

**CONSTITUTION OF THE WELLINGTON JEWISH COMMUNITY CENTRE**  
*(Pursuant to section 8, Pt II Charitable Trusts Act 1957)*

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**BACKGROUND**

- A. The Centre is a society incorporated as a Board pursuant to the provisions of section 8, Part II, Charitable Trusts Act 1957.
- B. Historically, the Centre was established to hold and manage new premises at 80 Webb Street, Wellington, which were built to accommodate the previously independent Wellington Hebrew Congregation Beth-El and Wellington Jewish Social Club. The Centre was comprised of members from both the Congregation and the Club. The independent structure and separate areas of authority and responsibility of both those organisations was maintained within the Previous Rules of the Centre when the Centre was incorporated as a Board under Part II of the Charitable Trusts Act 1957.
- C. The Centre established a new framework within which the functions of the Congregation and the Club are jointly managed as provided in this

Constitution and the independent structures of the Congregation and the Club are no longer preserved. The Previous Rules and the rules of the Club and the Congregation have been reviewed and incorporated into this Constitution as necessary.

## 1. INTERPRETATION

### 1.1 Definitions

In this Constitution unless the context otherwise requires:

**Act** means the Charitable Trusts Act 1957;

**Adult Member** means an Adult Member as defined in Schedule One:

**Advisor** means a person who is a Member of the Advisory Board as provided in clause 8.2 of this Constitution:

**Advisory Board** means the Advisory Board established pursuant to clause 8.1 of this Constitution:

**Annual General Meeting** means a General Meeting of the Members held once every 12 months (or thereabouts) in the month of Ellul as is practicable and within 6 months of the end of the Financial Year, provided that the first Annual General Meeting shall be held as otherwise provided in this Constitution:

**Annual Report** means an annual report for the Financial Year on the business and affairs of the Centre, including the financial reports:

**Appointed Directors** means any Director or Directors appointed to the Board pursuant to clause 7.5:

**Board** means the Board of Directors established pursuant to clause 7.1 and comprised of both Elected Directors and Appointed Directors (if any), and a reference to the Board is distinct from any reference to the Advisory Board as defined above:

**Centre** means the society known as The Wellington Jewish Community Centre:

**Centre Property** means all the real and personal property that, at the passing of this Constitution, is vested in the Centre for the time being and shall include any real or personal property that may, after the commencement of the Act, be acquired by the Board for the purposes of the Centre:

**Chief Rabbi** means the Chief Rabbi of the United Hebrew Congregations of the Commonwealth:

**Club** means the Wellington Jewish Social Club:

**Commencement Date** means the date that the Chairperson of the Board certifies in writing as the date on which this Constitution was approved by Members of the Centre in accordance with the Previous Rules:

**Congregation** means the Wellington Hebrew Congregation Beth-El:

**Director** means any director of the Board, whether an Elected or Appointed Director, unless the context requires otherwise:

**Elected Director** means a director elected in accordance with clause 7.2 of this Constitution and the term **Elected Directors** has a corresponding meaning.

**Election** means an Election to elect Elected Directors and Advisors at an Annual General Meeting (or Special General Meeting if necessary) in accordance with the provisions of Schedule Two:

**Financial Year** means the annual period ending on the 31<sup>st</sup> day of March or such alternative date as the Board may nominate:

**General Meeting** means an Annual General Meeting or a Special General Meeting of Members convened and conducted in accordance with Schedule Five;

**Major Transaction** means:

- (a) in the case of real or personal property, the acquisition of, or an agreement to acquire, whether contingent or not, real or personal property by the Centre:
  - (i) in the case of a single asset, the value of which is more than 1% of the value of the Centre Property before the acquisition or agreement to acquire, regardless of whether or not the acquisition or agreement to acquire is transacted in a single transaction or in a series of transactions; or
  - (ii) in the case of the acquisition of or agreement to acquire two or more assets within a 12 month period, the total value of which is more than 1% of the value of the Centre Property;
- (b) in the case of real or personal property, the disposition of, or an agreement to dispose of, whether contingent or not, real or personal property by the Centre:
  - (i) in the case of a single asset, the value of which is more than 1% of the value of the Centre Property before the disposition or agreement to dispose, regardless of whether or not the disposition or agreement to dispose is transacted in a single transaction or in a series of transactions; or
  - (ii) in the case of the disposition of or agreement to dispose of two or more assets within a 12 month period, the total value of which is more than 1% of the value of the Centre Property;

- (c) a single transaction or a series of transactions (whether related or unrelated) occurring within a 12 month period that has, have or is likely to have the effect of the Centre acquiring rights or interests or incurring obligations or liabilities the value of which is more than 1% of the value of the Centre Property before the transaction:

provided however that nothing in subclause (c) of this definition applies by reason only of the Board giving, or entering into an agreement to give, a charge secured over assets of the Centre the value of which is more than 1% of the value of the Centre Property for the purpose of securing the repayment of money or the performance of an obligation:

**Member** means a member of the Centre as provided in clause 6 and Schedule One and the term **Members** has a corresponding meaning:

**Ordinary Resolution** means a resolution that is approved by more than 50% of the Members entitled to vote and who actually cast a vote in respect of the resolution, such votes to be tallied as set out in this Constitution:

**Premises** means the land and buildings located at 80 Webb Street, Te Aro, Wellington and comprised of a Synagogue, and other facilities and amenities for religious, educational, cultural and recreational purposes:

**Previous Rules** means the rules of the Centre created in 1986:

**Quorum** means:

- (a) in respect of a meeting of the Board, but subject to clause 7.7(h), four Directors;
- (b) in respect of a meeting of the Advisory Board, but subject to clause 8.6(d), three Advisors; and
- (c) in respect of a General Meeting pursuant to Schedule Five, but subject to paragraph II.4 of that Schedule, means:
  - (i) More than 50% of the Directors holding office; and
  - (ii) More than 50% of the Advisors holding office; and
  - (iii) 10% of the Members (not including Directors or Advisors) or more than 30 Members, whichever is less.

**Register** means a register as provided in clause 6.3:

**Special General Meeting** means a meeting of the Members other than an Annual General Meeting, and convened and conducted in accordance with Schedule Five:

**Special Resolution** means a resolution that is approved by more than 75% of the Members in attendance entitled to vote and who actually cast a vote in respect of the resolution, such votes to be tallied as set out in this Constitution:

**Spouse** means a husband or wife by legal marriage provided it is compliant with orthodox halachic rules and definition of marriage.

**Working Day** means a day of the week other than –

- (a) a Saturday or a Sunday;
- (b) New Zealand statutory holidays as provided in the Holidays Act 2003; and
- (c) Jewish religious holidays.

## **1.2 Interpretation of Schedules**

In the interpretation of each schedule to this Constitution, unless the context otherwise requires:

- (a) terms or expressions have the meanings given to them by this Constitution; and
- (b) a reference to a part is a reference to a collection of paragraphs in a Schedule; and
- (c) a reference to clause or subclause is a reference to a clause or subclause in the main body of the Constitution; and
- (d) a reference to a paragraph or subparagraph is a reference to a paragraph within that schedule, unless the context makes it clear that the reference is to a paragraph in another schedule.

## **1.3 Statute**

Reference to a statute or statutory provision in this Constitution includes that statute or provision as amended, modified, re-enacted or replaced from time to time.

## **1.4 General References**

References in this Constitution to:

- (a) a person includes an individual, body corporate, an association of persons (whether corporate or not) and a trust (in each case, whether or not having separate legal personality);
- (b) one gender includes the other gender, unless it is obvious from the context that this was not intended;
- (c) the singular includes the plural and vice versa;
- (d) Clauses are references to clauses in the main body of this Constitution, paragraphs are references to paragraphs in the schedules, and references to sections are references to sections in the Act or the Charities Act 2005 or other legislation as the context requires; and

- (e) the Constitution includes its schedules.

