



NOTICE OF ANNUAL GENERAL MEETING

Kehillat Kadimah Limited
ACN 620 597 640

Date: Thursday 30th July 2020

Time: 7.30pm

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 Thursday 30th July 2020 at Kehillat Kadimah, 666 Old South Head Road, Rose Bay NSW commencing at 7.30pm.

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

1 July 2020

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 2019.

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 Michael Kadoury

"That Michael Kadoury be elected as a Director of the Company."

Resolution 2.2 Election of Ellie Temple

"That Ellie Temple be elected as a Director of the Company."

Resolution 2.3: Re-election of Ian Charif

"That Ian Charif be re-elected as a Director of the Company."

Resolution 2.4: Re-election of David Goldman

"That David Goldman be re-elected as a Director of the Company."

Resolution 2.5: Re-election of Martine Lockstone

"That Martine Lockstone be re-elected as a Director of the Company."

Resolution 2.6: Re-election of Barry Meskin

"That Barry Meskin be re-elected as a Director of the Company."

Resolution 2.7: Re-election of Neill Miller

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

Item 3:

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, the 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 on Tuesday 28 July 2020.

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, Josh Bolot, Ian Charif, David Goldman, Martine Lockstone, Barry Meskin and Neill Miller will retire. In addition, Lisa Segal will retire as a director at the conclusion of the AGM.

Ian Charif, David Goldman, Martine Lockstone, Barry Meskin and Neill Miller will be standing for re-election in accordance with Rule 11.1(m)(i).

Resolution 2.1: Election of Michael Kadoury

Michael Kadoury was born in Israel and came to Sydney in 1979. Michael's family have attended the shule since the 1960s and he has been attending since his youth. Michael has been an active member of many community organizations over the years, starting in his youth as a house captain at Moriah and madrich at Benei Akiva, and later taking up roles in organizations such as AUJS, NSW Society of Jewish Jurists and Lawyers, NSW Jewish Board of deputies and many others. He is a solicitor, a migration agent and a tax agent. Michael has been married to Bracha, a Hebrew school teacher and Israeli Krav Maga instructor for nearly 18 years and has 4 children; Maya (7), Jonathan (10), Talia (13) and Moshe (16).

The Directors (with Michael Kadoury abstaining) unanimously recommend that members vote in favour of Resolution 2.1.

Resolution 2.2: Election of Ellie Temple

Ellie was born in Sydney, Australia. Ellie is a graduate of Moriah College and was brought up with strong Jewish values. Modern Orthodox Judaism plays a central role in Ellie's life. Ellie's early years were spent

running around Maroubra Synagogue before her family moved to South Head Synagogue after becoming Shomer Shabbat in 1996. Ellie was a madricha in Bnei Akiva, Sydney for many years and continues to play an active role in the Jewish and Kehillah Kadimah community. Ellie has assisted with kiddushim preparation for Kehillah Kadimah over the last few years and regularly has volunteered for JCA. Professionally, Ellie is a Physiotherapist at St Joseph's Hospital, a public hospital in Auburn, specialising in neurological rehabilitation. She has a Bachelor of Applied Science (Exercise and Sport Science) and Master of Physiotherapy from the University of Sydney. She is about to complete a Master of Clinical Rehabilitation (Neurological Physiotherapy) from Flinders University, Adelaide.

The Directors (with Ellie Temple abstaining) unanimously recommend that members vote in favour of Resolution 2.2.

Resolution 2.3: Re-election of Ian Charif

Ian was born in Johannesburg, South Africa and moved to Sydney in 2002. While in South Africa Ian was an active executive member of Hebrew Order of David International, Brakpan Hebrew Congregation and Sydenham Highlands North Hebrew Congregation, as well as a committee member of Selwyn Segal and Menora (Yeshiva College) PTA. During his time in Sydney he has been involved in numerous roles at South Head Shul including President and Treasurer as well as a Trustee and Treasurer of Bnei Akiva Sydney. He also spent a few years as Treasurer of the Sydney Eruv and is currently Treasurer of CK(Community Kashrut). Ian, his wife Bernice and children are Shomrei Shabbat and have strong religious Jewish values as well as being committed Zionists in their beliefs. Ian & his wife have devoted substantial time, effort and energy into the community activities and daily Minyan. Professionally, Ian has a Bachelor of Commerce (Honours) in Financial Accounting from the University of Witwatersrand, as well as a CMA, CA(SA), ICAA.

