secretary,
- and the request may be comprised in any one or more documents.
- 10.7 If the Board does not cause a special general meeting to be held within two months after the date on which the request is sent to the address of the Secretary, the members making the request, or any of them, may convene a special general meeting to be held not later than four months after that date.
- 10.8 If a special general meeting is convened by members in accordance with this Rule, it must be convened in the same manner so far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the special general meeting must be refunded by the Association to the persons incurring the expenses within seven days of presentation of evidence of expenditure.

### **11. Special business**

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 the Rules as ordinary business of the annual general meeting, is deemed to be special business.

## **12. Notice of general meetings**

- 12.1 The Secretary, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, must cause to be sent to each member of the Association, a notice stating the place, date and time of the meeting and the nature of the business to be conducted at the meeting.
- 12.2 Notice may be sent to each member:
- (1) by prepaid post to that member's address set out in the register of members; or
  - (2) if the member has requested that notices from the Association be sent by facsimile or by email, then to his, her or its facsimile number or email address set out in the register of members.
- 12.3 No business other than that set out in the notice convening the meeting may be conducted at the meeting.
- 12.4 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.

## **13. Quorum at general meetings**

- 13.1 No item of business may be conducted at a general meeting unless a quorum of members entitled under these Rules to vote is present at the time when the meeting is considering that item.
- 13.2 Five members personally present (being members entitled under these Rules to vote at a general meeting) constitute a quorum for the conduct of the business of a general meeting.
- 13.3 If, within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present;
- (1) in the case of a meeting convened upon the request of members, the meeting is dissolved; and
  - (2) in any other case, the meeting shall stand 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.
- 13.4 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 3) shall be a quorum.

## **14. Presiding at general meetings**

- 14.1 The President, or in the President's absence, the Vice-President, shall preside as Chairperson at each general meeting of the Association except that if the President and the Vice-President are both absent from a general meeting at its commencement, or are unable or unwilling to preside, the members present must select one of their number to preside as Chairperson for that general meeting.

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### **15. Adjournment of meetings**

- 15.1 The person presiding may, with the consent of a majority of members present at the meeting, adjourn the meeting from time to time and place to place.
- 15.2 No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- 15.3 If a meeting is adjourned for 14 days or more, notice of the adjourned meeting must be given in accordance with Rule 12.
- 15.4 Except as provided in Rule 15.3, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

### **16. Voting at general meetings**

- 16.1 Upon any question arising at a general meeting of the Association, an individual member has one vote only. For the purposes of general meetings only, an organisational member has 2 votes.
- 16.2 All votes must be given personally or by proxy.
- 16.3 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.
- 16.4 An individual or organisational member is not entitled to vote at a general meeting unless all moneys due and payable by the member to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

### **17. Poll at general meetings**

- 17.1 If at a meeting a poll on any question is demanded by not less than 3 members, it must be taken at that meeting in such manner as the Chairperson may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 17.2 A poll that is demanded on the election of a Chairperson or on a question of an adjournment must 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.

### **18. Manner of determining whether resolution carried**

If a question arising at a general meeting of the Association is determined on a show of hands:

- (1) a declaration by the Chairperson that a resolution has been:
  - (a) carried; or
  - (b) carried unanimously; or
  - (c) carried by a particular majority; or

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(d) lost; and

- (2) an entry to that effect in the minute book of the Association is conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

### 19. Proxies

19.1 Each member is entitled to appoint another member as a proxy in accordance with 19.3 below by notice given to the Secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.

19.2 The notice appointing the proxy must be:

- (1) for a meeting of the Association convened under Rule 7.7 in the form set out in Annexure B; or
- (2) in any other case, in the form set out in Annexure C.

19.3 A member may not be the proxy for more than two other members at any particular time (an organisational member carrying proxies for 2 other organisational members may therefore carry a maximum of  $3 \times 2 = 6$  votes).