## **1.5 Headings**

Headings are for ease of reference only and must be ignored in interpreting the Constitution.

## **1.6 Notice**

Notices for any purpose shall be deemed to have been received by a Member or an officer if given by one of the means in Schedule Three 1.5 by the times specified therein.

## **2. COMMENCEMENT DATE**

This Constitution shall commence on the Commencement Date.

## **3. INCORPORATION AND NAME**

The Centre is incorporated as a board under Part II of the Charitable Trusts Act 1957 under the name "The Wellington Jewish Community Centre".

## **4. REGISTERED OFFICE**

The registered office of the Centre shall be at the Premises or at such other place as the Board shall from time to time determine.

## **5. OBJECTIVES OF THE CENTRE**

5.1 The objects for which the Centre was established and which govern all actions and decisions of the Board, committee of the Board, and Advisory Board are to:

- (a) Establish, maintain, regulate and facilitate observance of the laws and customs of traditional orthodox Judaism including;
  - (i) the form of prayer and the practice of Judaism shall be that known as and termed "Minhag Ashkenaz" as defined by the London Beth Din (but subject to such modification as the Senior Minister and the Board may deem appropriate); and
  - (ii) recognition of the jurisdiction of the Chief Rabbi of the United Hebrew Congregations of the Commonwealth;
- (b) provide facilities for social, cultural and educational activities for Members;
- (c) hold, operate, administer, maintain, repair, alter, improve and generally deal with, in accordance with the provisions of this Constitution:

- (i) the Premises, together with all those contents of the Premises, which for the time being belong to the Centre and/or are under the control of the Board; and
  - (ii) all other real and personal property which for the time being belongs to the Centre and/or is under the control of the Board;
- (d) do all such other things as are incidental or conducive to:
- (i) the attainment of the foregoing objects of the Centre for the benefit of its Members; and
  - (ii) facilitate the exercise of the powers of the Board and Advisory Board.

## **6. MEMBERSHIP OF THE CENTRE AND SUBSCRIPTIONS**

### **Eligibility for membership**

- 6.1 Only the persons eligible for membership as specified in part I of Schedule One may be Members of the Centre.
- 6.2 Any doubt or question about whether a person is eligible to be a Member of the Centre or any matter pertaining to membership of the Centre shall be determined by the Board, whose decision shall be final and binding.
- 6.3 The membership of any Member may be terminated by the Board by the votes of not less than two-thirds majority, at a meeting called for that purpose, on any one of the following grounds:
- a. failure to pay any subscriptions or other monies due under this Constitution for more than three consecutive quarters unless an arrangement for reduced or deferred payment has been made between that Member and the and the Financial Director;
  - b. serious or persistent breach of any rules in this Constitution;
  - c. conviction of an offence punishable by imprisonment;
  - d. offensive or threatening conduct or harassment; or
  - e. bringing the Congregation, the Centre or the Hebrew faith into disrepute.
- 6.4 The Member shall be given at least ten (10) working days' notice in writing of the Board's intention to consider termination and shall be given an opportunity to submit to the Board a written response.
- 6.5 The Member shall, if he or she has given proper notice, be entitled to appear before the Board to state the Member's case.

- 6.6 In the case of a decision to terminate membership, the Secretary shall, within seven (7) days of the after the date of the Board's decision, notify the Member in writing of the decision of the Board.
- 6.7 The decision of the Board shall be final as to questions of fact and law.
- 6.8 Subject to the rights of the Member described above, the Board shall be entitled to regulate the procedure for consideration and resolution of any complaint against a Member and termination of his or her membership and the resolution of that complaint.
- 6.9 If the Board determines that some action other than immediate termination may resolve the matter, it may, entirely at its own discretion, issue a formal written warning and recommend to the offending Member that the Member takes a certain course of action and make a determination that termination of membership be implemented if the recommended course of action if not undertaken to the Board's satisfaction within or for a specified period of time.
- 6.10 Any person whose membership in the Centre has been terminated in any manner still retains any liability for any subscriptions or other monies due under this Constitution.

### **Register**

- 6.11 The Board shall maintain a Register to record the Members of the Centre.

### **Subscriptions**

- 6.12 The Board shall set any fees, subscriptions and levies payable by all categories of Members in accordance with the criteria set out in paragraph 1.4 of Schedule One.

### **Privileges of membership**

- 6.13 All Members of the Centre shall enjoy all the privileges of membership unless restrictions to the contrary are imposed by this Constitution.

## **7. BOARD OF DIRECTORS**

### **Establishment of a Board of Directors**

- 7.1 Subject to clause 7.3, a Board of Directors, comprised of no less than four and no more than eleven Directors, shall carry out the duties and responsibilities set out in clause 7.6.
- 7.2 Subject to clause 7.3, between four and nine Members shall be elected in accordance with the eligibility criteria and processes set out in Schedule Two, to the following Elected Director positions:
- (a) Chairperson;



- (b) Religious Director;
  - (c) Social Director;
  - (d) Financial Director; and
  - (e) up to five non-specific positions of Director, the responsibilities for each position to be allocated by the Board in accordance with clause 7.6(i).
- 7.3 On the Commencement Date the existing officers of the Centre immediately prior to the Commencement Date shall comprise the Board and the following provisions shall apply:
- (a) Each of the existing officers of the Centre forming the Board shall retire from the Board on the eve of the Sabbath Bereshith following the first Annual General Meeting held after the Commencement Date unless:
    - (i) Earlier vacating office pursuant to paragraph 1.4(c)-(m) of Schedule Two; or
    - (ii) Elected pursuant to clause 7.2 or subsequently appointed to the Board pursuant to clause 7.5.
- 7.4 Where the term of office of any Elected Director expires or terminates in accordance with paragraph 1.4(a) of Schedule Two, that Director continues to hold office (unless earlier vacating office pursuant to paragraph 1.4(c)-(m) of Schedule Two) until:
- (a) The Director is elected/re-elected; or
  - (b) A successor to the Director is elected.
- 7.5 Up to two additional Directors may be appointed to the Board from time to time for such purpose and for such term as the Board sees fit. The office of an Appointed Director shall expire at the end of their term of appointment unless reappointed.

### **Duties and responsibilities of the Board**

- 7.6 The Board shall:
- (a) Be responsible for the management and operation of the Centre, including the Premises;
  - (b) Hold on behalf of and manage the property, assets and investments of the Centre in a prudent manner in accordance with the objects of the Centre as stated in this Constitution for the benefit of the Members and for future members subject to the restraints imposed by the Act, the Charities Act 2005, and this Constitution;
  - (c) Ensure compliance with all applicable legislative requirements including but not limited to the requirements of the Charities Act 2005 to file an annual return and to notify the Commission of changes to officers, rules, and purposes of the Centre;
  - (d) Undertake the care, maintenance and upkeep of the Premises;

