

NAME, DEFINITIONS, INTERPRETATION

1 Name of the Company

1.1 The name of the company is Cremorne Synagogue.

2 Definitions and Interpretation

2.1 In this Constitution, except to the extent that the context requires otherwise:

“Act” means the Corporations Act, 2001;

“Board” means the Board Members acting as a board;

“Board Member” means a person who is elected or appointed as a Board Member under this Constitution and includes the Principal Officers for the time being;

“Business Day” means any day other than a Saturday, Sunday or public holiday in New South Wales;

“Congregation” means Cremorne Synagogue;

“Constitution” means this constitution as amended from time to time;

“General Meeting” means a general meeting of Members;

“Honorary Secretary” means the person for the time being holding that office under this Constitution;

“Honorary Treasurer” means the person for the time being holding that office under this Constitution;

“Member” means a member of the Congregation as provided in this Constitution;

“Membership” means membership of the Congregation as provided in this Constitution;

“Office” means the registered office for the time being of the Congregation under the Act;

“President” means the person for the time being holding that office under this Constitution;

“Principal Office” means the office of each of President, Vice-President, Honorary Secretary or Honorary Treasurer and “Principal Officer” means the person holding the relevant Principal Office;

“Synagogue” means any building or area owned by or under the control of the Congregation and used for divine worship or the conduct of religious services; and

“Vice-President” means the person for the time being holding that office under this Constitution.

2.2 In this Constitution, except to the extent that the context otherwise requires:

- (a) reference to any gender includes all genders;
- (b) words importing the singular include the plural and vice versa;
- (c) references to persons include a partnership, body, corporation or other entity;
- (d) references to writing include email and any other mode of representing words in a visible form;
- (e) reference to any statute or regulation includes any amendment, consolidation, modification, re-enactment or replacement of that statute or regulation.

2.3 The headings do not form part of or affect the interpretation of this Constitution.

3 Exclusion of Replaceable Rules

3.1 The following sections of the Act are excluded from and do not apply to this Constitution or the Congregation.

Sections 201G, 201J, 201K, 202A, 203F, 204F, 247D, 248C, 248E, 248F, 249C, 249J(4), 249T and 249U.

3.2 If any of the replaceable rules in the Act apply but are inconsistent with a provision of this Constitution, that provision shall prevail to the extent of the inconsistency.

4 Type of Company

4.1 The Congregation is a public company limited by guarantee.

- 4.2 The liability of the Members is limited in the manner set out in clause 66.1.

PURPOSES AND LIMITATIONS

5 Purposes and Powers

- 5.1 The purposes for which the Congregation has been established are:

(a) to take over and, subject to such modifications as the Congregation may from time to time determine, to continue the functions and activities and also to acquire and undertake the assets and liabilities of the voluntary unincorporated Congregation previously known as “The Cremorne and District Hebrew Congregation”;

(b) to provide, construct, maintain, manage and conduct a building or buildings and to make such other provision as to the Board may seem desirable for the performance of public worship by members of the orthodox Jewish faith or the performance of any orthodox Jewish religious services, rites, practices or activities or as the residence of any rabbi or official of the Congregation and to provide facilities for the congregation and cooperation of persons of the orthodox Jewish faith for the purposes of divine worship and the observance of religious ceremonies;

(c) to maintain a public fund for the construction or maintenance of a building or buildings referred to in paragraph (b) as a public memorial relating to the wars which commenced on the fourth day of August 1914 and the third day of September 1939;

(d) to make provision for the conduct of divine service or devotion, public or private, and of ceremonies, rites and religious practices or traditions according to the teachings, doctrines or customs of orthodox Judaism according to Halacha;

(e) to assist, encourage and promulgate the study and practice of orthodox Judaism, including the study of source and texts;

(f) to carry out all the usual activities of an orthodox Jewish synagogue and to perform such duties as befall an orthodox Jewish congregation in respect of Jewish religion, law, practice, faith and ceremony;

(g) to take such steps by personal or written appeals, public meetings, advertisements or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Congregation by way of donations, annual subscriptions, bequests or otherwise;

(h) in furtherance of the purposes of the Congregation, to assist or take part in any manner in any Jewish or charitable or philanthropic cause or purpose whatsoever and to subscribe to any public, national, local or other charities and to grant donations for any public purposes; and

(i) to establish and support or aid in the establishment and support of associations, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the Congregation or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance for these purposes.

5.2 The Congregation has the legal capacity and powers conferred by section 124(1) of the Act but shall use such powers for the principal purpose of carrying out the purposes of the Congregation set out in clause 5.1 and all things incidental or conducive to the attainment of those purposes.

6 Limitations

6.1 The income and property of the Congregation will only be applied towards the promotion of the purposes of the Congregation set out in clause 5.1.

6.2 No income or property of the Congregation will be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, distribution or otherwise to any Member (whether or not on a winding up of the Congregation). However, nothing in this Constitution will prevent payment in good faith to a Member:

(a) in return for any services rendered (including by way of employment) or goods supplied in the ordinary and usual course of business to the Congregation;

(b) of interest at a rate not exceeding the current rate of interest charged by the Congregation's primary bank on overdraft accounts; or

(c) of reasonable and proper rent for premises leased by any Member to the Congregation.

6.3 No payment shall be made to any Board Member, other than the payment:

(a) of out of pocket expenses incurred by the Board Member in the performance of any duty as a Board Member where the amount payable does not exceed an amount previously approved by the Board; and

(b) for any service rendered to the Congregation by the Board Member in a professional or technical capacity, other than in the capacity as Director, where the provision of the service has the prior approval of the Board and where the amount payable is approved by the Board and

is not more than an amount which commercially would be reasonable for the service.

MEMBERSHIP

7 Admission to Membership

7.1 The number of members of the Congregation is unlimited.

7.2 The members of the Congregation shall be:

(a) the persons who at the date of adoption of this Constitution are Members; and

(b) any other person admitted to membership by the Board in accordance with this Constitution.

