



## **NOTICE OF ANNUAL GENERAL MEETING**

Kehillat Kadimah Limited  
ACN 620 597 640

**Date:** Sunday, 5 May 2019

**Time:** 7.00pm

**Place:** Kehillat Kadimah, 666 Old South Head Road, Rose Bay NSW

In this document you will find:

1. Notice of Annual General Meeting
2. Instructions on how to vote on the resolutions set out in the Notice of Annual General Meeting
3. Explanatory Notes about the resolutions and other items contained in the Notice of Annual General Meeting
4. Proxy Form for voting on the resolutions

## Notice of Annual General Meeting of Members

Notice is given that the Annual General Meeting (**Meeting**) of the members of Kehillat Kadimah ACN 620 597 640 (**Company**) will be held on Sunday, 5 May 2019 at Kehillat Kadimah, 666 Old South Head Road, Rose Bay NSW commencing at 7.00pm (Australian Eastern Daylight Time).

This Meeting has been called by the Company's Board of Directors (**Board**) as required by section 250N of the Corporations Act 2001 (Cth) (Act).



Martine Lockstone

Company Secretary

14 April 2019

# Business to be conducted at the Annual General Meeting

## Item 1:

### Financial statements and reports

To receive and consider the Company's financial statements, the Directors' Report and the independent Auditor's Report for the financial year ended 31 December 2018.

## Item 2:

### Election and Re-election of Directors

To consider and, if thought fit, to pass each of the following resolutions as an ordinary resolution of the Company:

#### Resolution 2.1 Election of Esmond Kilov

"That Esmond Kilov be elected as a Director of the Company."

#### Resolution 2.2 Election of Lisa Segal

"That Lisa Segal be elected as a Director of the Company."

#### Resolution 2.3: Re-election of Dale Carr

"That Dale Carr be re-elected as a Director of the Company."

#### Resolution 2.4: Re-election of Lonn Miller

"That Lonn Miller be re-elected as a Director of the Company."

#### Resolution 2.5 Re-election of Shelley Sher

"That Shelley Sher be re-elected as a Director of the Company."

#### Resolution 2.6: Re-election of Daniel Winton

"That Daniel Winton be re-elected as a Director of the Company."

## Item 3:

### Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as an ordinary resolution.

"To appoint Logicca Assurance Pty Ltd as the company's auditor to replace Michael Grasso who retired on 8 January 2019. Logicca Assurance Pty Ltd, having been nominated for appointment, has consented to act as auditor."

## Item 4:

### Change in constitution

To consider and, if thought fit, to pass the following resolution as a special resolution.

"That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purpose, in order to set up a Gift Fund, clauses 8 and 14 of Company's Constitution be amended as set out in this Notice of Meeting."

## Voting information

### Proxies

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice.

Please note:

- a member entitled to attend and vote is entitled to appoint a proxy, attorney or Representative;
- a proxy, attorney or Representative must be a member of the Company;
- a proxy should be an individual.

A proxy form accompanies this Notice. If the proxy form is signed by a person as an attorney, the power of attorney (or a certified copy) under which the proxy was signed must be lodged with the proxy form.

Directed proxies (being those where the proxy has been directed to vote “for”, “against” or to “abstain”) which are not voted will default to the Chairman of the Meeting who must exercise those proxies as directed.

### Lodgement of Proxies

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company (at the address or facsimile number set out below), as an original or by facsimile.

Registered Office: 666 Old South Head Road, Rose Bay NSW

Email: proxies@kadimahsydney.org

**Proxy Forms and Powers of Attorney must be received no later than 4.00pm (Australian Eastern Standard Time) on Friday 3 May 2019.**

## Explanatory notes

These Explanatory Notes have been prepared to assist members of the Company with their consideration of items of business proposed in the accompanying Notice.

### **Item 1: Financial statements and reports**

The Act requires the Company's financial statements, directors' report and auditor's report for the last financial year to be received at the Meeting.

While there is no requirement for a formal resolution on this item of business, members will be given the opportunity to ask questions about or make comments on the management of the Company.

The Company's Auditor will be present at the Meeting and members will have the opportunity to ask the Auditor questions in relation to the conduct of the audit, the Independent Auditor's Report, the Company's accounting policies and the independence of the Auditor.

### **Item 2: Election and Re-election of Directors**

Pursuant to Rule 11.1(n)(ii) of the Company's Constitution, at the second annual general meeting of the company, half of the directors must retire from office as directors.

As such, Dale Carr, Shimi Friedgut, Roger Kaye, Lon Miller, Shelley Sher and Daniel Winton will retire.