### 20. Board

20.1 The affairs of the Association shall be managed by the Board.

20.2 The Board:

- (1) is responsible for the management of the Association, and shall control and manage the business and affairs of the Association; and
- (2) subject to these Rules, the Act and the Regulations:
- (a) may 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 to be exercised by general meetings of the members of the Association; and
- (b) 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.

### 21. Membership of the Board

21.1 Membership of the Board shall be open to a member of the Association (whether individual or organisational) who is 18 or more years of age.

21.2 On each occasion on which the Board agrees, up to two representatives of a youth or other committee of the Association may attend a meeting of the Board but those representatives have neither voting rights nor any automatic right of audience.

21.3 Members of the Board, whether individual or organisational:

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- (1) have one vote each for the purposes of votes of the Board;
- (2) must work to further the Objects of the Association; and
- (3) must acknowledge that they constitute part of the Board as individuals, not as representatives of another organisation, and they are bound by the collective responsibility of the Board and its decisions.

### **22. Election to the Board**

22.1 Subject to the Act, the Board shall consist of:

- (1) the officers of the Association as in Rule 24 below, each of whom shall be elected to be an officer at the annual general meeting of the Association; and
- (2) five ordinary members of the Association, each of whom shall be elected at a biennial annual general meeting of the Association.

22.2 Each member of the Board shall hold office until the second AGM after which they took office.

22.3 The Board may at any time co-opt any person as a member of the Board.

22.4 In the event of a casual vacancy in any office referred to in Rule 22.1, the Board may appoint one of the members of the Association (as long as he or she is 18 or more years of age) to the vacant office and the member appointed shall hold office until the second AGM after which they took office.

22.5 The Board may consult and share information with and seek and obtain advice from any person whether or not that person is a member of the Association for the furtherance of the Objects of the Association.

### **23. Committees**

23.1 The Board may establish such committees as the Board may determine from time to time in the furtherance of the Objects.

23.2 Membership of a committee shall be open only to Members of the Association but a committee may consult and share information with and seek and obtain advice from any person whether or not that person is a member of the Association for the furtherance of the Objects.

23.3 Membership of a committee shall comprise no more than 2 members of the Board and such other persons as the Board may appoint. Any person appointed to a committee shall hold office for such period and on such terms as shall be determined by the Board.

23.4 A committee must report to the Board and shall only act according to the Objects and in a manner and within a scope approved by the Board from time to time.

23.5 The Board may dissolve a committee at any time.

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### **24. Office holders**

24.1 The officers of the Association shall be:

- (1) a president;
- (2) a vice-president;
- (3) a treasurer;
- (4) a Secretary;

Election of president, treasurer and secretary automatically authorises them as signatories for the banking and common seal purposes of the Association for the duration of their office only.

24.2 The provisions of Rule 26, so far as they are applicable and with the necessary modifications, apply to and in relation to the election of persons to any of the offices referred to in Rule 24.1.

### **25. Ordinary members of the Board**

25.1 Subject to these Rules, each ordinary member of the Board shall hold office until the second annual general meeting after which they took office but is then eligible for re-election.

25.2 In the event of a casual vacancy in any office referred to in Rule 24 or in the Board, the Board may appoint one of the members of the Association to the vacant office and the member appointed may continue in office until the second annual general meeting after which they took office.

### **26. Election of officers and ordinary Board members**

26.1 Nominations of candidates for election as officers of the Association or as ordinary members of the Board must be:

- (1) 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
- (2) delivered to the Secretary not less than 1 day before the date fixed for the holding of the annual general meeting.

26.2 A candidate may only be nominated for one office, and as an ordinary member of the Board, prior to the annual general meeting.

26.3 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.

26.4 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.

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- 26.5 If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- 26.6 The ballot for the election of officers and ordinary members of the Board must be conducted at the annual general meeting in such manner as the Board may direct.

### **27. Vacancies**

The office of an officer of the Association, or of an ordinary member of the Board, becomes vacant if the officer or member:

- (1) ceases to be a member of the Association; or
- (2) becomes an insolvent under administration within the meaning of the Corporations Act; or
- (3) resigns from office by notice in writing given to the Secretary.

