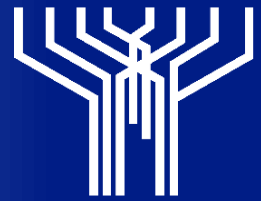


CAULFIELD HEBREW CONGREGATION INCORPORATED

CONSTITUTION

JULY 2019

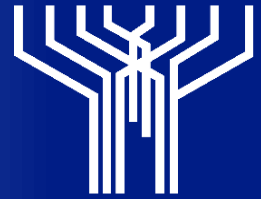


CAULFIELD HEBREW CONGREGATION INCORPORATED CONSTITUTION

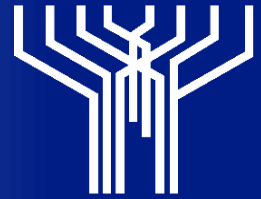
July 2019

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CAULFIELD HEBREW CONGREGATION INCORPORATED CONSTITUTION

Name

- 1 The name of the Congregation shall be "Caulfield Hebrew Congregation Incorporated" - Kehilla Kedosha Ahavath Shalom

Interpretation

- 2 (1) In this Constitution, unless the contrary intention appears:

"**Board**" means the Board of Management of the Congregation;

"**Congregation**" and "**Synagogue**" means the "Caulfield Hebrew Congregation Incorporated".

"**Eligible Member**" has the meaning given to that term in Clause 32 hereof.

"**Financial year**" means the year ending on 30 April;

"**General Meeting**" means an annual general meeting or a special general meeting of members convened in accordance with Clause 20 hereof;

"**Member**" means a member of the Congregation.

"**Register**" means either the Register of Members or Register of Casual Seatholders maintained pursuant to Clause 7 hereof;

"**The Act**" means *Associations Incorporation Reform Act 2012* (Vic) as amended from time to time or any re-enactment thereof;

"**The Regulations**" means Regulations under the Act;

"**Unincorporated congregation**" means the former congregation known as Caulfield Hebrew Congregation War Memorial.

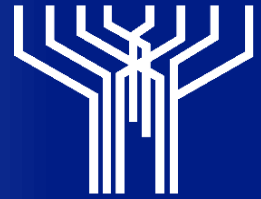
"**Notice**" means written notice sent to the member by email at the email address appearing in the Register of Members, or by pre-paid post to the address appearing in the Register of Members, or by personal delivery.

- (2) Words or expressions contained in this Constitution shall be interpreted in accordance with the provisions of the Interpretation of Legislation Act 1984 (Vic) and the Act as in force from time to time

Statement of Purpose

- 3 The aims of the Congregation are:

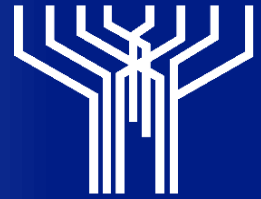
- (a) To provide facilities for Orthodox Jewish religious worship and to arrange and conduct religious services;
- (b) To promote the maintenance and observance of the laws, customs and traditions of Orthodox Judaism;
- (c) To provide for and support the religious, educational and cultural needs of persons of the Jewish faith generally and in particular of the Jewish community of Melbourne;



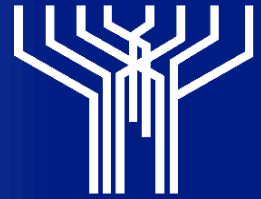
- (d) To aid and support the elderly, the sick and the needy and those in sorrow and distress and further, to support benevolent and charitable organisations and activity generally and in particular for persons of the Jewish faith; and
- (e) To support and further the aspirations of Israel and world Jewry.
- (f) To uphold and foster the aims of Zionism which are:
 - (i) The unity of the Jewish people and the centrality of Israel in Jewish Life;
 - (ii) The ingathering of the Jewish people in its historic homeland Eretz Israel through Aliyah from all countries;
 - (iii) The strengthening of the State of Israel, which is based upon the prophetic vision of justice and peace;
 - (iv) The preservation of the identity of the Jewish people through the fostering of Jewish and Hebrew education and of Jewish spiritual and cultural values.

Powers

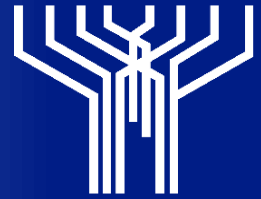
- 4 Solely for the purpose of furthering the above aims of the Congregation, the Congregation shall have the following powers:
- (a) To take over the funds and other assets and the liabilities of the present unincorporated congregation known as Caulfield Hebrew Congregation War Memorial;
 - (b) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated congregation become liable to pay any amount by way of damages or otherwise;
 - (c) To subscribe to, become a member of and co-operate with any other congregation, association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Congregation and to affiliate with representative bodies of Jews both within Victoria and elsewhere whose aims and objectives are consonant with that of the Congregation.
 - (d) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for any of the purposes of the Congregation;
 - (e) To purchase, take on, lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Congregation.
 - (f) To enter into any arrangements with any Government or Authority (Municipal, Local or otherwise) that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Congregation; to obtain from any such Government or Authority any rights, privileges and concessions which the Congregation may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions;
 - (g) To appoint, employ, remove or suspend such Ministers, managers, clerks, secretaries, teachers, servants, workman and other persons as may be necessary