7.3 Membership shall be open to any person over the age of 18 of the Jewish faith who is approved by the Board.

7.4 Any application for Membership shall be addressed to the Board and otherwise be in a form approved by the Board from time to time and shall be signed by the applicant.

7.5 An application for Membership will, to the extent practicable, be considered by the Board at the next meeting of the Board after the receipt of the application. The Board will in its absolute discretion determine whether to accept or reject the application or call upon the applicant to supply any evidence of eligibility that the Board considers reasonably necessary.

If the Board:

(a) requires further evidence under this clause, determination of the application will be deferred until such evidence has been supplied;

(b) rejects the application, the Board will not be required to give any reason for the rejection.

7.6 As soon as practicable following acceptance of an application for Membership, the Honorary Secretary will send to the applicant written notice of the acceptance and a request for payment of the admission fee (if any) and the first annual subscription, seat rental and other charges.

7.7 Upon payment of the admission fee (if any) and first annual subscription, seat rental and other charges the applicant shall become a Member. However, if such payment has not been made within 2 months after the date on which the notice of acceptance of the application has been given to the applicant, the Board may in its discretion cancel its acceptance of the application for Membership.

8 Register of Members

8.1 The Congregation will maintain a register of Members which will include details of Members' names, addresses, telephone numbers and email addresses. Any Member who at any time changes any of his details recorded in the register will give prompt written notice of the change to the Honorary Secretary.

9 Associate Members

9.1 The Board may admit any person (who need not be a member of the Jewish faith) recommended by a Member, whether such person is over the age of 18 years or not, as an associate member of the Congregation for such period, with such rights and privileges and subject to such terms and conditions as to seat holding, seat rental and otherwise as the Board may impose. An associate member may attend and speak at General Meetings, but is not entitled to vote in connection with any election or at a General Meeting and is not eligible to be a Board Member.

9.2 A separate register shall be kept by the Honorary Secretary of associate members of the Congregation.

9.3 Except as otherwise provided in this Constitution, associate members of the Congregation will be subject to the same obligations under this Constitution as the Members and the Board and the Congregation may exercise all powers conferred on them respectively under this Constitution with respect to associate members including the powers of suspension and expulsion, in the same manner as if associate members were Members.

10 Life Members

10.1 The Congregation may by special resolution as provided in the Act, on the recommendation of the Board and subject to such terms and conditions as the Board considers appropriate, elect as a life member of the Congregation any person who, in the opinion of the Board, has rendered distinguished service to the Congregation.

10.2 A life member shall not be required to pay any subscription or seat rental but is subject to all the other obligations and liabilities of a Member.

10.3 A separate register shall be kept by the Honorary Secretary of life members of the Congregation.

10.4 The Congregation may by special resolution passed at a General Meeting abrogate all or any of the rights and privileges of a life member of the Congregation and declare that his life membership is annulled.

11 Membership Rights are Personal

11.1 The rights and privileges of every Member, associate member and life member are personal to each such person and are not transferable by a person's own act or by operation of law.

12 Subscriptions, Seat Rental and Charges

12.1 Subject to any contrary provision of this Constitution, every Member shall be charged and shall pay such subscriptions, seat rentals and charges to the Congregation as the Board may from time to time determine for:

- (a) Membership;
- (b) a seat in the Synagogue; and
- (c) any other service or amenity rendered or provided by the Congregation.

The Board may determine that seat rental is compulsory.

The Board may determine concessional rates for persons joining as a family couple or for students or pensioners or other groups and may determine in particular cases to subsidise or waive subscriptions or seat rentals

12.2 The Board may agree, in an appropriate case or generally, that any subscription, seat rental or charge shall be payable by such instalments and over such period as the Board may determine in its absolute discretion.

12.3 The Board may from time to time determine the period of one (1) year in respect of which membership subscriptions and seat rentals are to be paid and the date by when such membership subscriptions and rentals must be paid for that year and unless it does so, that year shall be the yearly period commencing on each 1 July and the date for that year shall be the following 31 August. Where a person becomes a Member after the holiday for Simcha Torah in a membership year, the Board may reduce the subscription or seat rental for that year, having regard to the shorter period of membership in that membership year.

12.4 No person shall cease to be a Member by reason only that he has failed or neglected to pay any subscription, seat rental or other amount due. However, if on the date 3 months from the date when a notice is given to the Member of such failure or neglect, any amount referred to in the notice continues to remain outstanding from the Member, he shall automatically cease to be a Member.

Despite the foregoing, if payment of the amount due by the Member is made or tendered at any time in that membership year after the date 3 months from the date of the notice, the Board may, on such terms as it thinks fit, accept such payment and also reinstate that person's Membership.

12.5 No Member shall be entitled to exercise any of his rights, powers, or privileges as a Member, unless all subscriptions, seat rentals and other amounts due by him to the Congregation have been paid or secured to the satisfaction of the Board who may in an appropriate case ratify the exercise of any such right, power or privilege.

13 Suspension of Membership and Expulsion

13.1 If in the opinion of the Board, the character or conduct of any Member is undesirable or it is in the interest of the Congregation to do so, the Board may:

- (a) suspend any Member for a period not exceeding three months and abrogate during the period of suspension all or any of his rights or privileges as a member, or
- (b) expel any Member, with or without forfeiting any money paid by the Member to the Congregation on any account.

Any such resolution may include special terms or conditions imposed by the Board.

13.2 If the Board passes a resolution suspending a Member, the Secretary shall promptly notify the Member of the suspension, the general nature of the reasons for the suspension and that the Member may make submissions to the Board in accordance with clause 13.4 requesting the Board to lift the suspension. The Board shall consider any submissions made by the Member and the Honorary Secretary shall promptly notify the Member whether or not the suspension has been lifted.

13.3 The Board shall not pass a resolution expelling a Member unless at least 21 days before the resolution is passed, the Member has been given notice in writing of the proposal to pass the resolution, notifying the Member of the general nature of the reasons for which it has been submitted and that he may make submissions to the Board in accordance with Clause 13.4.

