

RULES OF THE
FRIENDS OF ISRAEL WESTERN AUSTRALIA INC.,

As amended on 13 November 2018

RULES OF ASSOCIATION

Name of Association

- 1 The name of the Association is **FRIENDS OF ISRAEL (WESTERN AUSTRALIA) INC.**

Definitions

- 2 In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"committee meeting" means a meeting referred to in rule 15;

"committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;

"financial year" means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 51 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least

- 3** members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the *Associations Incorporation Act 1987*;

"the Association" means the Association referred to in rule 1;

"the Chairperson" means-

- (a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Committee" means the Committee of Management of the Association referred to in rule 10 (1);

"the Secretary" means the Secretary referred to in paragraph (c) of rule 10 (1);

"the Treasurer" means the Treasurer referred to in paragraph (d) of rule 10 (1);

"the Vice-Chairperson" means the Vice-Chairperson referred to in paragraph (b) of rule 10 (1);

"the Membership Officer" means the Membership Officer referred to in paragraph (e) of rule 10 (1);

"the General Committee Members" means the members referred to in paragraphs (f) and (g) of rule 10(1)

Objects of Association

- 1 The objects of the Association are:
- (1) To support and promote the interests of the State of Israel as the State of the Jewish people.
 - (2) To ensure accurate and fair reporting and information regarding the State of Israel reaches the public domain.
 - (3) To apply the property and income of the Association solely towards the promotion of the objects of the Association 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.

Powers of Association

- 2 The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:
- (a) acquire, hold, deal with, and dispose of any real or personal property;
 - (b) open and operate bank accounts;
 - (c) invest its money –
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
 - (d) borrow money upon such terms and conditions as the Association thinks fit;
 - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (f) appoint agents to transact any business of the Association on its behalf;
 - (g) enter into any other contract it considers necessary or desirable; and
 - (h) may act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

Qualifications for membership of Association

- 3
- (1) Membership of the Association is open to any person who, in the unfettered discretion of the Committee, is committed to advancing the objects of the Association.
 - (2) A person who wishes to become a member must-
 - (a) apply for membership to the Committee in writing
 - (i) signed by that person and by the member referred to in paragraph (b); and
 - (ii) in such form as the Committee from time to time directs; and
 - (b) be proposed by a member of the Association.
 - (3) The Committee members must consider each application made under sub-rule (2) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application in its unfettered discretion.

Register of members of Association

- 4
- (1) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
 - (2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.
 - (3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

Subscriptions of members of Association

- 5
- (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.
 - (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).
 - (3) Subject to sub-rule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
 - (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Committee allows.

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 - (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Committee allows.

Termination of membership of the Association

- 6 Membership of the Association may be terminated upon-
- (a) receipt by the Secretary or another Committee member of a notice in writing from a member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
 - (b) non-payment by a member of his or her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or
 - (c) expulsion of a member in accordance with rule 9.
- (d) Section 36 (1) (b) of the Act provides that the association must give each person who becomes a member of the association a copy of the rules in force at the time their membership commences.

Suspension or expulsion of members of Association

- 7
- (1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his or her conduct is deemed detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member-
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
 - (2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a

reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

- (3) Subject to sub-rule (5), a member has his or her membership suspended or ceases to be a member on the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

Committee of Management

- 8 (1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of-

- (a) a Chairperson;
- (b) a Vice-Chairperson;
- (c) a Secretary;
- (d) a Treasurer;
- (e) a Membership Officer;
- (f) one (1) person nominated by the Jewish Community Council of WA (Inc) (**JCCWA**); and
- (g) up to six (6) other persons, all of whom must be members of the Association

- (2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).

- (3) Subject to sub-rule (8), a Committee member's term will be from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Committee.

- (4) Except for nominees under sub-rule (7), 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 not less than 7 days before the day on which the annual general meeting concerned is to be held.

Persons who are not to be members of the Committee

(4A)

- (a) If any member of the Committee:
 - (i) is endorsed as a candidate for a State or Federal election by a registered political party; or
 - (ii) nominates for election in a State or Federal election,

they will be automatically suspended from their office or position on the Committee until such time as the relevant State or Federal election is determined.

(b) Members of State or Federal parliament are not eligible to hold a position on the Committee.

(4B) no person shall serve as Chairman of the Committee of Management for more than six years in any nine-year period.
Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:

a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
a person who has been convicted, within or outside the State, of-

- an indictable offence in relation to the promotion, formation or management of a body corporate; or
- an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
- an offence under Part 4 Division 3 or section 127 of the Act

Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

Section 3 of the Act provides a definition of "officer". The duties provisions will apply to committee members and to those persons who have the ability to influence the management committee but who do not hold a formal committee position

Under section 44 of the Act an officer of an association must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person-

(a) were an officer of the association in the association's circumstances; and

(b) occupied the office held by, and had the same responsibilities within the association as, the officer.

Under section 45 of the Act an officer of an association must exercise his or her powers and discharge his or her duties-

(a) in good faith in the best interests of the Association; and

(b) for a proper purpose.

Under section 46 an officer of an association must not improperly use his or her position to-

(a) gain an advantage for the officer or another person; or

(b) cause detriment to the Association.