Dale Carr, Lon Miller, Shelley Sher and Daniel Winton will be standing for re-election in accordance with Rule 11.1(m)(i).

Shimi Friedgut and Roger Kaye will retire and will not be standing for re-election.

Pursuant to Rule 11.1(m)(iii) of the Company's Constitution, Esmond Kilov and Lisa Rohald-Segal have served on the Company a notice signifying their desire to be a candidate for election the AGM.

#### **Resolution 2.1: Election of Esmond Kilov**

Esmond emigrated from Johannesburg, South Africa to Sydney in 1996 with his wife, Gail and their two children, Andrea and Lauren. The Kilov Family joined South Head Synagogue in the year of their arrival and all members of the Family have been regular attendees at services on Shabbat and Festivals. Family, traditional and modern orthodox Jewish practice and a love for Israel form the core of the Family's values. Esmond has a long association with the Jewish Learning centre where he was a director for many years. Esmond qualified as a chartered accountant in South Africa and held senior positions in several organizations before emigrating. Shortly after arriving in Sydney, he was appointed as Finance Director of the Australian subsidiary of a global office products distributor, a position he held for 21 years until his retirement. Esmond is concerned and passionate about Jewish continuity, especially in the current climate of antisemitism and assimilation. He has decided to put up his name for election to the Board of Kehillat Kadimah to further assist in the development of this vibrant new congregation, which has been superbly led by the current Executive and Board members under trying circumstances.

The Directors unanimously recommend that members vote in favour of Resolution 2.1.

### **Resolution 2.2: Election of Lisa Segal**

Lisa was born in Johannesburg, South Africa and emigrated to Sydney in 2003. Lisa has always been an active member of the Jewish community both in South Africa and Australia. She has been brought up with strong traditional Jewish values. Lisa has been involved in a number of Jewish organisations, on an executive and operational level for many years, including JCA, the inaugural Shabbat Project, South Head Synagogue and JLC. With a BComm, Honours in Finance, from Wits University, professionally Lisa has worked in the financial services industry across South Africa, London and Australia. More recently she has consulted on an executive level across a broad range of strategic initiatives. Lisa has two young boys, Jesse (6) and Avi (3) and together with her husband Shaun, they are extremely passionate about the growth and development of this kehillah.

The Directors unanimously recommend that members vote in favour of Resolution 2.2.

### **Resolution 2.3: Re-election of Dale Carr**

Dale Carr grew up in South Africa and moved in Sydney in 2000. He has been an active member of the South Head and District Synagogue community serving on the board for many years. Dale has strong Jewish values and a strong belief in Orthodox Judaism and spreading the light of Torah. Dale has received his Bachelors of Science and Masters of Science in Electrical Engineering graduating with Honours. Dale is looking forward to leveraging his religious, commercial and entrepreneurial expertise in being involved with and growing Kadimah Shule and community.

The Directors (with Dale Carr abstaining) unanimously recommend that members vote in favour of Resolution 2.5.

### **Resolution 2.4: Re-election of Lonn Miller**

Lonn Miller grew up in Johannesburg, South Africa and moved to Sydney in 1997. Lonn and his wife Mandy have been members of South Head & District Synagogue ever since. Lonn and Mandy have three children Talia (19), Jacob (17) and Keren (13). Jewish values and way of life are extremely important to Lonn and a belief in Orthodox Judaism are central in Lonn's life and the lives of his family. South Head & District Synagogue has been the family's spiritual home since their arrival in Sydney. For many years Lonn was on the Board of South Head & District Synagogue and is eager to make a contribution once again. Lonn has a Bachelor of Commerce (Hons) from the University of the Witwatersrand in Johannesburg and Works as a Diamond Dealer and wholesaler.

The Directors (with Lonn Miller abstaining) unanimously recommend that members vote in favour of Resolution 2.6.

### **Resolution 2.5: Re-election of Shelley Sher**

Shelley was born in Johannesburg, South Africa and moved to Sydney in 1997. In South Africa, Shelley studied through the University of the Witwatersrand for a Bachelors Degree majoring in Primary School Education. After completing 1 year of teaching, she decided her plans were to relocate to Sydney. Since being in Sydney, Shelley has been involved in multiple positions, both paid and voluntary. Shelley's early years in Sydney were initially spent working full time in a self-employed position in a start-up health and OTC skin care business. Shelley stepped away from full time work in 2001 to begin raising her family. Shelley and her husband Steven have 4 boys. Josh (17), Dean (14), Coby (11) and Jesse (9) who all attend Moriah College. From 2003 - present, Shelley has been involved on and off in part time and full-time employment in their family business, LaCorium Health where she currently holds the position of brand manager for a

healthcare brand. Always itching to be involved in communal organisations, Shelley has spent countless hours, voluntarily advocating for and helping with marketing, administration or communications for multiple communal and charitable organisations including Kehillat Kadimah, Maccabi, Moriah, Gift of Life and Sydney Jewish Museum amongst others. Shelley would describe herself as having traditional Jewish values. Her children are brought up in a Kosher home when the values of tradition, community, hard work, respect for others and an emphasis on always looking out for others are paramount.