13.4 A Member who is suspended or who is notified of a proposed resolution for his expulsion may make submissions (whether by way of denial, explanation, justification or mitigation) to the Board by either:

- (a) giving to the Board any concise written submissions the Member may wish to make, which must be received by the Secretary not less than 7 days before the holding of the meeting of the Board at which the resolution is to be considered, or
- (b) appearing before the Board to make a concise oral submission to the Board.

13.5 At the notified Board meeting or at any later Board meeting, the Board shall consider the proposed resolution for expulsion and any submissions made by the Member. The Honorary Secretary shall promptly advise the Member

whether or not the resolution has been passed and of any terms or conditions imposed by the Board.

13.6 The Congregation may, by special resolution passed at a General Meeting convened within 3 months of the date of a resolution for suspension or expulsion of a Member, abrogate, vary or annul that suspension or expulsion.

13.7 Each Member expressly waives any compensation or other claim against the Congregation, the Board, any Board Member or any Member arising out of the exercise of any of the powers conferred by Clause 13.

14 Resignation of Membership

14.1 A Member's Membership will cease if the Member gives the Honorary Secretary one (1) month's written notice of his resignation and the Member's Membership will cease from the date one (1) month after the date of receipt of that notice by the Honorary Secretary.

15 Consequences of Cessation of Membership

15.1 Any person who ceases to be a Member for whatever reason:

(a) will forfeit and not be entitled to any refund (or part refund) of any annual subscription, seat rental or other amount which has been paid, unless the Board determines otherwise; and

(b) will continue to be liable for any subscription, seat rental or other amount payable by him to the Congregation and all arrears due and unpaid at the date on which he ceases to be a Member and, in addition, for any sum for which he is liable as a Member under clause 66.1.

SEATS AND SEAT-HOLDING

16 Entitlement to Seats

16.1 Membership will not as such confer any rights or privileges as to seat-holding or to the occupancy of any particular place in the Synagogue. However, the Board may allocate seats and places among such persons and in such manner and upon such terms and conditions as to seat rental or otherwise as the Board considers appropriate. A Member may not be allocated more than one seat.

16.2 However, the Board may enter into agreements with Members for general rights to any specified or unspecified seat or place for any period it thinks fit but not in any case exceeding 25 years. Unless the Board does this, then despite the terms of any contract, agreement or practice, no person shall be deemed to have any interest in or right to any particular seat or place in the Synagogue for any term longer than 12 months.

16.3 Despite any contract, agreement or practice, all rights as to seat-holding or to the occupancy of any place or position in the Synagogue shall absolutely terminate on the death of the Member entitled.

LIBRARY FUND

17 Establishment of Library Fund

17.1 A separate fund to be known as the Cremorne Synagogue Public Library Fund is to be maintained for the purpose of providing funds for the building and on going maintenance of the areas used by the Cremorne Synagogue Public Library and for the purchase of books on Judaism or Jewish issues, bible scrolls (sifrei torah), prayer books and religious and other books.

17.2 Subject to any resolution passed by the Congregation in General Meeting, the funds held in this library fund are to be used in pursuance of the objects of the Congregation for the provision of library facilities for the Cremorne Synagogue Public Library.

17.3 In the event that the Cremorne Synagogue Public Library Fund is wound up or the endorsement (if any) of the organization as a deductible gift recipient is revoked, any surplus assets of Cremorne Synagogue Public Library Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

GENERAL MEETINGS

18 Convening of General Meetings

18.1 A General Meeting must be held at least once in every calendar year in accordance with the requirements of the Act.

18.2 The Board may whenever it thinks fit convene a General Meeting.

18.3 Members shall be entitled to requisition the convening of a General Meeting in accordance with the Act.

19 Notice of General Meetings

19.1 At least 21 days notice of any General Meeting must be given specifying:

- (a) the place, day and hour of the meeting;
- (b) the general nature of any business to be transacted at the meeting;

- (c) if a special resolution is to be proposed, the details of and intention to propose it;
- (d) if the meeting is to be held in two or more places, the technology that will be used to facilitate this; and
- (e) any other information required by the Act.

19.2 The accidental omission to give notice of any General Meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the meeting.

20 Cancellation or Postponement of General Meetings

20.1 Subject to the Act and this Constitution, the Board may cancel a General Meeting:

- (a) convened by the Board; or
- (b) which has been convened by Members pursuant to the Act, upon receipt by the Board of a written notice withdrawing the requisition signed by the Members who requisitioned the meeting.

20.2 The Board may postpone a General Meeting or change the venue at which it is to be held. No business shall be transacted at any postponed General Meeting other than the business stated in the notice to the Members relating to the original meeting.

20.3 Where any General Meeting is cancelled or postponed or the venue is changed:

- (a) the Board must endeavour to notify in writing each person entitled to receive notice of the meeting of the cancellation, the change of the venue or the postponement of the meeting by any means permitted by this Constitution or by any law and in the case of the postponement of a meeting, the new place, date and time of the meeting, and
- (b) any failure to notify in writing any person entitled to receive notice of the meeting or failure of a person to receive a written notice shall not affect the validity of the cancellation, the change of venue or the postponement of the meeting.

PROCEEDINGS AT GENERAL MEETINGS

21 Quorum

21.1 No business may be transacted at any General Meeting unless a quorum of Members is present at the time the business of the meeting commences.

21.2 Twelve (12) Members present and entitled to vote constitute a quorum for all General Meetings.

21.3 If within 30 minutes after the time appointed for the holding of a General Meeting, a quorum is not present:

(a) the meeting if convened upon the requisition of Members shall be dissolved; and

(b) in any other case:

(i) it will stand adjourned to the same day in the next week at the same time and place or to such other day, time and place as the Board may by notice to the Members appoint; and

(ii) if at such adjourned meeting twelve (12) Members present and entitled to vote are not present within thirty (30) minutes after the time appointed for the holding of the meeting, those Members present shall constitute a quorum.