- (e) Be responsible for the payment of all rates, taxes, insurance premiums, mortgage instalments, and other outgoings and expenses for which the Centre is liable;
- (f) Convene General Meetings and hold Elections as required by this Constitution;
- (g) Prepare financial accounts and report to Members as required by this Constitution;
- (h) Seek the approval of the Advisory Board in the case of any Major Transaction or amendment to this Constitution proposed by the Board;
- (i) Establish the role, responsibilities and duties of each position of Director, and in the case of the positions of Director referred to in 7.2(e), the Board may review, restructure and allocate responsibilities to each of these positions from time to time as necessary to meet the changing needs of the Centre and shall keep the Members generally informed as to the roles and responsibilities of Directors;
- (j) In the case of each Director, form a committee to assist him or her to effectively carry out his or her role and responsibilities, such committees to be established in accordance with the procedures set out in part IV of Schedule Three;
- (k) Appoint officers and employees of the Centre as necessary to fulfil the objectives of the Centre, including but without limitation, an auditor to audit the financial accounts as required by clause 11 and clause 7.6(k), religious instructors, caretaking, cleaning and maintenance staff except that any proposal to create a new position of employment, or to employ a Senior Minister, Rabbi or Shaliach shall be referred in the first instance to the Advisory Board and thereafter to a Special General Meeting convened for the purpose;
- (l) Prepare annual budgets for the Board, its committees and the Centre;
- (m) Set fees, subscriptions and levies to be paid by Members;
- (n) Ensure that policies adopted by the Board and the rules of Halacha and Kashruth are observed in the Centre; and
- (o) Establish procedures and reporting obligations for each committee of the Board to the extent not already prescribed by this Constitution.
- (p) At a Board meeting to be held no earlier than three months prior to year end and no later than one month prior to year end, the Board is authorised to determine that the audit for the then current year will be a full audit; and failing such determination the audits shall be a 'limited review engagement'. The board shall ensure that a copy of the minute recording any such determination is forthwith provided to the auditor.

### **Specific Powers of the Board**

- 7.7 Subject to any restrictions contained in the Act, the Charities Act 2005, and this Constitution, to achieve the objectives of the Centre:

- (a) the Board shall have in the administration, management and investment of the Centre all the rights, powers and privileges of a natural person;
- (b) subject always to the objectives of the Centre, the Board may deal with Centre Property as if the Board was the absolute owner of and beneficially entitled to the Centre Property;
- (c) accordingly, in addition to any specific powers vested in the Board by law, in dealing with the Centre Property, the Board may do any act or thing or procure the doing of any act or thing or enter into any obligation whatever, including, without limitation, exercising unrestricted powers to borrow and raise money, and to give securities and guarantees;
- (d) except as otherwise expressly provided by legislation or this Constitution, the Board may exercise all the powers and discretions vested in the Board in the absolute and uncontrolled discretion of the Board, at such time or times, upon such terms and conditions, and in such manner as the Board may decide;
- (e) the Board may authorise any Appointed Director to establish a committee to assist that Director to carry out his or her role and responsibilities as allocated by the Board in the same manner as committees are required to be established by Elected Directors;
- (f) subject to the provisions of this Constitution, make rules and set policies as it may deem necessary or desirable relating to the management, administration, control, and use of any or all of the property or assets of the Centre or the welfare of the Members or for any other purposes within the jurisdiction of the Board;
- (g) the Board may from time to time appoint, remunerate and dismiss officers or employees of the Centre; and
- (h) where because of the death, retirement, resignation, or removal of any Director, there is for the time being less than a Quorum on the Board, the remaining Directors may exercise all the powers conferred on the Board by this Constitution as if there were no such vacancy in the office of the Board.
- (i) To determine, after consultation with the Advisory Board, any question as to the interpretation of this Constitution and the priority of application of any apparently conflicting terms to the circumstances under consideration.

### **Limits on Powers of Board**

7.8 The Board may not enter into any Major Transaction or amend this Constitution without firstly the approval of the Advisory Board, and thereafter the approval of the Members by way of Special Resolution. The

fact that the Advisory Board does not approve a Major Transaction or amendment to the Constitution does not prevent the Board from putting the proposal to the Members for approval by way of Special Resolution.

7.9 No Director or Advisor may be appointed as an employee of the Centre.

### **Meetings of the Board**

7.10 The Board shall convene meetings and conduct the administration, business and affairs of the Centre in accordance with the provisions set out in Schedule Three.

### **Delegation of powers**

7.11 The Board may delegate its powers as provided in Schedule Three.

### **Reliance on Advice**

7.12 The Board, when exercising powers or performing its duties, may rely on reports, statements, financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:

- (a) an employee of the Centre whom the Board believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
- (b) a professional adviser or expert in relation to matters which the Board believes on reasonable grounds to be within the person's professional or expert competence; and/or
- (c) a committee of the Board appointed and acting in accordance with Schedule Three or any other policy or procedure set by the Board.

7.13 Clause 7.12 applies only if the Board:

- (a) acts in good faith;
- (b) makes proper inquiry where the need for inquiry is indicated by the circumstances; and
- (c) has no knowledge that such reliance is unwarranted.

## **8. ADVISORY BOARD**

8.1 An Advisory Board, consisting of no less than two and no more than four Members, shall be established independently of the Board of Directors and shall carry out the duties and responsibilities set out in clause 8.5.

- 8.2 Up to four (4) Members shall be elected to the Advisory Board in accordance with the eligibility criteria and processes set out in Schedule Two, to the following four Advisor positions:
- (a) Chairperson;
  - (b) Deputy Chairperson;
  - (c) Advisor; and
  - (d) Advisor.
- 8.3 Each Advisor shall remain in office until he or she retires in accordance with the provisions of paragraph III.1 of Schedule Two.
- 8.4 Where the term of office of any Advisor expires in accordance with clause 8.3, that Advisor continues to hold office (unless earlier vacating office pursuant to paragraph I.4(c)-(m) of Schedule Two) until:
- (a) The Advisor is elected/re-elected; or
  - (b) A successor to the Advisor is elected.

### **Duties and responsibilities of the Advisory Board**

- 8.5 The Advisory Board shall carry out the following duties and obligations:
- (a) Each Advisor shall attend every Annual General Meeting unless he or she cannot do so for good reason;
  - (b) Approve or caution against any Major Transaction proposed by the Board of Directors prior to that proposal being put to the Members for approval;
  - (c) Approve or caution against any proposed changes to the Constitution proposed by the Board of Directors prior to that proposal being put to the Members for approval;
  - (d) Present information to the Members at any General Meeting in relation to any proposal of the Board of Directors that the Advisory Board has cautioned against; and
  - (e) Oversee Elections of Elected Directors to the Board of Directors as necessary, and in particular to count votes.
  - (f) In carrying out the Duties and Responsibilities as above the Advisory Board and each member thereof shall act as advisors to the Board and shall represent the interests of the Centre and the members thereof.

### **Specific Powers of the Advisory Board**

- 8.6 Subject to any restrictions contained in the Act, the Charities Act 2005, and this Constitution, to achieve the purposes of the Centre:
- (a) The Advisory Board and its Advisors shall have the right to attend and be heard at any Board meeting or meeting of any Board committee;

- (b) The Advisory Board shall have the power to address the Members at any Annual General Meeting in relation to any proposal of the Board that the Advisory Board has approved or cautioned against;
- (c) Except as otherwise expressly provided by legislation or this Constitution, the Advisory Board may exercise all the powers and discretions vested in the Advisory Board by this Constitution in the absolute and uncontrolled discretion of the Advisory Board, at such time or times, upon such terms and conditions, and in such manner as the Advisory Board may decide; and
- (d) Where because of the death, retirement, resignation, or removal of any Advisor, there is for the time being less than a Quorum on the Board, the remaining Advisors may exercise all the powers conferred on the Advisory Board by this Constitution as if there were no such vacancy in the office of the Advisory Board.

