

CORPORATIONS ACT

A CORPORATION LIMITED BY GUARANTEE

CONSTITUTION

OF

EMANUEL SYNAGOGUE

ACN 000 049 329

As adopted at AGM on 26 April 2006 and
amended at AGMs on 30 May 2007,
26 May 2008 and 31 May 2010

The Congregation Of The Temple Emanuel
Sara Joffe
7 Ocean Street
Woollahra NSW 2025



Certificate of Registration on Change of Name



This is to certify that

THE CONGREGATION OF THE TEMPLE EMANUEL

Australian Company Number 000 049 329

did on the seventeenth day of July 2008 change its name to

EMANUEL SYNAGOGUE

Australian Company Number 000 049 329

The company is a public company.

The company is limited by guarantee.

The company is taken to be registered under the Corporations Act 2001 in New South Wales and the date of commencement of registration is the twenty-fifth day of February, 1944.

Issued by the
Australian Securities and Investments Commission
on this seventeenth day of July, 2008.

A handwritten signature in black ink, appearing to read 'A. M. D'Aloisio'.

Anthony Michael D'Aloisio
Chairman

CERTIFICATE



AUSTRALIAN
SECURITIES
COMMISSION

CITY AGENTS
ATTN: MARK SCOTT
16 O'CONNELL ST
SYDNEY NSW 2000

Certificate of the Registration of a Company

Corporations Law Paragraph 1274 (2) (b)

This is to certify that

THE CONGREGATION OF THE TEMPLE EMANUEL

Australian Company Number 000 049 329

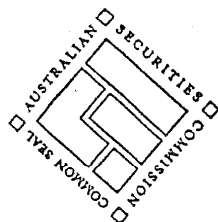
is taken to be registered as a company under the
Corporations Law of New South Wales.

The company is limited by guarantee.

The company is a public company.

The day of commencement of registration is
the twenty-fifth day of February 1944.

Given under the seal of the
Australian Securities Commission
on this twenty-first day of August, 1992.



Christopher Gook

A delegate of the Australian Securities Commission

CORPORATIONS ACT
CORPORATION LIMITED BY GUARANTEE
CONSTITUTION
OF
EMANUEL SYNAGOGUE

NAME

1. The name of the Corporation is Emanuel Synagogue.

FUNDAMENTAL VALUES

2. The Fundamental Values of the Congregation are:
 - (a) **Torah**: a belief in Judaism as a God-centred way of life, based on Torah in both its written form and through rabbinic development, as the source of Jewish history, mitzvot, tradition and values;
 - (b) **Mitzvot**: commandments learned from the Torah, as the building blocks of Judaism governing each person's daily, weekly and annual patterns in life, and forming the basis of each person's values and ethics;
 - (c) **Tradition**: comprising the minhagim (customs) and historical halakhic processes within Judaism, in accordance with the norms of our congregation and the spiritual needs of individuals;
 - (d) **Values**, ethics and practices based on Jewish tradition, especially tikkun Olam, repairing the world through the application of Jewish law and ethics to injustice and apathy within our society.
 - (e) **Pluralism**: the recognition that meaning is developed by free thinking individuals in an atmosphere of open enquiry;
 - (f) **Egalitarianism**: providing for equal rights, opportunities and responsibilities for all Jews regardless of racial or ethnic background, gender or sexual orientation;
 - (g) **Israel**: a commitment towards the establishment and development of the modern State of Israel living in peaceful co-existence with its neighbours and an identification with an mutual understanding between Israel and Diaspora communities; and
 - (h) **Hebrew**: the universal Jewish language that connects us to our Jewish heritage and communities around the world.

OBJECT AND ACTIVITIES

3. The Object of the Corporation is to develop and promote its Fundamental Values and, for the achievement of that object, to carry on any and all of the following activities:
 - (a) to develop and promote educational, religious, cultural and other programs and

activities and facilities for them;

- (b) to develop and promote the beliefs, teachings, doctrines, rituals and practices of Judaism;
- (c) to develop and promote philanthropy (tzedakah), deeds of lovingkindness (gemillut Chasidim) and world repair (tikkun olam);
- (d) to work with other sections of the community and organisations involved in Australian Jewry; and
- (e) to work with all appropriate organisations involved in interfaith activities affecting Australian Jewry.