22 Chairperson

22.1 The President shall be entitled to preside as chairperson at every General Meeting.

22.2 Where a General Meeting is held and:

(a) there is no President; or

(b) the President is not present within 20 minutes after the time appointed for the holding of the meeting or, if present, is unwilling to act as chairperson of the meeting, the Vice-President shall preside as chairperson of the meeting, or, if the Vice-President is not present or is unwilling to act, then the Honorary Treasurer shall preside as chairperson of the meeting or if the Honorary Treasurer is not present or is unwilling to act, then the other Board Members present may choose another Board Member as chairperson of the Meeting. If no Board Member is chosen or if all the Board Members decline to take the chair, the Members present may choose one of their number to be chairperson of the meeting.

22.3 The chairperson may require the adoption of any procedures which in the chairperson's opinion are necessary or desirable for the proper or orderly casting or recording of votes at any General Meeting or meeting of Board Members (whether on a show of hands or on a poll).

22.4 A determination by the chairperson in relation to matters of procedure is final. A challenge to a right to vote must be made at the relevant meeting and may be determined by the chairperson, whose decision is final.

23 Adjournments

23.1 The chairperson of a General Meeting at which a quorum is present:

- (a) may adjourn a meeting with the consent of the meeting; and
- (b) must adjourn the meeting, if the meeting so directs

to a time and place as determined by the chairperson.

23.2 No business may be transacted at any adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

23.3 It is not necessary to give notice of an adjournment of a General Meeting or of the business to be transacted at any adjourned meeting, except if the meeting is adjourned for thirty (30) days or more, in which case a notice of the adjourned meeting must be given as in the case of an original meeting.

24 Determination of Resolutions

24.1 At any General Meeting a resolution to be considered at the meeting shall be decided on a show of hands, unless a poll is demanded by:

- (a) the chairperson of the meeting;
- (b) at least five (5) Members present and entitled to vote on the resolution; or
- (c) Members present who represent at least five (5)% of the votes that may be cast on the resolution of a poll.

24.2 A declaration by the chairperson of the result of a vote on a resolution by a show of hands and an entry to that effect contained in the minutes of the proceedings of the Congregation which has been signed by the chairperson of the meeting or the next meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

25 Polls

25.1 A poll may be demanded:

- (a) before a vote on a resolution is taken;
- (b) before the voting results on a show of hands are declared; or
- (c) immediately after the voting results on a show of hands are declared.

25.2 If a poll is demanded it must be taken in such a manner and at such time and place as the chairperson of the meeting directs subject to clause 25.5.

25.3 The result of the poll shall be taken to be the resolution of the meeting at which the poll was demanded.

25.4 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

25.5 A poll demanded on the election of a chairperson or any question of adjournment of the meeting must be taken immediately.

25.6 The demand for a poll may be withdrawn.

26 Voting Rights

26.1 Subject to clause 26.2, a Member entitled to vote at a General Meeting has one vote, both on a show of hands and a poll.

26.2 If there is an equal number of votes cast on a resolution at a General Meeting, whether on a show of hands or on a poll, the chairperson of the meeting at which the resolution is considered is entitled to a casting vote in addition to his vote as a Member.

27 Voting Disqualification

27.1 A Member is not entitled to be present or to vote at any General Meeting if any amount payable by the Member to the Congregation in respect of subscriptions, rental or otherwise is outstanding beyond the due date as at the date of the meeting.

28 Objection to Qualification to Vote

28.1 Any challenge to the qualifications of a person to vote at a General Meeting or the validity of any vote tendered may only be raised at the meeting and must be determined by the chairperson whose decision shall be final and conclusive and a vote allowed by the chairperson shall be valid for all purposes.

29 Rights of Non-members to Attend General Meeting

29.1 The chairperson of a General meeting may invite any person who is not a Member to attend and address the meeting.

29.2 The auditor of the Congregation for the time being shall be entitled to attend and address a General Meeting.

PROXIES

30 Right to Appoint a Proxy

30.1 A Member who is entitled to attend and vote at a General Meeting may appoint a person as the Member's proxy to attend and vote for the Member at the meeting.

30.2 If a member appoints a proxy, the proxy is entitled to vote on a show of hands and on a poll.

31 Appointing a Proxy

31.1 The instrument appointing a proxy must be in writing signed by the appointor or the appointor's attorney duly authorized in writing.

31.2 The instrument of proxy is valid if it contains the following information:

- (a) the member's name and address;
- (b) the Congregation's name;
- (c) the proxy's name or the name of the office of the proxy; and
- (d) the meetings at which the instrument of proxy may be used.

31.3 An instrument of proxy may be expressed to be a standing appointment. An instrument of proxy for a specified meeting is only valid for that meeting and any postponement or adjournment of that meeting.

31.4 If an instrument of proxy does not specify all the information required by clause 31.2, the chairperson will determine whether the appointment of the proxy is valid.

31.5 An instrument of proxy may be revoked at any time by notice in writing to the Congregation signed by the appointor or the appointor's attorney.

32 Lodgment of Proxies

32.1 An instrument appointing:

(a) a proxy and the power of attorney (if any) under which it is signed or executed or a certified copy of that power or authority; or

(b) an attorney to exercise a Member's voting rights at a General Meeting or a certified copy of that power of attorney,

must be deposited at the Office or at such other place as is specified for that purpose in the notice convening the General Meeting not less than forty eight (48) hours before the time appointed for the holding of the General Meeting or adjourned General Meeting, as the case may be, at which the person named in the instrument proposes to vote and in default the instrument of proxy or the power of attorney will not be treated as valid.

33 Validity of Proxies

33.1 A vote exercised pursuant to an instrument of proxy or a power of attorney is valid despite:

(a) the death or unsoundness of mind of the Member; or

(b) the bankruptcy of the Member; or

(c) the revocation of the instrument of proxy or the power of attorney,

if the Congregation has not received at its Office written notice of the death, unsoundness of mind, bankruptcy or revocation prior to the time appointed for the holding of the General Meeting or adjourned General Meeting, as the case may be, at which the instrument of proxy or the power of attorney is exercised.