### **Reliance on Advice**

- 8.7 The Advisory Board, when exercising powers or performing its duties, may rely on reports, statements, financial data and other information prepared or supplied, and on professional or expert advice given, by any of the following persons:
- (a) the Board;
  - (b) an employee of the Centre whom the Advisory Board believes on reasonable grounds to be reliable and competent in relation to the matters concerned;
  - (c) a professional adviser or expert engaged by the Board in relation to matters which the Advisory Board believes on reasonable grounds to be within the person's professional or expert competence; and/or
  - (d) a committee of the Board appointed and acting in accordance with Schedule Three or any other policy or procedure set by the Board.
- 8.8 Clause 8.7 applies only if the Advisory Board:
- (a) acts in good faith;
  - (b) makes proper inquiry where the need for inquiry is indicated by the circumstances; and
  - (c) has no knowledge that such reliance is unwarranted.

## **9. DISCLOSURE AND RECORDING OF INTERESTS BY DIRECTORS AND ADVISORS**

- 9.1 Any Director or Advisor who is or may be in any other capacity whatsoever interested or concerned directly or indirectly in any property or undertaking in which the Centre is or may be in any way concerned or involved shall disclose the nature and extent of that Director or Advisor's interest to the Board, and shall not take part in any deliberations or decision of the Board or the Advisory Board concerning any matter in which that Director or Advisor is or may be interested other than as a Director or Advisor of the Board or Advisory Board, and shall be disregarded for the purpose of forming a Quorum for any such deliberation or decision.
- 9.2 For the purpose of clause 9.1, a Director or Advisor will be interested in a matter if the Director or Advisor:
- (a) is a party to, or will derive a material financial benefit from that matter;
  - (b) has a material financial interest in another party to the matter;
  - (c) is a director, officer or trustee of another party to, or person who will or may derive a material financial benefit from the matter, not being a party that is wholly owned by the Centre;
  - (d) is the parent, child or Spouse of another party to, or person who will or may derive a material financial benefit from, the matter; or
  - (e) is otherwise directly or indirectly interested in the matter.
- 9.3 A disclosure of interest by a Board or Advisor shall be recorded in a register of interests to be maintained by the Board. Every Director or Advisor must, at any time after his or her election or appointment to the Board or Advisory Board as the case may be, enter into the register of interests and disclose to the next meeting of the Board, any interest of which that Director or Advisor becomes aware.

## **10. DIRECTOR OR ADVISOR REMUNERATION AND EXPENSES**

- 10.1 No private pecuniary profit may be made by any person from the Centre, except that:
- (a) Subject to any policy set by the Board, any Director or Advisor may receive full reimbursement for all expenses properly incurred by that Director or Advisor in connection with the affairs of the Board or Advisory Board in accordance with any policy of the Board or Advisory Board.
  - (b) The Board may pay reasonable remuneration to any employee of the Centre in return for services actually rendered to the Centre.

- (c) Any Director or Advisor may be paid all usual professional, business or trade charges for services rendered, time expended and all acts done by that Director or Advisor or by any entity of which that Director or Advisor is a partner, member, employee or associate in connection with the affairs of the Centre.
  - (d) Any Director or Advisor may retain any remuneration properly payable to that Director or Advisor by any entity with which the Centre may be in any way concerned or involved for which that Director or Advisor has acted in any capacity whatsoever, notwithstanding that that Director or Advisor's connection with that entity is in any way attributable to that Director or Advisor's connection with the Centre, provided that:
    - (i) before any such reimbursement paid to a Director or Advisor may be regarded as properly incurred by that Director or Advisor or any such remuneration paid to a Director or Advisor may be regarded as reasonable or properly payable or any such charges may be regarded as usual, the amount of that reimbursement, remuneration or charge must have been approved by a simple majority of the Board;
    - (ii) the Board must disclose such disbursements, remuneration or charges in its Annual Report next published after payment of such disbursements, remuneration or charges; and
    - (iii) in the case of any appointment of an entity (whether incorporated or unincorporated) to carry out services for the Centre, the full written terms and conditions thereof have been made available for inspection at the Premises, by any Member who makes written request for the same.
- 10.2 Subject to clause 10.1, in the exercise of the powers conferred by this Constitution, each Director or Advisor in the discharge of any duty or exercise of any discretion as Director or Advisor shall ensure that any person who is:
- (a) a trustee of a trust;
  - (b) a shareholder or director of any company by which any business of the Trust is carried on;
  - (c) settlor or a trustee of any trust that is a shareholder of any company by which any business of the Trust is carried on;
  - (d) any associated person (as defined in section YA 1 of the Income Tax Act 2007) of either a director or any person referred to in clauses 9.1 - 9.3;



does not by virtue of that capacity in any way determine or materially influence the determination of the nature or amount of any benefit, advantage or income or the circumstances in which such benefit, advantage or income is to be received, gained or derived by that person, and any payment made to any person in or following breach of this clause 10.2 shall be void.

- 10.3 The Board shall require that a clause to the same effect as clause 9.1 of this Constitution be included in the Constitution of any company engaged by the Board to carry out business on behalf of the Centre.

## **11. ACCOUNTS AND FINANCIAL REPORTING**

### **Bank Accounts**

- 11.1 The Board shall keep an account or accounts at such bank or banks as the Board may decide. Cheques, withdrawals and authorities shall be signed or endorsed, as the case may be, by such person or persons as the Board may decide.

### **Reporting Responsibilities**

- 11.2 Without derogating from its duties under any enactment or at law, the Board has the reporting responsibilities in relation to:
- (a) its own performance; and
  - (b) its committees;
- in accordance with the provisions of this clause 11.

### **Financial reports**

- 11.3 The Board shall cause to be made up to the end of each Financial Year a statement of financial position and a statement of accounts, prepared and then audited or reviewed in accordance with generally accepted accounting practice.

### **Annual Report**

- 11.4 The Board shall cause to be prepared up to the end of each Financial Year an Annual Report.
- 11.5 The Board shall send to all Members a copy of the Annual Report (whether by email, other electronic means or post).

## **12. GENERAL MEETINGS, REPRESENTATION AND VOTING**

### **General Meetings of Members**

- 12.1 Each year, the Board must convene such General Meetings as set out in Schedule Five.
- 12.2 The Board must determine the procedures that shall govern the conduct of such General Meetings, including voting, provided that such procedures comply with the provisions of Schedule Five.
- 12.3 All Members except Junior Members and Associate Members shall be eligible to vote in an Election or on any resolution required pursuant to this Constitution. Associate Members may vote in an Election for Social Director.

### **Powers of Attorney**

- 12.4 Anyone purporting to hold Power of Attorney in respect of a Member must provide proof of the Power of Attorney to the Board and is subsequently entitled to exercise all the rights of the Member including the right to vote, subject to the requirement that a certificate of non-revocation of power of attorney must accompany any vote.

### **Access to information**

- 12.5 Subject to clause 12.6, every Member shall be entitled at all reasonable times to inspect and take copies of the Constitution, the Register, and any Annual Report or to request to be supplied with copies of or extracts from such documents at the Member's own expense, provided that the Register or any original documents may not leave the Premises.
- 12.6 The Board and Advisory Board shall not release information if doing so would infringe the provisions of the Privacy Act 1993, provided that in the case of access to the Register, the Board shall be entitled to release the names and contact details of the Members to other Members.

## **13. DISPUTE RESOLUTION PROCEDURES**

- 13.1 If any dispute shall arise between any of the Directors, Advisors and/or the Members, that dispute shall be determined by the Board or, at the Board's election, by a mediation process established and overseen by the Board.