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

Resolution 2.4: Re-election of David Goldman

David was born and bred in North Bondi and has been a part of the Eastern Suburbs community all his life. Whilst growing up, David was a very active member of Maccabi, swimming for his state and country and in more adult years being an administrator with Maccabi NSW and the Maccabi Hakoah Junior Soccer Club. David attended Moriah College from Kindergarten to HSC, as did his wife Michele where they were both grounded in traditional Jewish values and Zionist ideals. They both hope for the same for their children Joey, Emma, Roni and Sophie who all attend(ed) Moriah College as well. David has put in considerable hours to Kehillat Kadimah over the past 3 years, largely being responsible for the marketing and communications of the organisation. David runs his own strategic marketing company following a 20+ year corporate marketing career. He has a Bachelor of Economics (Macquarie University), a Master of Business (Marketing) from UNSW and is a Graduate of the Australian Institute of Company Directors.

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

Resolution 2.5: Re-election of Martine Lockstone

Martine was born in Johannesburg, South Africa and moved to Sydney in 2000 where she attended Moriah College, completing her HSC. Martine was brought up with, and continues to have, strong traditional values. She grew up in Sandton Shul in South Africa and attended South Head Synagogue after arriving in Australia. Throughout her schooling and university studies, Martine was actively involved in the Jewish Community having volunteered for various organisations over the years and most recently as a committee member with ZDVO. Professionally, Martine is a lawyer specialising in corporate/commercial and governance work. She has both private practice and in-house legal experience across a wide range of commercial matters in a

number of different industries. Martine holds a Doctor of Juris Prudence, Bachelor of Commerce (in Finance and Business Law) and Bachelor of Arts (in Politics) from the University of New South Wales.

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

Resolution 2.6: Re-election of Barry Meskin

Barry was born in Johannesburg, South Africa and moved to Sydney in 1999. Barry has previously been involved with JNF Australia as a Bluebox collector and in their Young Leadership program. Barry and his wife Michelle have three young children, Dovi (11), Tali (9) and Yoni (5). Barry and Michelle are committed to raising their children with a strong Jewish identity, strong Jewish values as well as a love for Israel. Barry has been a Board member since the commencement of Kehillat Kadimah and is dedicated to ensuring the synagogue continues to prosper and provide a happy and welcoming environment for the entire community. Professionally, Barry is a Patent and Trade Mark Attorney and assists start-ups and established businesses in protecting their intellectual property. Barry has a Bachelor of Science in Engineering from the University of the Witwatersrand, an MBA from the University of Technology, Sydney, a Master of Industrial Property from the University of Technology, Sydney and is a Justice of the Peace (NSW).

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

Resolution 2.7: Re-election of Neill Miller

Neill immigrated to Australia in 1987 with his wife Kathy and 3 children. They now have 3 married children and 8 grandchildren. Neill joined South Head Synagogue shortly after arrival and has been an active member with his children and their spouses ever since. Kathy attends Shul almost every Shabbat. All 3 of Neill and Kathy's children attended Moriah College while currently 3 grandchildren attend Moriah College and 2 are at Kesser Torah. Neill qualified as a B.Com and Chartered Accountant and completed a postgraduate Computer IT course. He has been the Managing Director of several public companies and is currently Chairman of a number of companies both in Australia and the USA. Neill is passionate about building and maintaining our Jewish Community and has been active in attempting to negotiate a settlement with Rabbi Milecki, with whom he has had a relationship going back 30 years. Neill was a founding director of Kehillat Kadimah and has had a warm and successful relationship with the board of Kadimah.

The Directors (with Neill Miller abstaining) unanimously recommend that members vote in favour of Resolution 2.7.