POWERS

- 4. The powers of the Corporation are those contained in the Corporations Act. Accordingly, subject to the Law, the Corporation has the legal capacity and powers of an individual, and also the powers of a body corporate.
- 5. Without limiting the generality of clause 4, for the purpose of achieving or furthering the Object of the Corporation, the Corporation has power to do all and each of the following:
 - (a) to acquire and secure the transfer to the Corporation of any assets held in trust for the Corporation or for the Object of the Corporation or any of the activities referred to in clause 3;
 - (b) to build, erect, construct, lay down, enlarge, pull down, alter, re-erect, repair and maintain any buildings, works or houses necessary or convenient for the object of the Corporation;
 - (c) to purchase, take on lease or an exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Corporation Provided That if the Corporation takes or holds any property which may be subject to any trust, the Corporation shall only deal with the same on the terms of the trust;
 - (d) 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 Corporation in the shape of donations, subscriptions, bequests or otherwise;
 - (e) to sell, manage, lease, mortgage, dispose of or otherwise deal with all or any part of the real and personal property of the Corporation;
 - (f) to act as the trustee of any trust established for charitable or benevolent purposes or as a gift deductible recipient;
 - (g) to borrow and raise money for the purposes of the Corporation in such manner as the Corporation may think fit;
 - (h) to enter into any arrangements with any government or governmental authority, supreme, municipal, local or otherwise, that may seem conducive to the Corporation's objects or any of them, and to obtain from any such government or

authority any rights, privileges and concessions which the Corporation may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions;

- (i) to appoint, employ, remove or suspend any rabbis, cantors or other ministers of Judaism and such managers, clerks, secretaries, servants, workmen or other persons as may be necessary or convenient for the purposes of the Corporation;
- (j) to buy, sell, construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Corporation's interests including the general education and/or religious instruction of young persons of the Jewish faith, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (k) to invest and deal with the money of the Corporation not immediately required in such manner as the Corporation may from time to time think fit;
- (l) to borrow or raise or secure the payment of money in such manner as the Corporation may think fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Corporation in any way and, in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Corporation's property (both present and future), and to purchase, redeem or pay off any such securities;
- (m) to make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Corporation;
- (o) to take or hold mortgages, liens and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Corporation's property of whatsoever kind sold by the Corporation, or any money due to the Corporation from purchasers and others;
- (p) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Corporation;
- (q) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or corporations with which the Corporation is authorised to amalgamate;
- (r) to establish and support and to aid in the establishment and support of any other organisations formed for the object of the Corporation and also to set up and maintain any branch of the Corporation in any place in New South Wales or elsewhere;
- (s) to assist in 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

- (t) to do all such other lawful things as are incidental or conducive to the attainment of the objects of the Corporation.

INCOME AND PROPERTY

6. All the income and property of the Corporation shall be applied solely towards the promotion of the Object of the Corporation as set out in this Constitution, and no portion of such income or property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Corporation Provided That nothing contained in this clause shall prevent the payment in good faith of remuneration to any officers or servants of the Corporation or to any member of the Corporation in return for any services actually rendered to the Corporation or for goods supplied to the Corporation in the ordinary and usual course of business nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed by the Constitution of the Corporation on money borrowed from any member of the Corporation or reasonable and proper rent for premises demised or let by any member of the Corporation but so that no member of the Board can receive any remuneration in money or monies worth for work done or services performed as a Director except for the repayment of out-of-pocket expenses, payment of interest in accordance with the Constitution of the Corporation on money lent to the Corporation or reasonable and proper rent for premises let to the Corporation.

LIABILITY OF MEMBERS

7. The liability of the members is limited.

WINDING-UP

8. Every member of the Corporation undertakes to contribute to the property of the Corporation in the event of the same being wound up while he is a member or within one year after he ceases to be a member, for payment of the debts and liabilities of the Corporation contracted before he ceased to be a member and for the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding ten dollars (\$10.00).
9. If upon the winding up or dissolution of the Corporation there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Corporation but shall be given or transferred to some other institution or institutions being non-profit organisation(s) in New South Wales having objects similar to the Object of the Corporation, and whose objects or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed on the Corporation under or by virtue of this clause 8, such institution or institutions to be determined by the members of the Corporation at or before the time of the dissolution and in default, by application to the Supreme Court for determination.

ACCOUNTS AND AUDIT

10. True accounts shall be kept of the sums of money received and expended by the Corporation, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Corporation and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with this Constitution or the Law for the time being in force, shall be open to the inspection of the members. Once at least in every year the accounts of the Corporation shall be examined by one or more properly qualified auditor or auditors

who shall report to the members in accordance with the provisions of the Law.