Under section 47 a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to-

- (a) gain an advantage for the person or another person; or
cause detriment to the Association.
- (5) A person who is eligible for election or re-election under this rule may -
- (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.
- (6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies for the position to be filled-
- (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Committee at,
- the annual general meeting concerned.
- (7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted. Any such election shall be conducted by a secret ballot at the meeting and decided by a simple majority vote.
- (8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 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 sub-rule will –
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Committee,at the next following annual general meeting.
- (9) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.

- (10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- (11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).
- (12) The person nominated by JCCWA referred to in sub-clause 1(f) above must be approved by a majority of the Committee of Management.

Chairperson and Vice-Chairperson

- 9**
- (1) Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.
 - (2) In the event of the absence from a general meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting,must preside at the general meeting.
 - (3) In the event of the absence from a Committee meeting of-
 - (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Committee members present at the Committee meeting,must preside at the Committee meeting.

Secretary

- 10** The Secretary must-
- (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - (c) comply on behalf of the Association with-
 - (i) section 53 of the Act with respect to the register of members of the Association, as referred to in rule 6;
 - (ii) section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 58 of the Act by maintaining a record of -

- (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and
- (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer;
- (e) ensure that members of the Association and Committee members are given due notice of the time, date and venue of their respective meetings, and
- (f) provide each new member of the Association a copy of the Rules and
- (g) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

11 The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that
 - (i) all cheques are signed by himself or herself and at least one other authorised Committee member,
 - (ii) any payments by Electronic Funds Transfer have the prior authorisation of at least one other authorised Committee member.
- (d) comply on behalf of the Association with sections 66 and 68 & 70 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;

- (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (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) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

Casual vacancies in membership of Committee

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

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
- (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-

three consecutive Committee meetings; or three Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

Proceedings of Committee

- 13** (1) The Committee must meet together for the dispatch of business not less than four times in each year and the Chairperson, or at least half the members of the Committee, 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 must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his or her deliberative vote.

- (4) At a Committee meeting five (5) Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.
- (6) As required under sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must-
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee; and
 - (b) not take part in any deliberations or decision of the Committee with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.
- (8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

General meetings

- 14** (1) The Committee-
- (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year (June 30) or such longer period as may in a particular case be allowed by the Commissioner, and
 - (c) must, within 30 days of receiving a request in writing to do so from not less than 5% members, convene a special general meeting for the purpose specified in that request.
- (2) The members making a request referred to in sub-rule (1) (c) must-
- (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 sub-rule (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 sub-rule (3) (a), (b) or (c) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must 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 that business is to be transacted.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify-
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows-
 - (i) first, the Chairperson's report
 - (ii) second, the consideration of the accounts and reports of the Committee;
 - (iii) third, the election of Committee members to replace outgoing Committee members; and
 - (iv) fourth, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and either posted to the member concerned by ordinary prepaid mail, or emailed, to the member concerned.
- (9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum and proceedings at general meetings

- 15** (1) At a general meeting five (5) members present in person constitute a quorum.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6)-

- (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) 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), 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 sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy 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 must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There must not be transacted at an adjourned general meeting any business other than 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 must give notice under rule 16 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 will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).
- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (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 sub-rule (9) must be taken immediately on that demand being made.

Minutes of meetings of Association

- 16** (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

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

Voting rights of members of Association

- 17** (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.
- (3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned-
- (a) which resolution is authenticated under the common seal of that body corporate; and
 - (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

- 18** A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Rules of Association

- 19** (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act, which is as follows-
- (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;

- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
 - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Association

- 20** (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of Association

- 21** A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Dispute resolution

- 22** (1) The dispute resolution procedure set out in this rule applies only in respect of a dispute regarding compliance with these Rules including a dispute as to whether the Association has acted or is acting in accordance with the object of the Association set out in clause 3 herein.
- (2) Any three (3) members of the Association may by notice in writing to the Secretary advise the Association that in their view a dispute exists setting out the nature of the dispute and the basis of their contention.

- (3) If within two (2) weeks of such notice, the members who gave the notice do not consider that the dispute has been resolved, they may give further notice in writing to the Secretary requiring the Association to refer the matter to be determined by a person or persons nominated by the Jewish Community Council of WA Inc. ("JCCWA") .
- (4) In the event that notice is given in accordance with sub-paragraph (3), then the members giving such notice and the Association may within two (2) weeks make such written submissions as they wish to the person nominated by the JCCWA to determine the dispute. The nominee of the JCCWA referred to in sub-paragraph (3) above, shall determine the dispute within four (4) weeks of the notice referred to at sub-paragraph (3) above and such decision shall be binding upon all members of the Association and on the Association.

Distribution of surplus property on winding up of Association

- 23** If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the JCCWA.

Regulations

- 24** Each year (within 6 months of the AGM) the association must provide to the Commissioner for Consumer Protection an information statement confirming that
- (1) The association is still active and eligible to be incorporated;
Confirm that the address details held by the Consumer Protection are correct: and the association has met its obligation to hold an Annual General Meeting for the year.
 - (2) The association must provide a financial statement (Treasurer's) report to the AGM.
 - (3) The association must provide the objects of the Association.

Patrons

- 26** (a) by resolution of the Committee, a person may be invited to become a Patron of the Friends of Israel (Western Australia).
- (b) Such invitation is to be conveyed in writing by the Secretary and confirmed annually by the Committee of Management.
 - (c) Patrons cannot hold a position on the Committee of Management.

