

NOTICE OF ANNUAL GENERAL MEETING

South Head and District Synagogue (Sydney) Limited
ACN 000 145 077

Date: Thursday 30th July 2020

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 South Head and District Synagogue (Sydney) Ltd ACN 000 145 077 (**Company**) will be held on Thursday, 30 July 2020 at Kehillat Kadimah, 666 Old South Head Road, Rose Bay NSW commencing at 7.00pm.

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).



Joshua Bolot
Director
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 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 Re-election of Robert Blau

"That Robert Blau be elected as a Director of the Company."

Resolution 2.2 Re-election of Joshua Bolot

"That Joshua Bolot be elected as a Director of the Company."

Resolution 2.3: Re-election of Rodney Naumburger

"That Rodney Naumburger be re-elected as a Director of the Company."

Resolution 2.4: 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of section 136(2) of *the Corporations Act 2001* (Cth) and for all other purpose, the Company's Constitution be repealed and replaced as set out in this Notice of Meeting."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

In accordance with the Company's Constitution, Robert Blau, Joshua Bolot, Rodney Naumburger and Neill Miller have been put forward for re-election at the Meeting.

Resolution 2.1: Re-election of Robert Blau

Mr Blau has been the CEO of ASX-listed company SG Fleet since July 2006 and has significant experience in the fleet management and leasing industry. Previously, Robbie was Managing Director of Nucleus Corporate Finance in South Africa, which he founded in 1999. Prior to that, Robbie worked with the Operations Director of South African Breweries Limited and practised as a commercial attorney for five years at Werksmans Attorneys in South Africa. Robbie is the Deputy President of Moriah College since May 2018 and has been a member of the Moriah College Board of Directors since March 2016. Together with his family, Robbie has been a committed member of the South Head and Kehillat Kadimah communities for many years. Bachelor of Commerce (Accounting and Law), Bachelor of Laws (Cum Laude) from the University of the Witwatersrand, Higher Diploma in Tax Law from Johannesburg University.

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

Resolution 2.2: Re-election of Joshua Bolot

Joshua was born in Auckland, New Zealand and moved to Sydney in 2000. While in Auckland Joshua was an active member of Bnei Akiva and Australasian Union of Jewish Students, as well as being a regular attendee of Auckland Hebrew Congregation. During his time in Sydney he has been involved in United Israel Appeal (including serving as Chair of Young Leadership Division) and more recently Magen David Adom. Joshua and his wife have deeply traditional Jewish and strongly Zionist values, and work to instil these values in their two young daughters, both of whom attend Mount Moriah College. Joshua was one of the founders of Kehillat Kadimah and has committed substantial time, effort and energy into the community's

renewal. Professionally, Joshua works in financial services across corporate advisory, private equity and venture capital and has had exposure to a wide range of industries and business operations. He has a Bachelor of Commerce (Honours) in Accounting and Finance from the University of Auckland.

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

Resolution 2.3: Re-election of Rodney Naumburger

Rodney was born in Sydney and was educated at Moriah College. Rodney has attended South Head Synagogue all his life and his family have been associated with the synagogue for over 60 years. Growing up in Sydney he was a member of Bnei Akiva and Betar youth movements. Rodney has been involved in the Jewish Community having volunteered for various organisations over the years and currently is the Vice President of the Zionist Council of New South Wales Ltd. Rodney and his wife Sharon have strong Jewish and Zionist values with both their daughters having made Aliyah in the last six years. Rodney is a member of The Institute of Chartered Accountants and has over 25 years' experience as a partner in a chartered accountancy practice that he established. Rodney is the Managing Director of the Bachrach Naumburger Group with wide exposure to the commercial property market.

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

Resolution 2.4: 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 2.4.

Item 3: Change in Constitution

The Company proposes to repeal and replace 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 copy of the Company's current Constitution and proposed new constitution is attached to this Notice.

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