- or convenient for the purposes of the Congregation and to pay such persons such fees salaries wages gratuities and bonuses as may be thought fit;
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter, decorate, furnish or control any houses, buildings, grounds, works or conveniences on any land of the Congregation or upon any other lands or property which may seem calculated directly or indirectly to advance the Congregation's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
 - (i) To invest and deal with the funds of the Congregation not immediately required in such manner as may from time to time be thought fit.
 - (j) To take, or acquire by purchase, subscription or otherwise shares, debentures or other securities of any company or body corporate;
 - (k) To lend and advance money or give credit to any person or body corporate whether by way of security or otherwise; to guarantee and give guarantees or indemnities for the payment of money or the meeting of liabilities or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
 - (l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Congregation's property or assets present or future and to purchase, redeem or payoff any such securities;
 - (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - (n) To sell, exchange, lease and to grant easements, advantages, conveniences, licenses or privileges with respect to the whole or any part of the property of the Congregation or property in which the Congregation has any estate or interest to any person upon and subject to such terms and conditions as the Congregation shall deem fit;
 - (o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Congregation's property of whatsoever kind sold by the Congregation, or any money due to the Congregation from purchasers and others;
 - (p) To accept subscriptions, guarantees, gifts, donations, devises and bequests of property, whether subject to any special trust or not, for anyone or more of the objects of the Congregation;
 - (q) To take such steps by personal or 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 Congregation, in the form of donations, annual subscriptions or otherwise;
- (r) To print and publish any papers, articles, newspapers, newsletters, periodicals, books or leaflets that the Congregation may think desirable for the promotion of its objects and to distribute the same either free or on sale or hire;
 - (s) To amalgamate with anyone or more incorporated congregations having objects altogether or in part similar to those of the Congregation and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Congregation under or by virtue of this Constitution;
 - (t) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the incorporated congregations with which the Congregation is authorised to amalgamate;
 - (u) To transfer all or part of the property, assets, liabilities and engagements of the Congregation to anyone or more of the incorporated congregations with which the Congregation is authorised to amalgamate;
 - (v) To make donations for patriotic, charitable or community purposes;
 - (w) To appoint attorneys or agents to act for and on behalf of the Congregation with such powers as may be deemed expedient;
 - (x) To pay, satisfy or compromise any claims made against the Congregation notwithstanding that the same may not be enforceable at law;
 - (y) To execute and give all such variations, discharges, transfers, instruments, acknowledgments, applications, proposals, declarations and other documents and perform all such acts and things as may be required in respect of any property or interest therein held or proposed to be held by the Congregation;
 - (z) To effect and maintain indemnities and insurances of all kinds in respect of the property, members of the Board, employees and visitors of the Congregation including fire, storm and tempest, burglary, public risk, civil commotion, workers' compensation, and any other indemnities and insurances which may be deemed necessary;
 - (aa) To undertake and execute any trusts, either gratuitously or otherwise, the undertaking or execution whereof may seem to the Congregation desirable;
 - (bb) To undertake, execute, manage, promote or engage in any contract, project, scheme or enterprise involving the sale, promotion, marketing, distribution or advertising of the operations and facilities of the Congregation;
 - (cc) To establish and/or conduct any school or other educational forum in order to further the Orthodox Jewish religious education of the community;
 - (dd) To raise funds by charging fees for membership, seat rental and for any other services performed whatsoever on the Board may from time to time determine;
 - (ee) To do all such other things as are incidental or conducive to the promotion of the purposes and the exercise of the powers of the Congregation.



Membership

- 5 Any Jew according to Halacha who has attained the age of eighteen years shall be eligible to apply for membership of the Congregation.

Seatholder

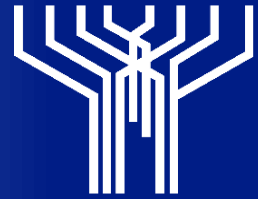
- 6 Any Jew shall be eligible to apply to the Congregation to become a seatholder. Save as herein otherwise provided a seatholder shall not be entitled to any of the rights or entitlements accruing to members of the Congregation.

Register of Members

- 7 (1) The Honorary Secretary must keep and maintain a Register of Members containing:
- (a) The name and postal, and if applicable, email, address of each member; and
 - (b) The date on which each member's name was entered in the register.
- (2) Information about a person who is no longer a member of the Congregation, other than the name of the person and the date on which the person ceased to be a member of the Congregation, must be removed from the Register of Members within 14 days after the person ceases to be a member of the Congregation.
- (3) The register is available for inspection free of charge at the address of the Congregation by any member upon request on reasonable notice.
- (4) A member may make a copy of entries in the Register of Members.
- (5) A member must not use information obtained from the Register of Members to contact or send materials to other members, or disclose such information knowing it is likely to be used in that way, unless the use or disclosure is directly related to the management or the purposes of the Congregation.
- (6) A member may request, in accordance with s 59 of the Act, that the Honorary Secretary restrict access to their personal information in the Register of Members.

