

NOTICE OF GENERAL MEETING

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

Date: Thursday 28 December 2023

Time: 10:00am

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

For those unable to attend in person, [this link](#) can be used

In this document you will find:

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

Notice of General Meeting of Members

Notice is given that a General Meeting (**Meeting**) of the members of South Head and District Synagogue (Sydney) Ltd ACN 000 145 077 (**Company**) will be held on at Kehillat Kadimah, 666 Old South Head Road, Rose Bay NSW commencing at 10:00am on Thursday 28th December 2023.

For those unable to attend in person, [this link](#) can be used.

This Meeting has been called by the Company's Board of Directors (**Board**).

A handwritten signature in black ink, appearing to read 'J Bolot', is positioned above the printed name and title.

Joshua Bolot
Director

Business to be conducted at the 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 2022.

Item 2:

Special Resolution: Amendment of Constitution

To consider and, if thought fit, to pass the amendments to the Constitution of South Head & District Synagogue (Sydney) Limited as set out in Schedule A.

Item 3:

Election of Directors

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

Resolution 3.1: Re-election of Joshua Bolot

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

Resolution 3.2: Re-election of Esmond Kilov

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

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 Friday 22nd December.

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.

Item 2: Special Resolution: To consider and if sought fit pass the amendments to the Constitution of South Head & District Synagogue (Sydney) Limited as set out in Schedule A.

The proposed amendments provides that:

- The members of Kehillat Kadimah Limited are automatically admitted as the members of South Head & District Synagogue (Sydney) Limited, provided that Kehillat Kadimah Limited is the tenant of the building on 666 Old South Head Road, Rose Bay.
- Kehillat Kadimah Limited, whilst a tenant, will have one member on the board of South Head & District Synagogue (Sydney) Limited.
- The maximum number of directors on the board of South Head & District Synagogue (Sydney) Limited shall be five.

In recognition of the community's development and strength over recent years, the directors have considered changes in the constitution which bring closer alignment in the interests of the members with that of Kehillat Kadimah Limited, being the primary tenant of the property and buildings, and operates the community's services and functions for the community. These amendments provide for the continued use of the property and buildings as an Orthodox Jewish community centre and formalises the community as the same membership body.

The reduction in the number of directors is a matter of administrative ease and consistent with the actual practice in place over recent years. It also provides for representation of the Kehillat Kadimah Limited (as tenant) on the board of South Head & District Synagogue (Sydney) Limited.

A company can change its constitution by passing a special resolution. For the resolution to pass, at least 75% of the votes cast must be in favour.

The directors unanimously recommend these amendments and will be voting in favour of this resolution, as well as directing any proxies in favour of these proposed amendments.

Item 3: Election and Re-election of Directors

In accordance with the Company's Constitution, Joshua Bolot, and Esmond Kilov retire in accordance with the Constitution and have offered themselves for re-election at the Meeting.

Resolution 3.1: Re-election of Joshua Bolot

Joshua was born in New Zealand and moved to Sydney in 2000. Joshua grew up as part of Auckland Hebrew Congregation, and an active member of Bnei Akiva and AUJS. In Sydney he has been involved in United Israel Appeal (including as Chair of Young Leadership Division) and Magen David Adom. Joshua has two daughters. Joshua was one of the founders of Kehillat Kadimah and served as Chairman between 2017 and 2020. Joshua is Head of Principal Investments and Corporate Development at Mulpha Australia, one of the country's most experienced real estate and hospitality investors with highly specialised operational management and development capability. 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 3.1.

Resolution 3.2: Re -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 22 years until his retirement. Esmond served as Treasurer of Kehillat Kadimah between 2019 and 2022.

The Directors (with Esmond Kilov abstaining) unanimously recommend that members vote in favour of Resolution 3.2.

Schedule A

Rule	Edit
5.2 Members	<p>Addition of the <u>following</u>:</p> <p><u>At any point in time that:</u></p> <p>i. <u>the company owns the land and buildings at 662-666 Old South Head Road, Rose Bay, NSW 2029 (Location); and</u></p> <p>ii. <u>the Location is tenanted under a lease with Kehillat Kadimah Limited (ACN 620 597 640) (the Tenant) as the Lessee,</u></p> <p><u>then, in order to be an eligible member of the company, that member must first be a paid and admitted member of the Tenant (Tenant Member).</u></p>
5.6 Seats are transferable	<p>Removal of the <u>underlined</u> words (typographical error):</p> <p><u>provided that the transferee of the seat is a member of the Company.</u>Admission to membership</p>
5.8 Acceptance or rejection of membership application	<p>Addition of the <u>following</u>:</p> <p>(d) <u>Notwithstanding any other provision, every Tenant Member must be accepted as a member of the Company.</u></p>
6.1 Resignation	<p>Addition of the <u>following</u>:</p> <p>(c) <u>Where a member is no longer a Tenant Member then they are automatically resigned as a member of the company.</u></p>
10.1 Appointment and removal of directors	<p>Amendments to the <u>following</u>:</p> <p>(a) <u>The minimum number of directors is four. The maximum number of directors is to be fixed by the directors, but must not be more than 12five unless the company in general meeting determines otherwise. The directors must not determine a maximum which is less than the number of directors in office at the time the determination takes effect. At any point in time at least one, and no more than two, of the directors should also be a director of the Tenant.</u></p>
10.10 Quorum at meetings of directors	<p>Amendments to the <u>following</u>:</p> <p>(b) <u>A quorum consists of fivethree directors.</u></p>

South Head and District Synagogue (Sydney) Ltd – Proxy Form

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

Full name of member: _____

Address: _____

I being a paid member of South Head and District Synagogue (Sydney) Ltd (**Company**) and entitled to attend and vote at the general meeting of the Company to be held at appoint **either:**

☐ The Chairman of the meeting **OR** ☐ _____
(Insert full name of proxy)

or if the person named above fails to attend the meeting, or if no person is named, the Chairman of the meeting as my proxy to attend that meeting and vote on my behalf at that meeting and any adjournment or postponement of that meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit).

The Chairman intends to vote undirected proxies in favour (For) of all agenda items.

STEP 2: VOTING DIRECTIONS ON ITEMS OF BUSINESS

I direct my proxy vote in the following manner (please mark relevant boxes with (X) to indicate your directions):

Resolution	For	Against	Abstain*
2 Amendments to the Constitution (Special Resolution)	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3.1 Re-election of Joshua Bolot	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3.2 Re-election of Esmond Kilov	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

* Please note if you mark **abstain**, you are directing your proxy not to vote on that resolution.

STEP 3: SIGNATURE OF MEMBER

Signed: _____

Date: ____/____/____

Name: _____

Phone Number: _____

STEP 4: LODGING YOUR PROXY FORM

Proxy Forms must be received no later than 4.00pm (Australian Eastern Daylight Time) on Friday 22nd December. Please refer to page 4 of the Notice of Meeting for instructions.