### **28. Meetings of the Board**

- 28.1 The Board must convene at least 3 times in each year at such place and such times as the Board may determine.
- 28.2 Meetings may be conducted remotely or members may participate remotely, by electronic or telephonic or other means, provided the majority of members agree and all those participating can hear and be heard.
- 28.3 Special meetings of the Board may be convened by the President or by any 6 members of the Board.

### **29. Notice of Board meetings**

- 29.1 Written notice of each Board meeting must be given to each member of the Board at least 2 business days before the date of the meeting.
- 29.2 Written notice must be given to members of the Board of any special meeting specifying the general nature of the business to be conducted and no other business may be conducted at such a meeting.

### **30. Quorum for Board meetings**

- 30.1 Any 2 officers and any 3 other members of the Board constitute a quorum for the conduct of the business of a meeting of the Board.
- 30.2 No binding decisions may be made unless a quorum is present.
- 30.3 If within half an hour of the time appointed for the meeting a quorum is not present:
- (1) in the case of a special meeting—the meeting lapses;
  - (2) in any other case—the meeting shall stand adjourned to the same place and the same time and day in the following week.



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30.4 The Board may act notwithstanding any vacancy on the Board.

### **31. Presiding at Board meetings**

At meetings of the Board:

- (1) the President or, in the President's absence, the Vice-President presides; or
- (2) if the President and the Vice-President are absent, or are unwilling or unable to preside, the members present must choose one of their number to preside.

### **32. Voting at Board meetings**

32.1 Questions arising at a meeting of the Board, or at a meeting of any committee appointed by the Board, shall be determined on a show of hands or, if a member requests, by a poll taken in such manner as the person presiding at that meeting may determine.

32.2 Each member present at a meeting of the Board, or at a meeting of any 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 person presiding may exercise a second or casting vote.

### **33. Removal of Board member**

33.1 The Association in general meeting may, by resolution to a future meeting, remove any member of the Board before the expiration of the member's term of office and appoint another member in his or her place to hold office until the expiration of the term of the first-mentioned member.

33.2 A member who is the subject of a proposed resolution referred to in Rule 33.1 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.

33.3 The Secretary or the President may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the meeting.

### **34. Minutes of meetings**

The Secretary must keep minutes of the resolutions and proceedings of each general meeting, and each Board meeting, together with a record of the names of persons present at general and at Board meetings.

### **35. Funds**

35.1 The Treasurer of the Association must:

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

## **CONSTITUTION OF JEWISH BROADCASTING FOR THE COMMUNITY INC. (JBC) (28/06/11)**

- (2) 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.
- 35.2 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by two previously authorised members of the Board. Electronic banking also requires authorisation by two previously authorised members of the Board.
- 35.3 The funds of the Association shall be derived from membership fees, annual subscriptions, donations, grants, fees, charges and such other sources as the Board determines.

### **36. Seal**

- 36.1 The common seal of the Association must be kept in the custody of the Secretary.
- 36.2 The common seal must not be affixed to any instrument except by the authority of the Board and the affixing of the common seal must be attested by the signatures either of two previously authorised members of the Board or of one member of the Board and of the public officer of the Association.

### **37. Notice to members**

Except for the requirement in Rule 37, any notice that is required to be given to a member, by on behalf of the Association, under these Rules may be given by:

- (1) delivering the notice to the member personally; or
- (2) sending it by prepaid post addressed to the member at that member's address shown in the register of members; or
- (3) facsimile transmission, if the member has requested that the notice be given to him or her in this manner; or
- (4) electronic transmission, if the member has agreed that the notice be given to him or her in this manner.

### **38. Broadcasting**

The Association shall broadcast or allow to be broadcast programmes at such times and with such frequency as the Board may determine from time to time.

### **39. Winding up**

In the event of the winding up or the cancellation of the incorporation of the Association, the assets of the Association shall be transferred to an established successor body, or, in the absence of such a body to the Jewish Community Council of Victoria Inc but always in accordance with the provisions of the Act.