Applications

- 8 (1) Every application for membership of the Congregation and every application for a seat in the Congregation shall be in writing, signed by the Applicant, on such form as is prescribed from time to time by the Board. The application shall be delivered to the Secretary for submission to the Board at its next ordinary meeting.
- (2) Upon submission of an application as aforesaid the Board shall be entitled to accept, reject or defer consideration of such application until such time and upon such terms as the Board may in its absolute discretion determine.
- (3) The Board shall notify each Applicant in writing of its decision within thirty (30) days from the date of the meeting in which such application was considered. Upon accepting an application, the Board shall, subject to receipt of the appropriate fee, enter the Applicant's name in the appropriate Register.



Allotment of Seats

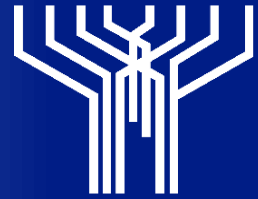
- 9 (1) Subject to payment of the appropriate fee, the Board shall allot seats in any service conducted by the Congregation to members and/or seat holders from those seats which are from time to time or shall from time to time become vacant PROVIDED THAT at all times members shall be entitled to seats in priority to seat holders who are not members
- (2) A seat is deemed to be vacant if a seat holder gives notice to the Congregation that he or she no longer wishes to rent the seat or if the seat holder is in arrears of a seat rental fee for a period of two (2) months and has failed to pay such arrears or a discount in respect of such arrears, within one (1) month after receipt of a notice in writing from the Honorary Secretary or Treasurer or a member of the Board to do so, requiring him or her to liquidate such arrears

Membership Fee

- 10 (1) The annual fees payable by members and/or seat holders shall be such amounts as are determined from time to time by the Board, provided however the fees payable by members and/or seat holders shall not be less than two hundred dollars (\$200.00) per annum per member and/or seat holder or such other higher amounts as are determined from time to time by the Board.
- (2) The annual seat holder fees payable by a seat holder who is a member shall be deemed to be inclusive of their annual membership fee.
- (3) All membership and seat holder fees are payable in advance on or before 1 July in each year.
- (4) The Board may as it sees fit waive payment of the whole or any portion of membership and/or seat holder fees, levies, or other fees owing by any member and/or seat holder if in its opinion special circumstances exist which make it desirable or reasonable to do so

Life Governors

- 11 (1) The Congregation may at the annual general meeting honour any person by appointing him as a Life Governor of the Congregation PROVIDED THAT no person may be so appointed unless the Board has recommended such appointment and PROVIDED FURTHER THAT not more than one (1) such appointment may be made at each annual general meeting.
- (2) A Life Governor shall be entitled to attend and bring any business before meetings of the Board (but shall not be entitled to vote thereat unless qualified by election) and shall be entitled to stand as a candidate for election to the Board and shall further be entitled to such other rights and privileges as may be determined from time to time by the Board.
- (3) In consideration for their years of service to the unincorporated congregation WILLIAM KOMESAROFF, LASZLO GESCHEIT, ARNOLD CASEN, ABRAHAM FEIGLIN, EUGEN KORBL and JOSEPH WEST shall be honoured by being



appointed as the first Life Governors of the Congregation.

- (4) A Life Governor shall cease to hold office if he or she is expelled as a member of the Congregation pursuant to clause 14 of this Constitution or if in arrears of a membership fee and/or seat rental fee and/or offering for a period of more than three (3) months and has failed to liquidate such arrears within two (2) months after receipt of a notice in writing requiring him or her to liquidate such arrears

Honorary Life Trustees

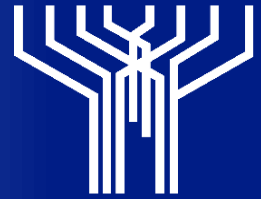
- 12 (1) In consideration for their years of service to the unincorporated congregation, the Trustees thereof, namely ARNOLD CASEN, HARRY P FIGDOR, WILLIAM KOMESAROFF, EUGEN KORBL and JOSEPH WEST shall be honoured by being appointed as the Honorary Life Trustees of the Congregation.
- (2) An Honorary Life Trustee shall subject to sub-Clause 6 hereof hold office for life and shall be entitled to all the rights and privileges of members of the Board, including the right to vote at meetings of the Board, but shall not, for the purposes of Clause 36(4) hereof, be counted amongst members of the Board for, the purposes of constituting quorum.
- (3) An Honorary Life Trustee shall further be entitled to stand as a candidate for election to the Executive of the Congregation and shall be entitled to such other rights and privileges as may be determined from time to time by the Board.
- (4) An Honorary Life Trustee shall cease to hold office if he is expelled as a member of the Congregation pursuant to Clause 14 hereof or otherwise if he shall be incapable of acting either from mental or bodily infirmity.