34 Rights of Proxies and Attorneys

34.1 The instrument appointing a proxy will be taken to confer authority to demand or join in demanding a poll.

34.2 Unless a Member by the instrument of proxy directs the proxy to vote in a certain manner, the proxy may vote as the proxy thinks fit on any motion or resolution. Otherwise the proxy shall follow the voting instructions contained in the instrument of proxy.

34.3 A proxy will not be revoked by the appointor attending and taking part in any General Meeting, but if the appointor votes on a resolution either on a show of hands or on a poll, the person acting as proxy for the appointor shall not be entitled to vote in that capacity in respect of that resolution.

34.4 The chairperson of a General Meeting may require any person acting as a proxy to establish to the satisfaction of the chairperson that he is the person nominated as proxy in the form of proxy lodged with the Congregation. If the

person is unable to establish his identity, he may be excluded from voting either upon a show of hands or upon a poll.

APPOINTMENT AND REMOVAL OF BOARD MEMBERS

35 The Board

35.1 Subject to clause 35.3, the Board shall comprise the President, Immediate Past President, Vice-President, Honorary Treasurer and Honorary Secretary and such other Board Members as the Board determines from time to time. These Board Members shall be the directors of the Congregation for the purposes of the Act.

35.2 The person who occupied the position of President immediately before the person currently holding office in that capacity shall be known as the "Immediate Past President".

35.3 Despite any provision to the contrary in this Constitution the person who is the Immediate Past President for the time being shall, until the end of the second annual general meeting after the time he ceases to be President, occupy that position in an ex officio capacity and shall not be subject to the election procedures which otherwise apply to Board Members. At that second annual general meeting, the Immediate Past President shall be eligible to stand for election as a Board Member or to any other office.

35.4 The Immediate Past President shall have all the rights, powers and privileges and responsibilities of a Board Member as though he was elected to the Board, including the right to vote at all Board meetings

35.5 The Board Members (other than the Immediate President) shall retire at each annual general meeting but shall be eligible for re-election to the Board at that meeting.

36 Qualification for Office

36.1 No person other than a Member shall be elected or appointed as a Board Member.

36.2 No person shall be qualified to be elected or to hold office as President, Vice-President, Honorary Secretary or Honorary Treasurer unless he has been a Member for at least one year.

37 Board Members to be Honorary

37.1 No Board Member shall receive any remuneration for his service.

38 Election of the Board Members

38.1 The Board, including the President, Vice-President, Honorary Secretary and Honorary Treasurer shall be elected annually at the Annual General Meeting and shall hold office until the election or appointment of their successors.

39 Nomination Procedure

39.1 The Honorary Secretary shall enclose with each notice convening the annual general meeting a nomination form for the Board and the offices of President, Vice-President, Honorary Secretary and Honorary Treasurer. Nomination forms must be returned to the Honorary Secretary at the office no later than 7 days before the day of the annual general meeting. Nominations must be signed by the proposer and the seconder (both of whom must be Members) and by the Member being nominated, indicating his consent to being nominated.

39.2 A Member may be nominated for more than one of the offices and in addition as an ordinary Board Member and where there is to be a ballot, ballot papers shall be so prepared as to provide for separate voting for each particular type of candidature where one or more persons are so nominated.

39.3 A person who fails to be elected to one of the principal offices may nevertheless be elected to any other principal office for which he has been nominated or as an ordinary Board Member.

39.4 If no more candidates shall be nominated than are required to fill any office or offices, the Chairman of the meeting shall declare such candidate or candidates duly elected.

39.5 If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated are to be taken to be elected and further nominations are to be received at the annual general meeting. In the event that any of the offices of President, Vice-President, Honorary Secretary or Honorary Treasurer have no nominations, those positions must be filled from the nominated Board Members and accordingly further nominations for the positions of ordinary Board Members shall be called for from eligible members at the Annual General Meeting.

39.6 If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.

39.7 If any of the offices of President, Vice-President, Honorary Secretary or Honorary Treasurer are not elected and no nominations are forthcoming at the Annual General Meeting, the Board shall convene a meeting and the Board Members may elect as they see fit a Board Member or Member to fill any vacancy.

39.8 If there are more candidates than vacancies, the election shall be held by ballot to be conducted as the Chairman determines

40 Office of President

40.1 The President shall:

- (a) make all necessary arrangements for the conduct of religious services and shall determine the order in which the ministers of the Congregation shall officiate at marriages, bar/bat mitzvahs, namings, funerals and burials and attend prayers at mourners houses or any other ceremony;
- (b) arrange for the superintendence of the Synagogue and the maintenance of order in the Synagogue and decide which Members are to be invited to take such part in religious services as custom dictates;
- (c) have power to deal with Rabbis and other ministers; and
- (d) may from time to time delegate the powers and duties referred to in the proceeding paragraphs to any Board Member.

41 Office of Vice-President

41.1 The Vice-President will have the duties and powers delegated by the President or the Board and shall act in the place and with the powers of the President where the President is absent.

42 Office of Honorary Treasurer

42.1 Subject to the Constitution and to any directions of the Board to the contrary, the Treasurer shall:

- (a) keep proper books of accounts as approved by the Board;
- (b) arrange for the books of account to be audited by a qualified accountant approved by the Board
- (c) prepare financial statements and annual accounts and reports as required by the Act and present them to the Board;
- (d) prepare management accounts as required by the Board;
- (e) receive all moneys due to the Congregation and deposit them in such accounts with any financial institution as the Board approves;
- (f) keep an inventory of all property of the Congregation;
- (g) pay all salaries and all other accounts as they fall due;

- (h) give the Honorary Secretary such information as he needs in order to allocate seats for the purpose of worship or other functions of the Congregation;
- (i) under authority of the Board determine any subsidies for subscriptions or seat rentals and any arrangement for payment by instalments appropriate to any particular Member;
- (j) ensure that all payments of over \$20 are by cheque signed by any two Board Members, at least one of whom must be a Principal Officer, or by electronic funds transfer authorized by any two Board Members, at least one of whom must be a Principal Officer;
- (k) arrange such finance for the activities of the Congregation as may be determined by the Board;
- (l) ensure that any payments of principal or interest required to be paid to the financiers of the Congregation are duly and promptly paid;
- (m) upon vacating office, hand over to his successor all moneys, books, documents and property of the Congregation in his possession or control;
- (n) perform such other duties as may from time to time be determined by the Board; and
- (o) delegate any of the duties in paragraphs (a) to (h) inclusive above to a full or part time employee or contractor of the Congregation.