## **14. ALTERATION OF CONSTITUTION**

- 14.1 The Board may from time to time amend, revoke or add to the provisions of this Constitution, provided that:

- (a) No such amendment alters the purpose of the Centre or conflicts with the purpose of the Centre.
- (b) No such amendment is inconsistent with the Act, the Charities Act 2005, any other legislation applicable to the Centre, or jeopardises the status of the Centre as a charitable entity or its incorporation under the Act.
- (c) Any proposed amendment to amend this Constitution is put:
  - (i) firstly to the Advisory Board for its approval or caution against the proposal; and
  - (ii) if the proposal is approved by the Advisory Board, thereafter to the Members for their consideration during a consultative process which shall consist of one or more General Meetings, and be subsequently approved by Special Resolution; or
  - (ii) if the proposal is cautioned against by the Advisory Board the proposal may, at the discretion of the Board, be put to the Members for their consideration during a consultative process which shall consist of one or more General Meetings and at which the Advisory Board shall provide its comments on why it has cautioned against the proposal, and the proposal must subsequently be approved by Special Resolution.
- (d) The Board shall not place a Special Resolution before the Advisory Board or the Members to amend this Constitution until professional advice has been obtained confirming that the proposed amendment(s) do not contravene the provisions of this clause 14.

## **15. SEAL**

The Centre shall have a common seal which shall be affixed pursuant to a resolution of the Board, Advisory Board, and/or Members as required by this Constitution to documents requiring execution under seal by the Centre in the presence of two Directors who shall sign their names as witnesses to the affixing of the seal.

## **16. GIFTS**

Subject to the provisions of the Charitable Trusts Act 1957, the Board may on behalf of the Centre accept and receive any gift, bequest, or devise of any money or property for any of the objects and purposes of the Centre whether or not subject to any special trust.

## **17. INDEMNITY**

17.1 The Advisors, Directors, members of committees of the Board and all other officers and/or employees of the Centre shall be saved harmless and kept indemnified from and against all costs, charges, losses, damages and

expenses (including legal costs on a solicitor and own client basis) which such person or persons or any of them may sustain, incur, or be put to, in, about, or as a consequence of the execution or discharge of his or her duties or offices in good faith pursuant to this Constitution or as a consequence of acting in accordance with any direction of the Board or Advisory Board. Such costs, charges, losses, damages and expenses sustained shall be paid from the funds or assets of the Centre.

- 17.2 No Advisor, Director, member of a committee of the Board, officer or employee of the Centre shall be personally liable for any act done or default made by any other person.

## **18. WINDING UP**

On the winding up of the Centre all surplus assets after the payment of all costs, debts and liabilities shall be delivered, transferred or paid (as the case may be) at the discretion of the Board to:

- (a) any charitable orthodox Hebrew religious organisation or organisations in New Zealand in the first instance or if none exist then any charitable orthodox Hebrew religious organisation or organisations overseas; or
- (b) any charitable organisation or organisations in New Zealand providing for the welfare or relief of Jewish persons or for the social or recreational needs or amenities of Jewish persons.

## SCHEDULE ONE Membership and Subscriptions

### I. Membership of the Centre

Only the following persons may be Members of the Centre:

I.1 All members of the Centre at the time its previous rules were passed in March 1986 (herein referred to as the Previous Rules), including:

I.1.1 All members of the Centre who have been approved as members of the Centre since March 1986 and who satisfy the criteria as set out in this clause.

I.2 Every person who after the Commencement Date applies to the Board for membership of the Centre, provided that at the time such application is made such person is also eligible for membership in accordance with the following criteria and provided that such application is accepted by the Board, such consent not to be unreasonably withheld:

*A person whose status as a Jew or Jewess, whether by birth or by conversion or otherwise, would be acceptable to the Chief Rabbi of the United Hebrew Congregations of the Commonwealth, shall be eligible for membership of the Centre when he or she has attained his Barmitzvah or her Batmitzvah or his or her thirteenth birthday, whichever occurs first.*

I.3 The Spouse of every married person who is a Member of the Centre under paragraphs I.1 or I.2 above, provided that such Spouse is eligible for membership in accordance with the criteria set out in paragraph I.2.

I.4 Membership of the Congregation shall be divided into the following categories:

#### I.4.1 Junior Members:

(a) Junior Members are those Members who have attained their thirteenth birthday or their Barmitzvah or Batmitzvah, whichever occurs first, and who are not yet Adult Members.

(b) Junior Members shall be entitled to all privileges of membership except they shall not have the right to vote at any meeting and shall not be eligible to become a Director or Advisor or serve on any committee of the Board.

#### I.4.2 Adult Members:

(a) Adult membership status is granted to a Member at the commencement of the Financial Year immediately following that person's 18<sup>th</sup> birthday.

- (b) Adult Members shall be entitled to all the privileges of membership.

#### **1.4.3 Country Members:**

Country Members are those Adult or Junior Members whose permanent place of residence is either in the South Island or outside a radius of 80 kilometres from the Premises.

#### **1.4.4 Life Members:**

Life Members are those Members of the Centre who at the date of the passing of this Constitution are Life Members of the Centre or who are at any time hereafter made Life Members of the Centre by the Board in recognition of the contribution or service given by the Member to the Centre.

#### **1.4.5 Honorary Members:**

Honorary Members are those Members who at the date of this Constitution are Honorary Members of the Centre.

#### **1.4.6 Associate Members:**

- (a) Associate Members are those Members who, irrespective of place of residence, are financial members of another Jewish Congregation in the Wellington region.
- (b) Associate Members shall be entitled to all privileges of membership except that they shall not be entitled to:
- (i) religious services and support from the Rabbi and/or other religious leaders in such matters as birth, bar mitzvah, bat mitzvah, marriage, death and counselling;
  - (ii) education at the Sunday Hebrew school;
  - (iii) be elected or appointed to the Board or Advisory Board, or to serve on the religious or financial committees of the Board; or
  - (iv) voting rights at Annual General Meetings or other General Meetings, including most Elections, but Associate Members are entitled to attend and be heard at such meetings subject to any other restriction imposed by this Constitution and vote in an Election for Social Director as per clause 12.3.

## **II. Restrictions on participation**

- II.1 A male Member who is married to a person who does not qualify for membership pursuant to paragraph I.2 may not take an official part in any service or religious ceremony without the express permission of the Religious Director in consultation with the Rabbi.
- II.2 Any Member who is in arrears of payment of his or her fees, subscriptions, or levies may not be entitled to address a General Meeting or vote in an Election as provided elsewhere in this Constitution.

### **III. Subscriptions**

- III.1 The Board shall have the discretion to set any fees or subscriptions payable by all categories of membership as it sees fit, subject to the following:
- (a) A married person eligible for membership in accordance with the criteria set out in paragraph I.2, whose Spouse is also eligible thereunder, shall pay such subscriptions, seat rentals and Chevra Kadisha levies in respect of both parties as shall be determined from time to time by the Board;
  - (b) All other persons eligible for membership in accordance with the criteria set out in paragraph I.2 shall pay such subscriptions, seat rentals and Chevra Kadisha levies as shall be determined from time to time by the Board; and
  - (c) Any Member who is granted adult membership status pursuant to paragraph I.4.3(b) shall pay subscriptions, seat rentals and Chevra Kadisha levies in accordance with his or her age rather than his or her membership status.
- III.2 The Finance Director, in consultation with his or her committee, may in his or her absolute discretion waive or reduce the fee, subscription or levy payable by any Member on the grounds of financial hardship or on any other grounds considered by the Board to be sufficient.

### **IV. Obligations on Members**

- IV.1 Subject to paragraph IV.2, Members shall pay all fees, subscriptions and levies set by the Board. If at any time a Member ceases to be a Member of the Centre, he or she shall remain liable to pay to the Centre all fees, subscriptions and levies then owing by that person to the Centre for that Financial Year and any arrears owing prior to that Financial Year.