Resignation and Cessation of Membership

- 13 (1) Any member who has paid all money due may resign his membership by first giving one (1) month's notice in writing to the Secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-Clause (1) hereof, the Secretary shall make in the appropriate Register an entry recording the date on which the member by whom the notice was given, ceased to be a member

Removal of a Member

- 14 (1) Subject to the provisions of sub-Clauses (2) and (3) hereof, the Board may suspend or expel any member of the Congregation if the Board is of the opinion that the member:
- (a) is in arrears of seat rent or offerings for a period of more than twelve (12) months and has failed to liquidate such arrears within three (3) months after receipt of a notice in writing requiring him to liquidate such arrears;
- (b) has been convicted of an indictable offence;



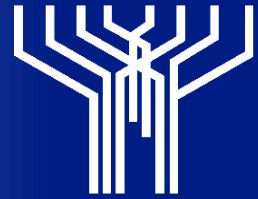
- (c) has been guilty of any conduct likely to bring the Congregation and/or the Jewish community into disrepute; or
 - (d) has ceased to be eligible for membership of the Congregation.
- (2) Where the Board passes a resolution under sub-Clause (1) hereof the Secretary shall, as soon as practicable after the meeting at which such resolution was passed, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than fourteen (14) and not later than sixty (60) days after the service of notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that he may attend that meeting and/or give to the Board before the date of that meeting a written statement seeking the revocation of the resolution.
- (3) At a meeting of the Board held in accordance with sub-Clause (2), the Board:
- (a) shall allow to the member an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution and such decision shall be final.

Rights of Members

- 15 (1) Subject to these Rules, the Members are entitled to all the rights and privileges of Membership of the Congregation.
- (2) A right, privilege, or obligation of a person by reason of the person's membership:
- (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on cessation of Membership.

Grievance Procedure

- 16 (1) This grievance procedure applies to disputes under these Rules between -
- (a) a member and another member; and
 - (b) a member and the Congregation;
- (2) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- (3) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (4) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-Clause 16(3) the parties must within 10 days -
- (a) notify the Congregation of the dispute; and
 - (b) agree to or request the appointment of a mediator; and



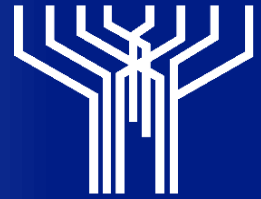
- (c) attempt in good faith to settle the dispute by mediation.
- (5) The mediator must be -
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) if the dispute is between a member and another member - a person appointed by the Congregation; or
 - (ii) if the dispute is between a member and the Congregation - a person appointed or employed by the Dispute Settlement Centre of Victoria.
- (6) A mediator appointed by the Congregation may be a member or former member of the Congregation but in any case must not be a person who -
 - (a) has a personal interest in the dispute; or
 - (b) is biased in favour of or against any party.
- (7) The mediator to the dispute, in conducting the mediation, must-
 - (a) give each party every opportunity to be heard; and
 - (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 throughout the mediation process.
- (8) The mediator must not determine the dispute.
- (9) If the mediation process set out in this clause 16 does not resolve the dispute:
 - (a) the parties may seek to resolve the dispute by arbitration;
 - (b) only if the parties agree unanimously, the arbitration may take the form of a Din Torah, however, in either case, the conduct of the arbitration will be consistent with the *Commercial Arbitration Act 2011*.

General Meetings

- 17 A general meeting of members to be called the annual general meeting shall be held each year. All other general meetings of members shall be called special general meetings.

Annual General Meetings

- 18 (1) (a) Subject to paragraph (b), the Board may determine the date, time and place of the annual general meeting of the Congregation.
- (b) The annual general meeting shall be held in the last two weeks in the month of Av or in the month of Elul.
- (2) The ordinary business of the annual general meeting shall be:
- (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board reports upon the activities and transactions of the Congregation during the last preceding financial year;
 - (c) Subject to clause 34, to elect the Executive of the Congregation and members of the



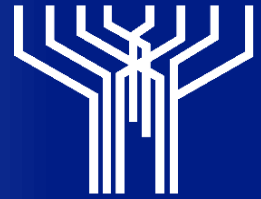
- Board; and
- (d) to receive and consider the Statement submitted by the Congregation in accordance with Part 7 of the Act.
- (3) The annual general meeting may transact special business of which notice is given in accordance with the provisions hereof.
 - (4) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.

Special General Meetings

- 19 (1) The Board may, whenever it thinks fit, convene a special general meeting of members of the Congregation.
- (2) The Board shall, upon receipt of a requisition in writing signed by not less than fifty (50) members entitled to vote at a general meeting, convene a special general meeting of the Congregation.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be sent to the President at the address of the Congregation.
- (4) If the Board does not convene a special general meeting to be held within one (1) month after the date on which the requisition is sent to the address of the Congregation, the members making the requisition, or any of them, may convene a special general meeting to be held not later than three (3) months after that date.
- (5) A special general meeting convened by members in pursuance of this Clause shall be convened in as nearly as possible the same manner as that in which such meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by the Congregation to the persons incurring the expenses.