43 Office of Honorary Secretary

43.1 The Honorary Secretary shall be the secretary of the Congregation for the purposes of the Act and in addition to any duties prescribed by the Act, shall have the following duties:

- (a) ensure that notice is given, agendas prepared and proper minutes kept of all meetings of the Board meetings and General Meetings and cause copies of the minutes of all meetings to be sent to the Board Members;
- (b) ensure the sending, receipt and proper filing of all correspondence;
- (c) maintain all books and document of the Congregation in such place as the Board may direct and shall, subject to the directions of the Board, have the custody of the same;
- (d) allocate seats and keep a register of member seats;

- (e) maintain a register of all births, marriages and deaths of Members and their families and of all bar/bat mitzvahs celebrated by the Congregation;
- (f) maintain all statutory registers;
- (g) do all such other things in connection with the business and affairs of the Congregation as the Board may lawfully direct; and
- (h) delegate any of the duties in paragraphs (a) to (g) inclusive above to a full or part time employee or contractor of the Congregation.

44 Casual Vacancies on the Board

44.1 Despite any vacancy in its body, but subject to the Act, the Board Members may at any time appoint any person as a Board Member to fill a casual vacancy. Any Board Member so appointed shall only hold office until the next Annual General Meeting after the appointment is made.

45 Casual Vacancies in Principal Offices

45.1 Any casual vacancy occurring in any of the Principal Offices may be filled by Board Members at a duly convened meeting of the Board. The person chosen to fill the vacant office shall hold office only for the balance of the term of office of the person in whose place he is appointed.

45.2 A person appointed to fill a vacancy in office in accordance with clause 45.1 must have been a Member for at least 12 months prior to his appointment to the vacant office.

46 Vacation of Office

46.1 Any Board Member may resign from office by giving written notice to the Congregation at the Office of his intention to resign and the resignation shall take effect at the time expressed in the notice (not being earlier than the date of delivery of the notice to the Congregation).

46.2 In addition to any other circumstances in which the officer of a Board Member is vacated, the office of a Board Member shall automatically be vacated if the Board Member:

- (a) is prohibited from being or ceases to be or is removed as a Board Member pursuant to the provisions of the Act or by reason of any order made under the Act;
- (b) becomes an insolvent under administration or makes any composition or arrangement with his creditors or any class of his creditors;

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- (d) is absent from more than 3 consecutive Board meetings without special leave of absence granted by the Board and the Board as a result declares his office to be vacant;
- (e) fails to pay any subscription, rental or other amount due by him to the Congregation within one month after the last date for payment of the amount to the Congregation;
- (f) ceases to be a Member; or
- (g) has a material personal interest in any matter that relates to the affairs of the Congregation and fails to declare the nature and extent of his interest as required by this Constitution or the Act or as a Board Member votes on a matter in which he has a material personal interest in a manner which contravenes section 195 of the Act. However nothing in the operation of this paragraph will affect the operation of clause 6.3.

POWERS AND DUTIES OF THE BOARD

47 Powers of Board Members

47.1 Subject to the Act and this Constitution, the management and control of the business and affairs of the Congregation shall be vested in the Board, which may exercise all powers of the Congregation which are not by the Act or this Constitution required to be exercised by the Congregation in General Meeting.

47.2 No resolution passed by the Congregation in General Meeting shall have the effect of invalidating any prior act of the Board which would have been valid if the resolution had not been passed.

48 Borrowing Powers

48.1 The Board may exercise all the powers of the Congregation to:

- (a) raise or borrow any sum of money for the purposes of the Congregation; and
- (b) secure the payment or repayment of any amount payable by the Congregation and any other obligation or liability in such manner and on such terms and conditions as the Board thinks fit, whether upon the security of any mortgage or charge upon all or any of the property, undertaking and assets of the Congregation both present and future.

49 Negotiable Instruments and Electronic Funds Transfers

49.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments must be signed, drawn accepted and endorsed or otherwise executed, as the case may be, by the persons and in the manner determined from time to time by the Board and, failing such determination, by any two Board Members at least one of whom must be a Principal Officer.

49.2 Each electronic funds transfer must be authorized in the manner determined from time to time by the Board and, failing such determination, by any two Board Members at least one of whom must be a Principal Officer.

50 Conferment of Powers

50.1 The Board may from time to time confer upon any Board Member for the time being such of the powers exercisable under this Constitution by the Board as the Board may think fit for such time and to be exercised for such purposes and on such terms and conditions and with such restrictions as the Board thinks expedient.

50.2 Powers conferred under this clause may be exercised concurrently with the powers of the Board in that regard and the Board may from time to time withdraw, revoke or vary all or any of such powers.

51 Regulation and By-Laws

51.1 The Board may from time to time make regulations or by-laws for the conduct of the business and affairs of the Congregation which are not inconsistent with this Constitution and at any time may annul or vary any regulations or by-laws made. All regulations and by-laws made by the Board and for the time being in force shall be binding on all Members. The Board's power to make, annul or vary regulations and by-laws shall, without limitation, extend to the following matters:

- (a) the form and content of applications for membership and the conditions of admission to membership.
- (b) subscriptions, seat rental, fees and other charges in respect of membership or the services of the Congregation or of any of its ministers, officers, employees or agents or the allocation or use of any seat or place the Synagogue or in any other building or other place under the control of the Congregation.
- (c) The terms and conditions upon which visitors may be permitted to enter and remain upon any premises or property of the Congregation.
- (d) The Board's own internal procedures.
- (e) The regulation, control and management of any property, concession or assets of or under the control of the Congregation.