- IV.2 Any Member intending to resign his or her membership must give notice in writing of such intention to the Board. Such Member shall remain liable to pay all fees, subscriptions and levies as stated in paragraph IV.1. If the Member has paid any fee, subscription or levy prior to resigning, they shall not be entitled to any refund.
- IV.3 Any person who has previously been a Member of the Centre or the Congregation and who resigned his or her membership or whose membership has otherwise terminated or lapsed, and who meets the membership criteria set out in paragraph I.2, shall only be entitled to apply for membership again upon payment of all unpaid fees, subscriptions and levies in relation to that person's previous period of membership of the Centre or the Congregation as applicable.
- IV.4 In addition to the fees payable pursuant to IV.4 above, if such person has resided continuously within 80km of the Centre since the earlier resignation, termination or lapsing of membership that person shall pay the lesser of:
- (a) three years subscriptions; or
  - (b) the subscriptions that would have been payable if the person had remained a member.



**SCHEDULE TWO**  
**Criteria and procedures for appointment and election of Directors and**  
**Advisors**

I. General provisions

I.1 No person shall be elected or appointed as an Advisor or a Director nor shall such person remain an Advisor or Director unless that person is a Member (other than a Junior or Associate Member) and provided that:

- (a) in the case of the Religious Director of the Board, it is also a requirement that his or her Spouse (if any) is also a Member; and
- (b) the criteria in paragraph I.4(e) – (j), Schedule Two does not disqualify that person from election or appointment.

I.2 Every Advisor and every Director shall be eligible, on the expiry of his or her term in office, to be elected, re-elected or re-appointed as a Director or an Advisor.

I.3 Any Advisor or Director may at any time resign by notice in writing signed by the Advisor or Director and addressed to the Board.

I.4 Termination of office of Director or Advisor:

A person shall cease to be a Director or Advisor, if he or she:

- (a) subject to clauses 7.4 and 8.4, retires in accordance with the provisions of this Constitution or has been in office for more than the term for which he or she was elected or appointed;
- (b) resigns his or her position as a member of the Board or as a Director or Advisor;
- (c) being a Director or member of the Board, fails or neglects to attend three consecutive meetings of the Board or committee meetings of which the Director is the Chairperson without leave of absence, unless it appears to the Board at its first meeting after the last of such absences that there is a proper reason for such non-attendance; or
- (d) being an Advisor, fails or neglects to attend three consecutive meetings of the Advisory Board without leave of absence, unless it appears to the Advisory Board at its first meeting after the last of such absences that there is a proper reason for such non-attendance; or
- (e) becomes of unsound mind, becomes a person in respect of whose affairs an order under the Protection of Personal and Property

Rights Act 1988 and its amendments is made, or otherwise becomes unfit or unable to act as a Director or Advisor; or

- (f) has committed an act of bankruptcy or is an undischarged bankrupt; or
- (g) is or has ever been convicted of an offence involving dishonesty as defined in section 2(1) of the Crimes Act 1961, or an offence under section 373(4) of the Companies Act 1993; or
- (h) is otherwise prevented from being an officer of the Centre by reason of the restrictions set out in section 16 of the Charities Act 2005; or
- (i) ceases to reside permanently within an 80 kilometre radius of the Premises; or
- (j) ceases to be a Member of the Centre and/or ceases to be eligible for membership of the Centre; or
- (k) upon the unanimous resolution of the members of the Board or Advisory Board (other than such member of the Board or Advisory Board) that such Director or Advisor should be removed from the board or Advisory Board upon the grounds that the Director or Advisor's character or conduct is unbecoming or person acting as Director or Advisor; or
- (l) is removed from office by any Court; or
- (m) dies.

## II. Retirement of Directors in office pursuant to clause 7.2

### II.1 The Directors shall retire as follows:

Any Member elected to one of the positions of Elected Director shall be elected for a term of two years, the term commencing in accordance with paragraph IV.12.

## III. Retirement of Advisors

### III.1 The Advisors shall retire as follows:

Any Member elected to one of the positions of Advisor shall be elected for a term of three years, the term commencing in accordance with paragraph IV.12.

## **IV. Election of Elected Directors and Advisors**

### ***Voting***

- IV.1 All Members except Junior Members and Associate Members (except in the case of an Election for Social Director) shall be eligible to cast one vote in an Election. However, no Member who is more than one quarter in arrears in payment of his or her fees, subscriptions, or levies shall be entitled to vote in an Election.
- IV.2 Voting in an Election shall be by way of a show of hands or poll taken at an Annual General Meeting.
- IV.3 Voting in an Election shall be by personal vote and Members are not permitted to appoint a proxy, however, this does not affect the right of any person with a Power of Attorney to exercise a right to vote on behalf of a Member.

### ***Nominations***

- IV.4 The Board must, no later than 28 days prior to each Annual General Meeting at which an Election is to be held, notify Members that nominations for the position of Elected Directors and/or Advisors (as applicable) may be lodged with the Board at the time of notifying the date of the Annual General Meeting. The following notification procedures apply:
- (a) In the case of the positions of Elected Directors referred to in clause 7.2(a) to (d), the Board shall ensure it is clear which of these positions is/are vacant and seek nominations in respect of each vacant position.
  - (b) In the case of the positions of Elected Directors referred to in clause 7.2(e), if a vacant position has been allocated a certain role or responsibilities in accordance with clause 7.6(i) and the Board wishes to seek nominations in respect of that particular position, it shall ensure that it is clear what role that position carries and seek nominations in respect of that position in the same manner as for one of the positions referred to in clause 7.2(a) to (d).
  - (c) In the case of the positions of Elected Directors referred to in clause 7.2(e), unless notification is given in accordance with paragraph IV.4(b), then nominations for these roles may be sought generally without being specific to any particular position.
  - (d) In the case of the positions of Advisor referred to in clause 8.2(a) and (b), the Board shall ensure it is clear which of those positions are vacant and seek nominations in respect of each vacant position.

- (e) In the case of the positions of Advisor referred to in clause 8.2(c) and (d), nominations for these roles may be sought generally without being specific to either position.

IV.5 Every Elected Director or Advisor on the expiry of his or her term of office shall automatically be nominated for re-election/election as an Elected Director or Advisor to the Board or Advisory Board on which he or she has been serving (as applicable), provided that he or she consents to such nomination.

IV.6 A nomination must:

- (a) contain details of the Member's full name, address and contact number;
- (b) include a declaration signed by the Member that declares that the Member is not a person who is precluded from holding office as a Director or Advisor on the basis of one or other of the matters specified in paragraph 1.4(e) to (j) of this Schedule Two;
- (c) include the written signature of both the Member nominated and the Member making the nomination;
- (d) indicate which position on the Board or Advisory Board the person is nominated for; and
- (e) be accompanied by a brief statement containing details of experience and objectives relevant to the position of Elected Director or Advisor that the nomination relates to.

IV.7 Subject to paragraph IV.5, documentation relating to nominations for the position of Elected Director or Advisor may only be made by Members and must be received at the office of the Board no later than 14 days prior to the date of the Election.

### ***Returning Officer***

IV.8 The Chairperson of the Advisory Board (or if unavailable, another member of the Advisory Board) shall be responsible for attending the Annual General Meeting and counting the votes cast in respect of Elected Directors.

IV.9 In the case of an Election to any of the positions on the Advisory Board, the Chairperson of the Board (or if not present, another member of the Board) shall be responsible for counting the votes received in respect of the positions of Advisor in accordance with clause IV.10.