MEMBERSHIP

11. Membership of the Corporation shall be open to any adult person of good moral character who is approved by the Board and who is a member of the Jewish faith and to any family group in which at least one adult would qualify for membership.
12. Subject to clause 11 each person or persons as the Board shall admit to membership in accordance with this Constitution shall be a member or members of the Corporation and his, her or their name(s) and address(es) shall be entered in the register of members of the Corporation accordingly.
13. Categories of membership of the Corporation shall comprise:
 - (a) Ordinary Membership which shall be available to individual natural persons;
 - (b) Family Membership which shall be available to family units consisting of one or two adults co-habiting with each other plus such child or children under the age of eighteen (18) years who is a child or are children of one or other or both of him, her or them or who ordinarily resides with him, her or them;
 - (c) Associate Membership which shall be open to any person under the age of eighteen years who has obtained his or her Barmitzvah or Batmitzvah and who is approved by the President or his or her nominee for so long as the President or his or her nominee determines. An Associate Member shall not be liable to pay any subscription for membership of the Corporation; and
 - (d) such other class or classes of membership as the Board from time to time decides or approves.
14. Every applicant for membership of the Corporation shall be proposed by one and seconded by another member of the Corporation to both of whom the applicant or applicants shall be personally known.
15. Every Membership Application shall be made in writing, signed by the applicant or applicants and his, her or their proposer and seconder and shall be in such form as to the Board from time to time approves.
16. Every Membership Application made in accordance with clause 15 shall be considered by:
 - (a) the Board at its next meeting after receipt of the application; or
 - (b) such committee, sub-committee, sub-board or person as the Board shall delegate or approve for that purpose, as soon as practicable after receipt of the application.

The Board or committee, sub-committee, sub-board or person, as the case may be, shall decide on the acceptance or rejection of the application. In no case shall the Board or committee, sub-committee, sub-board or person, as the case may be, be required to give any reason for the rejection of an application.
17. When an applicant has or applicants have been accepted for membership, the Secretary shall cause written notice of his, her or their acceptance to be sent to the applicant or applicants as soon as practicable together with a request for payment of his, her or their

first annual subscription unless the same shall have been received beforehand (such as, by way of example, together with the application). Upon payment of such first annual subscription or confirmation of its receipt, the applicant(s) shall become a member or members of the Corporation Provided However that if any such payment has not been made within two (2) calendar months after the date of the notice, the Board may in its discretion cancel its acceptance of the applicant or applicants for membership of the Corporation.

18. (a) The annual subscription payable by members of the Corporation shall be such sum or sums as the Board from time to time decides or approves and such subscription shall be payable in such manner as the Board from time to time decides or approves.
- (b) The Board may in its discretion approve different subscriptions for different categories of membership and for different members depending on his, her or their financial or other circumstances such as, by way of example only, pensioners, financially disadvantaged, youth, young adults or membership of, or relationship to other organisations or institutions.
19. All annual subscriptions shall become due and payable on 1 January in every year for the ensuing year but may be paid by such instalments or in such other manner as the Board from time to time decides or approves.
20. (a) The Board may on such conditions as it thinks fit, elect as a Life Member of the Corporation, any member who in the opinion of the Board has rendered to the Corporation meritorious services deserving of special recognition.
- (b) Despite anything to the contrary contained in this Constitution, the person so elected as a Life Member shall from the date of his or her election and whilst he or she continues as a member of the Corporation, not be liable to pay to the Corporation any further membership subscription or any other sum or fee in respect of his or her membership except such sum as may be charged or levied upon the members in respect of any religious matters.
- (c) Except as stated in sub-clauses (a) and (b) of this clause, the person so elected as a Life Member shall be entitled to the privileges and be subject to the obligations of membership as set out in this Constitution.
21. (a) The Board may on such conditions as it thinks fit, elect as an Honorary Member of the Corporation, any person who in the opinion of the Board merits such election.
- (b) Despite anything to the contrary contained in this Constitution, the person so elected as an Honorary Member shall from the date of his or her election and whilst he or she continues as a member of the Corporation, not be liable to pay to the Corporation any membership subscriptions or any other sums or fees in respect of his or her membership except such sums as may be charged or levied upon the members in respect of any religious matters.
- (c) Except as stated in sub-clauses (a) and (b) of this clause, the person so elected as an Honorary Member shall be entitled to the privileges and be subject to the obligations of membership as set out in this Constitution.
22. (a) Any member of the Corporation who, in the opinion of the Corporation, has rendered to the Corporation meritorious services worthy of special recognition,

may be elected by the Corporation in General Meeting as an Honorary Life Governor Provided That there shall not be more than four (4) Honorary Life Governors anyone time.