The Directors (with Shelley Sher abstaining) unanimously recommend that members vote in favour of Resolution 2.3.

### **Resolution 2.6: Re-election of Daniel Winton**

Daniel was born in London, United Kingdom, and moved to Sydney in 1982. He grew up with his family in Bondi and has been actively involved with South Head Synagogue since his youth. He attended the South Head cheder and also celebrated his Bar Mitzvah in the Shul. Daniel was also a member of both Habonim and Betar and subsequently AUJS during his time at the University of New South Wales where he attained a Bachelor of Engineering – Aerospace (Honours). He is also an accredited Certified Practising Project Director (CPPD) with the Australian Institute of Project Management and currently works in the Group Finance area of a major commercial airline. Since the establishment of Kehillat Kadimah last year, Daniel has played an active role in the working group to help ensure the continued running of the shul. He is married to Aviva and with their two sons, Akiva (9) and Hillel (7), are committed to modern orthodox Jewish values, regularly attend shul services and are strong supporters of Israel.

The Directors (with Daniel Winton abstaining) unanimously recommend that members vote in favour of Resolution 2.4.

### **Item 3: Appointment of Auditor**

Michael Grasso, the Company's auditor, resigned on 8 January 2019 in accordance with section 329 of the Act.

Logicca Assurance Pty Ltd was appointed as the Company's auditors on 22 January 2019 in accordance with section 327(C)(1) of the Act.

In accordance with section 327(B)(1)(b) and 327(C)(2) of the Act, Logicca Assurance Pty Ltd is standing for nomination as the Company's auditors at the AGM.

The Directors unanimously recommend that members vote in favour of Resolution 3.

### **Item 4: Change in Constitution**

The Company proposes to set up a Gift Fund which will be overseen by a sub-committee of the Directors and executives of the Company. The Gift Fund will be established for the betterment of the Company and its members and it is intended that it will be registered in a manner which will allow for funds to be received as tax deductible donations. In order to set up such a fund, changes are required to be made to the Company's Constitution as set out below.

A special resolution (being at least 75% of votes cast by members entitled to vote) is required for this resolution.

The proposed changes to the Constitution are set out below. A copy of the Company's Constitution can be found here: <https://images.shulcloud.com/1389/uploads/Company-Documents/KKL-Constitution.pdf>

**1. Insert under clause 8.1 the following:**

**"8.1.1 Establishment and operation of Gift Fund**

If the company, at any stage operates a fund, authority or institution that is an ATO Endorsed Entity, the company must maintain for the purpose of pursuing the objects and purpose of that fund, authority or institution a fund (**Gift Fund**):

- (a) to which Gifts and Deductible Contributions are to be made;
- (b) to which any money received by the company because of those Gifts and Deductible Contributions is to be credited;
- (c) that does not receive any other money or property; and
- (d) in respect of which the company will maintain a separate bank account.

If the company as a whole is at any stage an ATO Endorsed Entity, the company need not but may maintain a Gift Fund in accordance with the above."

**2. Amend clause 14.1 (a) to insert the words "which is charitable by law":**

"Upon the winding up or dissolution of the company, any assets remaining after satisfaction of all of the company's debts and liabilities, will not be paid to or distributed among the members, but will be transferred to another organisation or organisations, which is charitable by law, determined by the board (after having consulted with the members) at or before the time of winding up or dissolution of the company and, in default of any determination, by the Supreme Court of New South Wales, Australia:"

**3. Insert under 14.1 the following:**

**"(c) Winding up of the Gift Fund**

At the first occurrence of:

- (i) the winding up of the Gift Fund (including where the company ceases to operate a fund, authority or institution that is an ATO Endorsed Entity); or
- (ii) the company ceasing to be an ATO Endorsed Entity,

any surplus assets of the company or the Gift Fund, remaining after payment of liabilities attributable to it must be transferred to one or more ATO Endorsed Entities (whether or not such ATO Endorsed Entities are members) that satisfy the requirements of clauses 14.1(a) to (b) as the board in its discretion determines."

The Directors unanimously recommend that members vote in favour of Resolution 4.