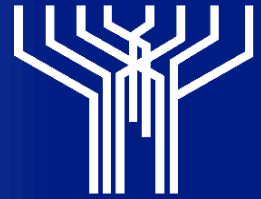
Convening of a General Meeting

- 20 (1) The Secretary of the Congregation shall, at least fourteen (14) days before the date fixed for holding a general meeting of the Congregation, cause to be sent to each member of the Congregation a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Subject to the provisions of Clause 22(1) hereof, no business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (3) A member desiring to bring any business before a general meeting may give notice of that business in writing to the Secretary, who shall include that business in the notice calling the next general meeting, provided that such notice by the member is received by the Secretary at least one (1) calendar month before the date of such meeting



Proceedings at Meetings

- 21 (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specifically referred to in this Constitution as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time when the meeting is considering that item.
- (3) Fifteen (15) members personally present (being members entitled hereunder to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting PROVIDED THAT in respect of a meeting convened pursuant to the provisions of Clause 19(2) hereof, thirty (30) of the signatories to the requisition must be present at the meeting to constitute a quorum.
- (4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chairman 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 and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than ten (10) shall be a quorum.
- 22 (1) The President, or in his absence, the Vice-President, or in his absence, the Treasurer (or any nominee of such person) shall preside as Chairman at each general meeting of the Congregation.
- (2) If the President, Vice-President and the Treasurer are absent from a general meeting, the members present shall elect one of their number to preside as Chairman of the meeting.
- 23 (1) The Chairman of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) Where a meeting is adjourned for fourteen (14) days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
- (3) Except as provided in sub-Clauses (1) and (2) hereof, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 24 (1) All questions of precedence or order shall be decided by the Chairman who shall, notwithstanding anything herein otherwise provided, be entitled to accept new motions or items of special business where in his opinion, notice of such special business may be waived.
- (2) No member shall be entitled to speak more than once upon the same

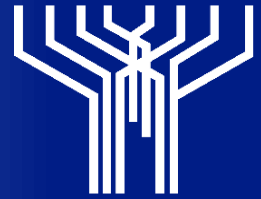


question except:

- (a) with the permission of the Chairman; or
 - (b) the member who moves the motion, who shall have the right of reply.
- (3) No person shall be interrupted whilst addressing the Chairman, except on a point of order or for a personal explanation.

Voting at Meetings

- 25 Save as herein otherwise provided voting at a general meeting shall be decided by a simple majority of persons entitled to vote thereat PROVIDED THAT in the case of an equality of voting on a question, the Chairman of the meeting shall be entitled to exercise a second or casting vote.
- 26 (1) (a) Any member being more than three (3) months in arrears of any fees shall not be entitled to vote or speak at any meeting.
- (b) Any member who has any financial interest in the matter in question shall not be entitled to speak or vote on that matter.
- (2) (a) Any member may appoint another member as his or her proxy to vote on his or her behalf at any general meeting.
- (b) Any notice relating to the appointment or removal of a proxy holder shall be delivered to the Honorary Secretary no later than seventy six (76) hours prior to the holding of the relevant general meeting.
- (c) Notwithstanding paragraph (b), a proxy given by a member is automatically cancelled if that member subsequently makes another valid appointment, or if the authority is revoked in writing or orally to the Chairman of the general meeting
- 27 (1) Upon any question arising at a general meeting of the Congregation, a member has one vote only.
- (2) A question arising at a general meeting of the Congregation shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Congregation is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
- 28 (1) If at a meeting a poll on any question is demanded by not less than three (3) members, it shall be taken that meeting in such manner as the Chairman may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- (2) A poll that is demanded on the election of a Chairman or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chairman may direct.
- (3) At all meetings where an election or a poll takes place, two (2) scrutineers shall be



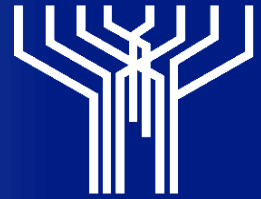
appointed by the Chairman. The scrutineers shall report the result of a ballot to the Chairman, who shall announce the result to the members, whereupon it shall be recorded in the Minute Book.

Board of Management

- 29 (1) The affairs of the Congregation shall be managed by the Board constituted as provided in Clause 30 hereof.
- (2) The Board:
- (a) shall control and manage the business and affairs of the Congregation;
 - (b) may, subject to this Constitution, the Regulations and the Act, exercise all such powers and functions as may be exercised by the Congregation other than those powers and functions that are required by this Constitution to be exercised by general meetings of the members of the Congregation;
 - (c) subject to this Constitution, the Regulations and the Act, 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 Congregation;
 - (d) shall have power from time to time to make by-laws for its own government and for the management of the Congregation; and
 - (e) shall after accession to office appoint all necessary sub- committees and convenors thereof.
- 30 (1) The Board shall consist of:
- (a) the Executive of the Congregation;
 - (b) six (6) members of the Congregation; and
 - (c) Honorary Life Trustees.
- (2) The duties of the Board members shall, subject to this Constitution, be determined from time to time by the President, and recorded in the Minute Book.

Executive of the Congregation

- 31 (1) The Executive of the Congregation shall comprise:
- (a) a President;
 - (b) Two (2) Vice-Presidents;
 - (c) a Treasurer;
 - (d) an Honorary Secretary, and
 - (e) the Immediate Past-President.
- (2) The duties of the Executive of the Congregation shall, subject to the provisions of this Constitution, be determined from time to time by the Board and recorded in the Minute Book.
- (3) The President and the Treasurer shall be the delegates of the Congregation at all times that the Congregation is required to be represented. The Board shall be

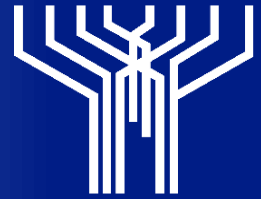


entitled to elect deputy delegates to act in their place should the need arise.