### ***Election and commencement of term of office***

IV.10 Nominees shall be elected as follows:

- (a) *"Specified Position"*: The nominee who has received the highest number of valid votes for a Specified Position on the Board or Advisory Board shall be the person elected to that Specified Position on the Board or Advisory Board.
- (b) *Non-specified positions*: In the case of any other position on the Board or Advisory Board, the nominee or nominees who have received the highest number of valid votes for the remaining non-specific positions on the Board or Advisory Board shall be the person or persons elected to those positions, provided that the number of persons elected shall not exceed the number of positions vacant.
- (c) *Definition of "Specified Position"*: For the purposes of this paragraph, a Specified Position includes any position of Elected Director referred to in clause 7.2(a) to (d), any position of Elected Director referred to in clause 7.2(e) in respect of which the Board is seeking a specific vote as notified in accordance with paragraph IV.4(b), and the positions on the Advisory Board referred to in clause 8.2(a) and (b).

IV.11 Where there is an equality of votes between nominees who would otherwise be appointed to a specific position of Elected Director or as an Advisor, there shall be a second show of hands or poll regarding which of those two nominees should be elected to that position of Elected Director or Advisor.

IV.12 The term for which any Elected Director or Advisor is elected shall commence on the eve of the Sabbath Bereshith following the Annual General Meeting at which his or her election is announced by the Board in accordance with this Schedule. However, if there has been a delay in the completion of the Election process, such as due to insufficient nominations, and the Board cannot announce the results of the Election at the Annual General Meeting in respect of all current vacancies in the office of Elected Directors or Advisors, the term for which any subsequently Elected Director or Advisor is elected in accordance with the process set out in this Schedule shall commence on a date to be determined by the Board.

IV.13 If all positions in the office of Elected Directors or the Advisory Board cannot be filled at an Election due to insufficient nominations, the Board shall appoint Directors as required to fill the vacant positions as per clause 7.5.

### ***Frequency and time of Elections***

IV.14 Elections shall be held as necessary by the Board in accordance with the requirements of this Constitution.

IV.15 The Board must arrange and conduct an Election of Elected Directors and Advisor in accordance with the provisions set out in this Schedule at such times as shall ensure that:

- (a) Any vacancy in the office of the Board or Advisory Board that will arise either as a result of the retirement of a Director or Advisor as specified in paragraphs II.1 or III.1 of this Schedule, or otherwise on the termination or expiry of the term of any Elected Director or Advisor, will be filled at the time the term of office of that Director or Advisor is due to expire or as soon thereafter as is practicable in all the circumstances; and
- (b) Subject to clause 7.4, no Member who is elected as an Elected Director shall hold office for a period longer than two years without facing re-election; and
- (c) Subject to clause 8.4, no Member who is elected as an Advisor shall hold office for a period longer than three years without facing re-election.

***Notification of Election results***

IV.16 The Board shall announce the results of the Election at the Annual General Meeting. If any steps in the Election process are required to be repeated, the Board shall announce the subsequent results of the Election as soon as is practicable in a manner to be determined by the Board.

**SCHEDULE THREE**  
**Proceedings of the Board**

**I. Meetings of the Board**

- I.1 The Board shall meet to conduct business at such intervals as the Board may decide. The Board may by a simple majority invite to such meeting whomever the Board may decide will assist with their deliberations.
- I.2 Except as expressly provided otherwise by this Constitution, any matter requiring decision at a meeting of the Board shall be decided by a simple majority of the Directors personally present and voting on the matter.
- I.3 In the event of an equality of votes the Chairperson shall have a casting vote.
- I.4 Except as expressly provided otherwise by this Constitution, a resolution in writing signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Any such resolution may consist of several like documents each signed by one or more Board members. Any such document sent by a Director by facsimile or such other electronic means as shall be approved by the Board from time to time shall be deemed to have been duly signed by that Director.
- I.5 Any Director may at any time give notice convening a meeting of the Board. Such notice shall be given to each other Director at least 10 Working Days before the date of the proposed meeting. No notice or other communication will be effective until received. It will, however, be deemed to have been received by the addressee:
- (a) in the case of an email or facsimile, on the business day on which it is transmitted or, if transmitted after 5.00 pm on a Working Day or despatched on a non Working Day, on the next Working Day after the date of dispatch;
  - (b) in the case of personal delivery, when delivered; and
  - (c) in the case of a letter sent by ordinary post, on the second Working Day after posting.

The notice shall state the time and place of the meeting and, in sufficient terms, the nature of the business to be transacted.

- I.6 Subject to clause 7.7(h), no business of the Board shall be transacted at a meeting of the Board unless a Quorum is present.
- I.7 Minutes of the proceedings of all meetings of the Board shall be recorded and filed by the Secretary and shall be signed by the Chairperson of the meeting at which the minutes are confirmed. Every such minute

purporting to be so signed shall be prima facie evidence of the matters recorded. A minute of the proceedings of any meeting by telephone or other electronic means of communication shall be sufficient evidence of the observance of all necessary formalities if the minute of the meeting signed by the Chairperson of the meeting shall contain a certificate to that effect.

- 1.8 A copy of such minutes shall be sent to each member of the Board and the Advisory Board as soon as practicable after each meeting.

## **II. Chairperson, Deputy Chairperson and Secretary:**

- II.1 The Chairperson shall be the person elected to the position of Chairperson of the Board.
- II.2 The Board shall elect one Director to act as Deputy Chairperson from year to year or for such term of years as the Board may decide. In the absence of the Chairperson the Deputy Chairperson shall have and may exercise all the powers of, and shall perform all the duties, of the Chairperson.
- II.3 The Board shall appoint a Secretary who may be a Director or any other person.
- II.4 The Secretary may be an Adult or Life or Honorary Member, or a full-time or part-time employee of the Centre.

## **III. Delegation of Powers**

- III.1 The Board may delegate in writing to any committee of the Board, such of the powers of the Board as the Board may decide, and subject to any restraints imposed by this Constitution or by the Board, a Director may delegate any of his or her powers to the committee of the Board established to assist that Director in the execution of his or her duties.
- III.2 Any person or committee acting under delegated power shall act in accordance with the terms of this Constitution and, in the absence of proof to the contrary, shall also be presumed to be acting within the terms of the delegation.
- III.3 The Board and/or a Director may revoke wholly or partly any delegation of its/his/her powers at any time.
- III.4 Subject to the provisions of this Constitution and to any directions given by the Board or the Director who is the Chairperson of a Committee, any person or committee to which any powers of the Board have been delegated may conduct that person's or the committee's affairs as that person or the committee may decide.
- III.5 The Board must, in delegating the powers of the Board, provide restrictions or rules by or within which such delegated powers are to be



exercised in accordance with this clause and in each case must require the delegate to report to the Board on any action or decision taken as delegate.

#### **IV. Committees of the Board**

- IV.1 Each Elected Director shall establish a committee to assist him or her to carry out his or her duties as required by clause 7.6(j) and in accordance with part IV of this Schedule, and shall be the Chairperson of his or her committee.
- IV.2 Any Appointed Director authorised by the Board to establish a committee to assist him or her to carry out his or her duties shall do so in accordance with part IV of this Schedule, and shall be the Chairperson of his or her committee.
- IV.3 Each committee shall be comprised of between one and eight Members, sourced on a voluntary basis, in addition to the Chairperson. Each member shall serve for a period of 12 months, but is entitled to resign from the committee at any time. One Member shall be appointed as the secretary of the Committee.
- IV.4 Voluntary members of any committee shall not be vested with any decision making powers that would give such persons any significant influence over the management or administration of the Centre. Rather, the function of members of the committee of the Board is to provide administrative support and to generally assist the Director who is the Chairperson of the committee in the execution of his or her duties, with decision making power reserved to the Director.
- IV.5 Subject to complying with any policies or procedures set by the Board or this Constitution, each committee shall regulate its own proceedings.
- IV.6 In the event of any dispute over who shall serve on a committee or over a matter of procedure, the Chairperson of the committee shall in the first place have the discretion to decide the matter, and thereafter, the Board shall be consulted, and any decision of the Board is determinative.