**40. Claims**

The value of each claim (whether financial legal) that a member has or pursues against the Association is limited to one Australian dollar.

**41. Custody and inspection of books and records**

- (1) Except as otherwise provided in these Rules, the Secretary must keep in his or her custody or under his or her control all books, documents and securities of the Association.
- (2) All accounts, books, securities and any other relevant documents of the Association must be available for inspection free of charge by any member upon request.
- (3) A member may request permission from the Board to inspect any accounts, books, securities and any other relevant documents of the Association.
- (4) Any information obtained by members may be used solely for the furtherance of the Objects or as otherwise agreed by the Board in writing.

**CONSTITUTION OF JEWISH BROADCASTING FOR THE COMMUNITY INC. (JBC) (28/06/11)**

**Annexure A**

**APPLICATION FOR INDIVIDUAL OR ORGANISATIONAL MEMBERSHIP OF JEWISH BROADCASTING FOR THE COMMUNITY INC.**

APPLICANT:

NAME:

Either: I, \_\_\_\_\_ declare that I am Jewish and (continue below)  
Or : We (organisational name \_\_\_\_\_ )

desire to become a member of JEWISH BROADCASTING FOR THE COMMUNITY INC.

I hereby state that I/we subscribe to the Statement of Purposes of the Association and that I/we support the aspirations and interests of the Australian Jewish community and the Objects as set out in the Constitution, and I/we agree to be bound by the Rules of the Association as in force and amended from time to time.

Signature of Applicant:

Date:

Position in organisation if an organisational application:

PRINT NAME:

MALE/FEMALE

AGE RANGE (for individual - please indicate as appropriate): 13-17 / 18-35 / 36-50 / 51-65 / 66+

ADDRESS:

Postcode:

EMAIL:

Best phone number:

(If you give an email address we will use that for official notifications unless requested otherwise)

**CONSTITUTION OF JEWISH BROADCASTING FOR THE COMMUNITY INC. (JBC) (28/06/11)**

**Annexure B:**

**FORM OF APPOINTMENT OF PROXY FOR MEETING OF JEWISH BROADCASTING FOR THE COMMUNITY INC. CONVENED UNDER RULE 7.7**

I, \_\_\_\_\_ (name)

Of \_\_\_\_\_ (address)

being a member of JEWISH BROADCASTING FOR THE COMMUNITY INC.

appoint \_\_\_\_\_ (name of proxy holder)

Of \_\_\_\_\_ (address of proxy holder)

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

7.7, to be held on— \_\_\_\_\_ (date of meeting)

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 7.1.)

Signed

Date

\_\_\_\_\_

**CONSTITUTION OF JEWISH BROADCASTING FOR THE COMMUNITY INC. (JBC) (28/06/11)**

**Annexure C**

**FORM OF APPOINTMENT OF PROXY**

I, \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being a member of JEWISH BROADCASTING FOR THE COMMUNITY INC.  
appoint \_\_\_\_\_ (name of proxy holder)  
of \_\_\_\_\_ (address of proxy holder)  
being a member of that Incorporated Association, as my proxy to vote for me on my  
behalf at the annual/special\* general meeting of the Association to be held on  
\_\_\_\_\_ (date of meeting)  
and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against\* the following resolution (insert details of resolution).

Signed \_\_\_\_\_  
\* Delete if not applicable

Date

## **CONSTITUTION OF JEWISH BROADCASTING FOR THE COMMUNITY INC. (JBC) (28/06/11)**

### **Annexure D**

**SCHEDULE OF FEES** – The fees are set from time to time by the Board of the Association

Type of fees:

Joining fee: friend

Joining fee: individual member

Joining fee: organisational member (an organisational member is a person who, at a general meeting, may represent an organisation, and carries two votes. If elected to the Board, they are responsible to the Board and carry only one vote, equal for every Board member).

Annual subscription fee: friend

Annual subscription fee: individual member

Annual subscription fee: organisational member

Note: Categories of fees may be subdivided, for example into individual youth joining fee, or individual concession annual subscription fee.