- (4) The President shall be a Sabbath Observer.

Election of Members of the Board

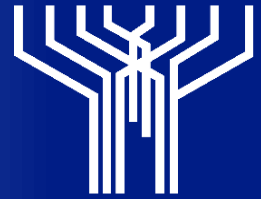
- 32 Any member who is not more than three (3) months in arrears of fees or offerings (hereinafter called an "Eligible Member") and who has been a member of the Congregation for not less than three (3) months shall be eligible for election as a member of the Board.
- 33 (1) Nominations of candidates for election to the Executive of the Congregation or as members of the Board must:
- (a) be made in writing, signed by an Eligible Member;
 - (b) be seconded, in writing, by an Eligible Member (which may be endorsed on the form of nomination);
 - (c) be accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (d) be delivered, either electronically, via post or in person, to the Honorary Secretary of the Congregation not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the annual general meeting PROVIDED THAT a member who is not present at a meeting shall not be nominated for any position on the Board without his consent having been previously obtained in writing and submitted to the Chairman of the meeting.
- (3) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed elected.
- (4) If the number of nominations received is greater than the number of vacancies to be filled, a ballot shall be held.
- (5) A ballot for the election of members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Chairman may direct.
- (6) A person may be elected to only one position on the Board.
- (7) At the conclusion of the elections, the Chairman shall report to the meeting the outcome of the elections, and in circumstances where a ballot was required, the number of votes received by each candidate.
- 34 (1) Each member of the Board shall hold office from Shabbat Bereshit following an election in that election year to the Shabbat Bereshit following the next election.
- (2) Notwithstanding the provisions of clause 34, the President's term of office shall not exceed four (4) consecutive terms of two (2) years each term but he shall be eligible for re-election after having been out of office for at least one (1) term of two (2) years.
- (3) Subject to sub-Clause 34(1), a member of the Board holds office for a period of two years but is eligible for re-election.
- 35 (1) An elected member of the Board shall cease to hold office:
- (a) if he be absent from three (3) consecutive meetings of the Board without



- leave of absence being granted by the Board and without offering such explanation as shall be satisfactory to the Board;
- (b) if he ceased to be an eligible member of the Congregation;
 - (c) if the members of the Congregation in general meeting of which due notice has been given of intention to move such a motion vote that such person be removed from office; or
 - (d) if in arrears of a fee and/or offering for a period of more than three (3) months and has failed to liquidate such arrears within two (2) months after receipt of a notice in writing requiring him or her to liquidate such arrears.
- (2) In the event of a vacancy occurring in the office of the Executive of the Congregation, the Board may appoint one of its members to vacant offices and the member so appointed shall continue in office until the annual general meeting next following the date of his appointment but shall be eligible for re- election.
 - (3) In the event that the position of Honorary Secretary becomes vacant, it must be filled within 14 days.
 - (4) In the event of a vacancy occurring in the office of any other elected member of the Board, the Board may appoint an Eligible Member of the Congregation to fill the vacancy and the member so appointed shall continue in office until the annual general meeting next following the date of his appointment but shall be eligible for re-election.

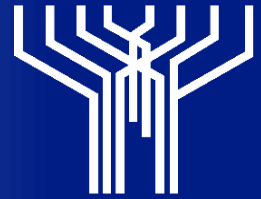
Meetings of the Board

- 36 (1) The Board shall meet as often as is necessary at such places and at such times as the President (or in his absence the Vice-President or Treasurer) shall determine PROVIDED THAT in any event, it shall not meet later than two (2) calendar months from the date of the annual general meeting or from the preceding meeting of the Board (whichever is the latter).
- (2) Meetings of the Board may be convened by the President or in his absence by any other member of the Executive of the Congregation.
 - (3) Written notice of each Board meeting shall be served on each member of the Board and each Life Governor at least two (2) business days before the date of the meeting.
 - (4) Any six (6) members of the Board constitutes a quorum for the transaction of the business of a meeting of the Board.
 - (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
 - (6) At meetings of the Board:
 - (a) the President or any Board member nominated by him shall preside; or
 - (b) if the President is absent and has not made a nomination pursuant to sub-



Clause (a) hereof, such one (1) of the remaining members of the Board as maybe chosen by the members present shall preside.