Item 3: Change in Constitution

The Company proposes to update the Company's Constitution to reflect the manner in which the Company is operating, clarify some clauses and reflect current market practices.

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

A summary of the proposed changes (other than tidy-ups) 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>

Clause reference	Change	Reason for change
5.6	<p>5.6 Seats are transferable</p> <p>Seats <u>in the main synagogue operated by the company</u> are <u>only transferable by a holder of a seat</u> to family members as below<u>follows</u>:</p> <p>(a) for males <u>holders of seats</u>, seats are transferable to sons, sons-in-law and grandsons <u>(including the husband of a granddaughter)</u>; and</p> <p>(b) for females <u>holders of seats</u>, seats are transferable to daughters, daughters-in-law and granddaughters <u>(including the wife of a grandson)</u>, <u>provided that the transferee of the seat is a member of the Company.</u></p>	Clarify position on seat transfers
5.7	Delete clause 5.7	Certificates are longer provided to members.
7.1	<p>7.1 Resignation</p> <p>(a) A member may resign from membership of the company by leaving written notice to that effect at the registered office <u>or by sending by electronic mail to the company addressed to the secretary.</u></p> <p>(b) Unless the notice provides otherwise, the resignation of a member is deemed to take effect from the date such notice is left at the registered office.</p>	Reflect current operational and market practices
9	<p>(d) A member must pay to the company interest at <u>a</u> the rate of 10% per annum, or any other rate set by the directors from time to time, on any amount referred to in rule 9(c) which is not paid on or before the time appointed for its payment, from the time appointed for payment to the time of the actual payment, and expenses incurred by the company because of the failure to pay or late payment of that amount. The directors may waive payment of all or any part of an amount payable under this rule (d).</p> <p>(g) The company may accept from any member all or any part of the fees payable before that amount is due and payable. The company may pay interest at any rate the directors resolve on the amount paid before it is due and payable (from the date of payment until and including the date the amount becomes actually payable) and the company may repay the amounts s pad to that member.</p>	Reflect current operational and market practices
10.1	Delete 10(g)	General meetings are only held in one place

10.2	(b) A notice of a general meeting must specify the date, time and place of the meeting (and if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this) and, except as provided in rule 10.2(c), state the general nature of the business to be transacted at the meeting and any other matters required under the Corporations Act.	As above
10.9	(a) Subject to this constitution, each member entitled to vote at a meeting of members may vote: (i) in person or, where a member is a body corporate, by its Representative; (ii) by proxy or, if the member is entitled to cast two or more votes at the meeting, by not more than two proxies; or (iii) by attorneys.	Members cannot be companies
10.9	Delete 10.9(f)	Members cannot be companies
10.10	Delete clause 10.10	Resolutions cannot be passed without a meeting held
10.11	Delete clause 10.11	The company must have more than one member
11.1	(iii) subject to clause 11.1(n)(iv), no person can be a director for more than six consecutive years <u>unless that person is elected on each occasion by a special resolution of the company; and</u> (iv) <u>no person can be a director for more than ten consecutive years.</u>	Subject to a Special Resolution being passed, allow for members to be directors for no more than 10 years.
11.2	(a) In addition to the circumstances prescribed by the Corporations Act, unless the board otherwise resolve to confirm the director's appointment, the office of a director becomes vacant if the director: (i) becomes of unsound mind; (ii) <u>(ii)</u> becomes bankrupt; (ii)(iii) <u>(iii)</u> ceases to be a member of the company; (iii)(iv) <u>(iv)</u> is convicted of an indictable offence; or (iv)(v) <u>(v)</u> fails to attend more than three consecutive meetings of the directors without leave of absence from the directors.	Only members can be directors of the company
11.5	Delete clauses 11.5(a) – (c)	Not relevant
11.10	(b) A quorum consists of five <u>four</u> directors.	

11.14	Delete clause 11.14(l)	No directors, including alternate directors, are to be paid any remuneration
13.5	Delete clause 13.5	The company does not have a seal
13.6	Delete clause 13.6	The company does not have a seal

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