**SCHEDULE FOUR**  
**Proceedings of the Advisory Board**

**I. Meetings of the Advisory Board**

- I.1 The Advisory Board shall meet to conduct business at such intervals as the Advisory Board may decide. The Advisory Board may by a simple majority invite to such meeting whomever the Advisory Board may decide will assist with their deliberations.
- I.2 Except as expressly provided otherwise by this Constitution, any matter requiring decision at a meeting of the Advisory Board shall be decided by a simple majority of the Advisors personally present and voting on the matter.
- I.3 In the event of an equality of votes the Chairperson shall have a casting vote.
- I.4 Except as expressly provided otherwise by this Constitution, a resolution in writing signed by all the Advisors shall be as valid and effectual as if it had been passed at a meeting of the Advisory Board duly convened and constituted. Any such resolution may consist of several like documents each signed by one or more Advisory Board Members. Any such document sent by an Advisor by facsimile or such other electronic means as shall be approved by the Advisory Board from time to time shall be deemed to have been duly signed by that Advisor.
- I.5 Any Advisor may at any time give notice convening a meeting of the Advisory Board. Such notice shall be given to each Advisor at least 10 Working Days before the date of the proposed meeting. No notice or other communication will be effective until received. It will, however, be deemed to have been received by the addressee:
- (a) in the case of an email or facsimile, on the business day on which it is transmitted or, if transmitted after 5.00 pm on a Working Day or despatched on a non Working Day, on the next Working Day after the date of dispatch;
  - (b) in the case of personal delivery, when delivered; and
  - (c) in the case of a letter sent by post, on the fifth Working Day after posting.

The notice shall state the time and place of the meeting and, in sufficient terms, the nature of the business to be transacted.

- I.6 Subject to clause 8.6(d), no business of the Advisory Board shall be transacted at a meeting of the Advisory Board unless a Quorum is present.

- I.7 Minutes of the proceedings of all meetings of the Advisory Board shall be recorded and filed by the Secretary and shall be signed by the Chairperson of the meeting at which the minutes are confirmed. Every such minute purporting to be so signed shall be prima facie evidence of the matters recorded. A minute of the proceedings of any meeting by telephone or other electronic means of communication shall be sufficient evidence of the observance of all necessary formalities if the minute of the meeting signed by the Chairperson of the meeting shall contain a certificate to that effect.

### **III. Chairperson, Deputy Chairperson and Secretary:**

- II.1 The Chairperson and Deputy Chairperson shall be the persons elected to those positions of the Advisory Board pursuant to clause 8.2.
- II.2 In the absence of the Chairperson, the Deputy Chairperson shall have and may exercise all the powers of, and shall perform all the duties, of the Chairperson.
- II.3 The Advisory Board shall appoint a Secretary who may be an Advisor or any other person.
- II.4 The Secretary may be an Adult or Life or Honorary Member, or a full-time or part-time employee of the Centre.

### **III. Delegation of Powers**

- III.1 The Advisory Board may not delegate any of its powers.

## **SCHEDULE FIVE**

### **Proceedings at General Meetings**

#### **I. Meetings**

- I.1 The Board shall convene an Annual General Meeting in accordance with this Schedule at which:
- (a) the contents of the Annual Report shall be discussed and considered;
  - (b) the general business of the Centre shall be conducted;
  - (c) any notices of motion or matters to be approved by resolution by the Members shall be considered and voted upon; and
  - (c) Directors and Advisors shall be elected as necessary and the results of any Election shall be announced as provided in Schedule Three.
- I.2 Annual General Meetings must be held once every 12 months (or thereabouts) in the month of Ellul as is practicable and within 6 months of the end of the Financial Year.
- I.3 A Special General Meeting must be convened by the Board on the written request of:
- (a) the Chairperson of the Board (or the deputy-Chairperson if the Chairperson is indisposed); or
  - (b) the Chairperson of the Advisory Board (or the deputy-Chairperson if the Chairperson is indisposed); or
  - (c) not less than 50% of Directors and/or Advisors; or
  - (d) the lesser of 30 Members or 10% of Members.

#### **II. General Procedures at Meetings**

##### **Election:**

- II.1 The procedures set out in Schedule Three must be complied with in respect of any Election process that may form part of a General Meeting.

##### **Notice:**

- II.2 Members shall be given no less than 28 days notice of a General Meeting and be invited to forward any notices of motion to the Board at least 14 days prior to the Annual General Meeting.

##### **Quorum:**

- 11.3 No business shall be transacted at a General Meeting unless a Quorum is present.

**Adjourned Meeting:**

- 11.4 If a Quorum is not present within one hour of the time appointed for the start of a General Meeting:
- (a) the meeting is to stand adjourned until the same hour at the same place not less than 20 Working Days following the adjournment of that meeting unless the Board otherwise determines; and
  - (b) notwithstanding paragraph 11.4(a), at the reconvened meeting the Directors, Advisors and Members present shall constitute a Quorum.

**Chairperson:**

- 11.5 The Chairperson of the Board or, in his or her absence, the Deputy-Chairperson of the Board, will preside over and have control of every General Meeting. If there is no Chairperson or Deputy-Chairperson present at the time appointed for holding a General Meeting, or if either of those persons is unwilling or unable to preside over the meeting, the Directors present may choose a person to substitute as Chairperson for that General Meeting.

**Ordinary Resolutions:**

- 11.6 Except in the case of the resolutions referred to in paragraph 11.8, resolutions shall be by Ordinary Resolution taken by a show of hands at a General Meeting, unless a poll is required by the Board.
- 11.7 An Ordinary Resolution shall not be binding upon the Board, which may still exercise its discretion to adopt another course of action.

**Special Resolutions:**

- 11.8 In the case of a resolution approving amendments to this Constitution or approving a Major Transaction, resolutions shall be by way of Special Resolution.

**Voting**

- 11.9 All Members except Junior Members and Associate Members shall be eligible to vote on any resolution required by this Constitution and votes shall be cast in accordance with this Schedule. However, no Member who is more than one quarter of a Financial Year in arrears in payment of his or her fees, subscriptions or levies shall be entitled to vote at a General Meeting.
- 11.10 Voting at a General Meeting shall be by way of a show of hands or poll taken at the General Meeting.

- II.11 Voting on a resolution shall be by personal vote at a General Meeting, and Members are not permitted to appoint a proxy, however, this does not affect the right of any person with a Power of Attorney to exercise a right to vote on behalf of a Member.
- II.12 The Chairperson of the Board shall be responsible for counting the votes received in respect of any resolution required at a General Meeting.
- II.13 The Board shall announce the result of any proposed resolution at the General Meeting and/or by such other means as it considers appropriate.

### **Information provided prior to General Meeting**

- II.14 The Board shall ensure that clause 11.2 has been complied with at least 28 days prior to an Annual General Meeting.
- II.15 The Board shall post to all Members such information as properly informs them of any proposed resolution for consideration at a General Meeting. Any Member may request further information from the Board as to the proposed resolution, which subject to the limitations referred to in clause 12.6, the Centre shall provide at the expense of that Member.

### **Addressing the Meeting**

- II.16 No Member who is more than two quarters of a Financial Year in arrears in payment of his or her fees, subscriptions or levies is entitled to address a General Meeting.