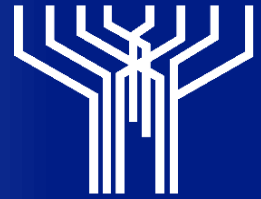
- (7) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
 - (8) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
 - (9) Subject to sub-Clause (4) hereof, the Board shall perform its duties notwithstanding any vacancy on the Board.
 - (10) The Board shall have the right to invite any person to attend a meeting or meetings of the Board as an informal member PROVIDED THAT no person invited as aforesaid shall have the right to vote at such meetings without being duly elected.
 - (11) Members of the Board may by agreement participate in meetings by using any technology that allows members to clearly and simultaneously communicate with each other participating member.
 - (12) A Board member who participates in a meeting in a manner permitted under sub-Clause (11) is taken to be present at the meeting.
- 37 (1) At its first meeting held after each annual general meeting, the Board may appoint from the members of the Congregation one (1) or two (2) Gabboim as the Board in its absolute discretion shall determine PROVIDED THAT such Gabboim shall be Sabbath Observers.
- (2) The duties of the Gabbai or Gabboim so appointed shall be fixed from time to time by the President and the term of office of a Gabbai shall be a period of twelve (12) months, commencing from the date of his appointment.
- 38 The Board shall not be empowered to authorise the expenditure of a sum exceeding ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) for anyone purpose out of the funds of the Congregation except for the purposes specified in Clause 4(g) hereof without the approval of members in a general meeting.
- 39 (1) If required by the Act, a Board Member must disclose to the Board any material personal interest the Board Member has in a matter relating to the affairs of the Congregation. The Honorary Secretary must record details of any such disclosures in the minutes of the relevant Board meeting.
- (2) A member of the Board who has a material personal interest in a matter being considered at a Board meeting must not-
- (a) be present while the matter is being considered at the meeting; or
 - (b) vote on the matter.
- (3) Sub-Clause (2) does not apply in respect of a material personal interest -
- (a) that exists only because the member belongs to a class of person for whose benefit the Congregation is established; or



- (b) that the member has in common with all, or a substantial proportion of, the members of the Congregation.
- (4) If there are not enough Board members to form a quorum to consider a matter because of sub-Clause (2) -
 - (a) one or more Board members (including those who have a material personal interest in the matter) may call a general meeting; and
 - (b) the general meeting may pass a resolution to deal with the matter.

Officials and Officers

- 40 (1) There shall be such Ministers, Assistant Ministers and Chazanim hereinafter referred to as "Officials of the Congregation" appointed to the Congregation as shall be determined by the Board on such terms and conditions (including salary) as the Board may in its absolute discretion determine PROVIDED THAT no new appointments shall be made for a term which exceeds five (5) years but provision may be made for the renewal or extension of any such appointments for further terms each not exceeding five (5) years. No appointment as aforesaid shall be confirmed until ratified by members at the annual general meeting or a special general meeting called for that purpose and the terms and conditions of any such appointment shall be recorded in the form of a legally binding document duly signed by the parties.
- (2) For the better serving of the purposes of the Congregation the Board shall also be entitled to appoint any other officer hereinafter referred to as "Officers of the Congregation" on such terms and conditions as the Board may in its absolute discretion determine (including salary).
- (3) All Officials and Officers of the Congregation shall be guided in the performance of their duties and in all matters affecting the interests of the Congregation by such direction as they may from time to time receive from the President or person authorised to act for the time being in place of the President.
- (4) Notwithstanding the provisions of the preceding sub-Clause, Officials of the Congregation shall carry out their spiritual duties in accordance with the laws of the Shulchan Aruch and in accordance with the provisions of Clause 46 hereof and shall not be subject to any direction in respect thereof by the Board.
- (5) All Officials of the Congregation shall attend the Synagogue on the Sabbaths, Holy Days, and other occasions on which services are held at the Synagogue, however, an Official may absent himself with the permission of the President.
- (6) Officials of the Congregation shall not be entitled to accept employment in any other capacity without the prior consent of the Board.
- (7) No Official of the Congregation shall take part in any religious ceremonies outside of the Congregation without having first obtained the consent of the President.
- 41 In addition to any other powers exercisable by the Board, the Board shall have power to suspend or dismiss any Official for misconduct or neglect of duties PROVIDED THAT where such action is to be taken, the provisions of clause 14(2) and (3) shall mutatis



mutandis apply.

Duties of Honorary Secretary

- 42 (1) The Honorary Secretary of the Congregation shall keep accurate minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.
- (2) The Honorary Secretary of the Congregation must ensure that the minutes of general meetings of members (including annual financial statements) are available for inspection by members without charge unless otherwise permitted under the Act.
- (3) The Honorary Secretary of the Congregation must keep custody and control of all books, documents and securities of the Congregation.

Duties of Treasurer

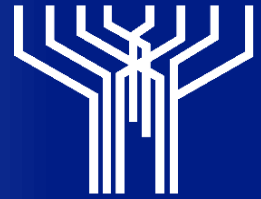
- 43 (1) The Treasurer of the Congregation:
- (a) shall collect and receive all moneys due to the Congregation and make all payments authorised by the Congregation; and
- (b) shall keep correct accounts and books showing the financial affairs of the Congregation with full details of all receipts and expenditure connected with the activities of the Congregation.
- (c) Provide written financial reports to each meeting of the Board in such form as determined from time to time by the Board.
- (2) The Treasurer shall every year at a meeting of the Board to be held prior to the annual general meeting, present a duly audited Balance Sheet and Statement of Income and Expenditure for the year in question. Such Statement shall be sent to each member of the Congregation.
- (3) The accounts and books referred to in sub-Clause 1 shall be available for inspection by members.