51.2 Subject to this Constitution the Congregation in General Meeting may rescind or vary any regulations or by-laws made by the Board under clause 51.1.

PROCEEDINGS OF THE BOARD

52 Meetings of the Board

52.1 The Board Members may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.

52.2 The President may at any time convene and the Honorary Secretary upon the request of any 2 Board Members shall at any time convene, a meeting of Board Members by giving at least two Business Days notice of the meeting to all Board Members, except a Board Member who the person convening the meeting reasonably believes to be outside Australia.

52.3 Notice of a meeting of Board Members need not be in writing.

52.4 Without limiting the discretion of the Board Members to regulate their meetings under this clause, a meeting of Board Members may with the consent of all the Board Members consist of a conference between Board Members some or all of whom are in different places if each Board Member who participates is able:

- a) to hear each of the other participating Board Members addressing the meeting; and
- (b) if he so wishes, to address each of the other Board Members simultaneously

whether directly, by conference telephone, video conferencing facility or any other form of communications equipment or by a combination of such methods. A meeting held in this way will be taken for the purposes of this Constitution to be held at the place where the largest group of participating Board Members is assembled or, if no such group is readily identifiable, at the place where the chairperson of the meeting participates. Any Board Member may, by prior notice to the Honorary Secretary, indicate that he wishes to participate in a meeting in such a manner. In this event, the Board Members, if they all consent to the meeting being held in the manner referred to in this clause shall procure that an appropriate conference facility is arranged at the expense of the Congregation. A Board Member who has consented to a meeting being held in the manner referred to in this clause may only withdraw his consent within a reasonable period before the meeting.

52.5 No Board Member may leave a conference held in accordance with clause 52.4 by disconnecting his means of communication unless he has previously obtained the express consent of the chairperson of the meeting. A

Board Member will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone, video conferencing or other means of communication unless he has previously obtained the express consent of the chairperson to leave the conference.

53 Quorum

53.1 One half of the Board Members in office personally present (or in conference in accordance with clause 52.4) form a quorum and a quorum must be present at all times during the meeting.

53.2 A Board Member who is disqualified from voting on a matter pursuant to clause 59.2 shall be counted in the quorum despite that disqualification.

54 Chairperson

54.1 The President shall, if present, preside as chairperson of every meeting of Board Members.

54.2 If a meeting of Board Members is held and the President is not present within 10 minutes after the time appointed for the holding of the meeting or, if present, does not wish to chair the meeting, the Vice-President shall preside as chairperson of the meeting or, if the Vice-President is not present or is unwilling to act, then the Honorary Treasurer shall preside as chairperson of the meeting or, if the Honorary Treasurer is not present or is unwilling to act, then the other Board Members present must elect one of their number to be chairperson of the meeting.

55 Voting

55.1 A resolution of the Board Members must be passed by a majority of votes of the Board Members present at the meeting who vote on the resolution. A resolution passed by a majority of the votes cast by the Board Members will for all purposes be taken to be a determination of the Board Members.

55.2 Each Board Member shall have one vote.

55.3 In the case of an equality of votes at a meeting of Board Members, the chairperson has a casting vote in addition to his deliberative vote.

56 Circular Resolutions by Board Members

56.1 A resolution in writing signed by all of the Board Members for the time being entitled to vote in relation to the resolution (not being less than quorum) and stating that the signatories are in favour of the resolution will be as valid and effectual from the time it is signed by the last Board Member as if it had been passed at a duly convened meeting of Board Members.

56.2 A resolution may consist of several documents in like form each signed by one or more Board Members.

56.3 Every such resolution shall be deemed to have been passed on the day and at the time at which the document was last signed by a Board Member.

57 Committees of Board Members

57.1 The Board Members may form and delegate any of their powers to a Committee consisting of such Board Members as they think fit and may from time to time revoke such delegation.

57.2 A Committee must in exercise of the powers delegated to it conform to any directions and restrictions that may be imposed on it by the Board. A power so exercised shall be taken to be exercised by the Board Members.

57.3 The meetings and proceedings of any Committee consisting of more than one person will be governed by the provisions for regulating the meetings and proceedings of Board Members contained in this Constitution.

57.4 A minute of all the proceedings and decisions of every Committee shall be made, entered and signed in the same manner in all respects as minutes of proceedings of the Board Members are required by the Act and this Constitution to be made entered and signed.

58 Validation of Acts of Board Members

58.1 All acts done:

- (a) at any meeting of the Board Members, or
- (b) by a Committee, or
- (c) by any person acting as a Board Member

shall, even if it is discovered afterwards that there was a defect in the appointment or continuance in office of any such Board Member or person or that they or any of them were disqualified or were not entitled to vote, be as valid as if every such person had been duly appointed or had continued in office and was duly qualified to be a Board Member and had been entitled to vote.

BOARD MEMBERS' DISCLOSURE OF INTEREST

59 Contracts with Board Members

59.1 Subject to this Constitution and the Act, a Board Member and any firm, body or entity in which a Board Member has a direct or indirect material personal interest may in any capacity:

- (a) enter into any contract or arrangement with the Congregation;
and
- (b) act in a professional capacity, other than as auditor, for the Congregation

and any Board Member or firm, body or entity so contracting or being so interested is not liable to account to the Congregation for any profit realized by any such contract or arrangement by reason only of the Board Member holding that office or of the fiduciary relationship established by the Board Member holding that office.

59.2 No Board Member shall vote as a Board Member in respect of any contract or arrangement in which he has a material personal interest and if he does purport to vote, his vote shall not be counted.

59.3 A Board Member may not attest the fixing of the common seal to any document relating to a contract or arrangement or proposed contract or arrangement in which the Board member has a material personal interest.