Access to Documents

- 44 A member is entitled to have access [to] minutes of general meetings (including annual financial statements) and may ask, in writing, for a copy of any minutes of general meeting[s] (including annual financial statements).

Auditors

- 45 At the annual general meeting a suitable person or persons shall be elected to serve as Auditor to examine the Treasurer's accounting statements for the ensuing year and to report thereon to members of the Congregation. In the event that any Auditors decline to



act or become disqualified from acting after their election, the Board shall have the power to appoint another person or persons in their stead.

Cheques, etc.

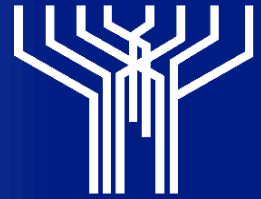
- 46 (1) Subject to sub-Clause (3) all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two of the following:
- (a) A member of the Executive, or
 - (b) A member of the Board, other than a member of the Executive, authorised by the Board.
- (2) Subject to sub-Clause (3) all electronic banking transactions, other than a credit transaction, shall require prior authorisation by any two of the following:
- (a) Any two (2) members of the Executive, authorised by the Board; or
 - (b) One (1) member of the Executive and one (1) member of the Board authorised by the Board; or
 - (c) Two (2) members of the Board authorised by the Board
- (3) The Congregation's general manager may, if authorised by the Board to do so, sign all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments, and authorise all electronic banking transactions other than a credit transaction up to and including \$1,000.

Common Seal

- 47 (1) The Common Seal of the Congregation shall be kept in the custody of the Honorary Secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of any two (2) designated persons who are either members of the Executive of the Congregation or Honorary Life Trustees.

Alteration to Constitution (Including Statement of Purposes)

- 48 (1) This Constitution (including the Statement of Purposes) shall not be repealed, altered or amended either in whole or in part except by a motion carried at a general meeting of members by a majority of three-quarters of the members present and entitled to vote thereat PROVIDED THAT no such motion shall be submitted to a vote unless written notice of the motion is received by the Secretary at least one (1) calendar month before the date of the general Meeting. The written notice of the motion must -
- (a) specify the date, time and place of the general meeting at which the resolution is intended to be proposed;
 - (b) state in full the proposed resolution; and
 - (c) state the intention to propose the resolution as a special resolution.
- (2) The Secretary shall cause to be sent to each member of the Congregation a notice of motion referred to in the preceding sub-Clause at least twenty-one (21) days



before the date fixed for the holding of the general meeting.

Notices

- 49 (1) A notice may be served by or on behalf of the Congregation upon any member either personally or by sending it by post to the member at his address shown in the Register of Members, or by sending it by email to the member at his email address shown in the Register of Members.
- (2) Where a document is properly addressed prepaid and posted to a person as a letter, the document shall, unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) Where notice is sent by email, the email shall, unless the contrary is proved, be deemed to have been received by the recipient of the email if no "mail delivery error" or like message is received by the Congregation in respect of the email.

Form of Prayers and Services

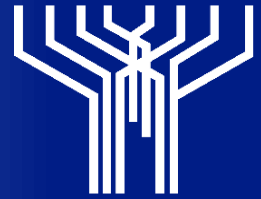
- 50 The prayers and services of the Congregation shall be Orthodox and based on the Ashkenazi rites.

Derivation of Funds

- 51 The funds of the Congregation shall be derived from membership fees, seat rentals, marriage, funeral, Barmitzvah and Batmitzvah services and ceremonies, offerings, donations, legacies, bequests and such other fees, charges and levies as the Board determines.

Indemnity to Board and Officials

- 52 The members of the Board and Officials of the Congregation shall from time to time and at all times be saved harmless and kept indemnified from and against all costs, charges, losses, damages and expenses which such person or persons or any of them may sustain, incur or be put to in or about the execution and discharge of their respective offices, or in or about any action, suit or proceeding at law or in equity arising from the execution and discharge of their respective offices, in which they or any of them shall or may be plaintiffs or defendants PROVIDED THAT such person or persons shall, in the execution and discharge of such office, have acted in good faith by direction of or with approval of the Board for the time being and PROVIDED FURTHER THAT the amount of such costs, charges, damages and expenses, for which an indemnity is intended to be hereby provided shall, immediately after the same shall have been sustained or incurred, be paid from the funds of the Congregation.



Winding Up and Disposal of Assets

- 53 (1) The income and property of the Congregation shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Congregation PROVIDED THAT nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of moneys advanced to the Congregation or otherwise owing by the Congregation to him, or of remuneration to any officers or servants of the Congregation, or to any member of the Congregation or other person in return for any services actually rendered to the Congregation and PROVIDED FURTHER THAT nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Congregation or reasonable and proper rent for premises demised or let to the Congregation or the provision of services to a member to which he would be entitled in accordance with the purposes if he were not a member.
- (2) If the Congregation shall be wound up in accordance with the provisions of the Act and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be given or transferred to some other congregation or congregations having purposes similar to the purposes of the Congregation, and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Congregation under or by virtue of this Constitution, such congregation or congregations to be determined in accordance with a special resolution of the members of the Congregation.