60 Disclosure of Interest

60.1 A Board Member must disclose any material personal interest he may have in accordance with the Act and the Honorary Secretary must record all declarations in the minutes of the relevant meeting.

60.2 The Board shall, in its absolute discretion, determine whether the interest of a Board Member is a material personal interest.

60.3 A Board Member's failure to make disclosure under this clause does not render void or voidable a contract or arrangement in which the Board Member has a material personal interest.

MINUTES

61 Minutes

61.1 The Board Members must cause minutes to be kept in accordance with the Act for the purposes of recording:

- (a) the names of the Board Members present at each meeting of the Board Members and of Board Members present at each meeting of any Committee;
- (b) all orders, resolutions and proceedings of general meetings and of meetings of Board Members and of committees, including the appointment of Board Members;

(c) such matters as are required by the Act to be recorded in the record books of the Congregation, including without limitation, all declarations made or notices given by a Board Member of any material personal interest he may have.

61.2 Such minutes shall be signed by the chairperson of the meeting or the chairperson of the next succeeding meeting and minutes which purport to be signed accordingly shall be received in evidence without any further proof as sufficient evidence that the matters and things recorded by such minutes actually took place or happened as recorded and of the regularity of such matters and things and that the same took place at a meeting duly convened and held.

EXECUTION OF DOCUMENTS

62 Common Seal

62.1 The Congregation may have a common seal and, if so, the Board shall provide for the safe custody of the common seal of the Congregation and the common seal of the Congregation shall only be used with the authority of a resolution of the Board.

62.2 A document to which the common seal of the Congregation is affixed must be witnessed by:

- (a) two Board Members and the Honorary Secretary; or
- (b) two Board Members and another person appointed by the Board for that purpose,

and such persons shall countersign the document to which the common seal of the Congregation is affixed.

ACCOUNTS, INSPECTION OF RECORDS AND AUDIT

63 Accounts and Inspection

63.1 The Board shall cause proper accounts and financial records to be kept and must distribute copies of the financial reports of the Congregation and a Board Members' report to Members in accordance with the requirements of the Act.

63.2 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Congregation or any of them will be open to the inspection of Members not being Board Members.

64 Audit of Accounts

64.1 The Board shall cause the financial records and financial reports of the Congregation to be audited in accordance with the requirements of the Act.

NOTICES

65 Service of Notices

65.1 A notice may be given by the Congregation to any Member by:

- (a) serving it on the Member personally;
- (b) sending it by post to the Member, or leaving it, at the Member's address shown in the register of Members or otherwise the address supplied by the Member to the Congregation for the giving of notices; or
- (c) facsimile to the facsimile number supplied by the Member to the Congregation for the giving of notices; or
- (d) sending it to the electronic address supplied by the Member to the Congregation for the giving of notices.

65.2 Any Member who has not left at or sent to the Office his place of address for inclusion in the register of Members or the place at which notices may be given to that Member shall not be entitled to receive any notice.

65.3 Where a notice is sent by post, service of the notice shall be taken to be effected by properly addressing, prepaying and posting a letter containing the notice and shall be deemed to have been effected on the Business Day after the date of posting.

65.4 Where a notice is sent by facsimile, email or other electronic means, service of the notice shall be taken to be effected by properly addressing and sending the notice and in such case shall be taken to have been effected on the day on which it is sent.

65.5 Evidence of service of a notice may be established by proving that the envelope containing the notice and stamped appropriately was properly posted and a certificate given by any Principal Officer to that effect shall be conclusive evidence of service.

WINDING UP

66 Winding Up

66.1 If the Congregation is wound up:

- (a) each Member; and

(b) each person who ceased to be a Member in the preceding year

undertakes to contribute to the property of the Congregation for the:

(c) payments of the debts and liabilities of the Congregation (but in relation to those persons mentioned in paragraph (b) above, only those contracted before the person ceased to be a Member) and payment of the costs, charges and expenses of winding up; and

(d) adjustment of the rights of the contributories among themselves,

such amount as may be required but not exceeding twenty dollars (\$20).

66.2 If any surplus remains following the winding up of the Congregation, the surplus will not be paid to or distributed among Members, but will be given to or transferred to another corporation, association or entity which has:

(a) purposes which are similar to the purposes of the Congregation as set out in clause 5;

(b) a constitution which requires its income and property to be applied in promoting its purposes; and

(c) a constitution which prohibits it from paying or distributing its income and property among its members to an extent at least as great as imposed on the Congregation by clause 6.

66.3 The identity of the corporation, association or entity is to be determined by the Members at or before the time of dissolution and, failing such determination being made, by application to the Supreme Court of New South Wales for determination.

INDEMNITY AND INSURANCE

67 Indemnity

67.1 To the extent permitted by the Act every Board Member (and former Board Member) shall be indemnified out of the funds of the Congregation against all liabilities incurred as such Board Member (or former Board Member).

67.2 To the extent permitted by the Act every Board Member (and former Board Member) shall be indemnified out of the funds of the Congregation against all legal costs and expenses incurred in defending an action for a liability incurred as a Board Member or former Board Member. However no such Board Member or former Board Member shall be indemnified by the Congregation under this clause if the legal costs or expenses are incurred:

(a) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under the previous clause; or

(b) in defending or resisting criminal proceedings in which the person is found guilty; or

(c) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the court to have been established; or

(d) in connection with proceedings for relief under the Act in which the court denies the relief.

68 Insurance

68.1 The Congregation may, at the discretion of the Board, enter into and pay the premium on any policy of insurance in relation to any liability of any Board Member or former Board Member to the extent permitted by the Act.

SAVINGS PROVISION

69 Savings Provision

69.1 Every act, matter and thing performed, observed or occurring under the constitution of the Congregation in force prior to the adoption of this Constitution continues to have the same operation and force and effect as if it were performed, observed or occurred while this Constitution was in force.

I certify that this and the preceding 29 pages are the new constitution adopted at the Annual General Meeting of the Congregation held on 29 May 2005.

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President