- (b) Despite anything to the contrary contained in this Constitution, any person elected as an Honorary Life Governor shall, from the date of his or her election, not be liable to pay to the Corporation any membership subscriptions or other sums or fees in respect of his or her membership except such sums as may be charged or levied upon the members in respect of any religious matters.
- (c) Except as stated in sub-clauses (a) and (b) of this clause, the person so elected as an Honorary Life Governor shall be entitled to the privileges and be subject to the obligations of membership as set out in this Constitution.

CESSATION OF MEMBERSHIP

- 23. If the subscription of a member remains unpaid for a period of three (3) calendar months after it becomes due then the member may, after notice of the default has been sent to him by the Secretary or Honorary Treasurer, be debarred by resolution of the Board from all privileges of membership Provided That the Board may reinstate the member on payment of all arrears if the Board thinks fit to do so.
- 24. A member may at any time by giving notice in writing to the Secretary, resign his or her membership of the Corporation but shall continue to be liable for any annual subscription due and unpaid at the date of his or her resignation and for all other monies due by him or her to the Corporation at that date and, in addition, for any sum not exceeding \$10.00 for which he or she is liable as a member of the Corporation under clause 8 of this Constitution.
- 25. If any member wilfully refuses or neglects to comply with the provisions of the Constitution or is guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interests of the Corporation, the Board shall have power by resolution to censure, fine, suspend or expel the member from the Corporation Provided That at least one week before the meeting of the Board at which such a resolution is passed, the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting have had an opportunity of giving orally or in writing any explanation or defence he may think fit. Not less than seven (7) days after the notice, a meeting of the Board shall be held. At the meeting the Board shall:
 - (a) give the member or his or her representative a reasonable opportunity to make written and/or oral representations;
 - (b) give reasonable consideration to any representations submitted to the Board; and
 - (c) by ordinary resolution determine whether to censure, fine, suspend or expel the member or to take no action against the member.

Where the Board determines to censure, fine, suspend or expel the member, the Secretary shall, by notice in writing, inform the member of the fact and of the member's right of appeal under this clause. A resolution to censure, fine, suspend or expel the member does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal

within that period; or

- (b) where, within that period, the member exercises the right of appeal, unless and until the Corporation in General Meeting confirms the resolution pursuant to this clause.

A member may appeal to the Corporation in General Meeting against a resolution of the Board to censure, fine, suspend or expel the member, within seven (7) days after notice of the resolution of the Board is served on the member, by lodging a notice to that effect (a "Notice of Appeal") with the Secretary. Upon receipt of a Notice of Appeal from a member, the Secretary shall notify the Board and shall convene an Extraordinary General Meeting of the members of the Corporation to be held within twenty one (21) days after the date on which the Secretary received the Notice of Appeal. At the Extraordinary General Meeting of the members of the Corporation convened under this clause:

- (a) no business other than the question of the appeal shall be transacted;
- (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing or both; and
- (c) the members of the Corporation present shall vote by secret ballot on the question of whether the resolution of the Board should be confirmed or revoked.

If at the Extraordinary General Meeting, a resolution confirming the resolution of the Board is passed by a majority of two thirds of those present and voting, the member concerned shall be punished accordingly and, in the case of a resolution for his or her expulsion, the member shall be expelled.

- 26. The privileges and obligations of any member of the Corporation shall not be transferable by act or operation of law and shall cease on death, retirement or termination of membership for any reason.
- 27. A member debarred from the privileges of membership in accordance with clauses 23 or expelled in accordance with clause 24 shall continue to be liable to the Corporation, at the date that such resolution by the Board debarring or expelling him is passed, for:
 - (a) any and all annual subscriptions and any other debt or liability owed to the Corporation; and
 - (b) for an amount not exceeding \$10.00 for which he is liable as a member of the Corporation under clause 8 of this Constitution.

GENERAL MEETINGS

- 28. General Meetings of the Corporation shall be held once in each calendar year in accordance with the provisions of the Law, within five (5) calendar month's of the end of the Corporation's Financial Year, at such time and in such place as the Board appoints.
- 29. General Meetings referred to in clause 28 shall be called Ordinary, and all other General Meetings shall be called Extraordinary.
- 30. The Board may, whenever it thinks fit, and shall, upon a requisition made in writing by at least 20 members, convene an Extraordinary General Meeting.
- 31. Any requisition made by members shall state the object of the meeting proposed to be

called, and shall be signed by the members making the same and shall be left at the registered office of the Corporation together with such sum as the Board shall prescribe to reimburse the Corporation for the cost of such meeting.

32. Upon receipt of such a requisition, the Board shall forthwith proceed to convene a General Meeting for the purposes and business specified in the requisition. If the Board does not within 21 days after the date of deposit of the requisition proceed to convene the meeting so as to be held within two months from the date of the deposit of the requisition, the members who made the requisition may themselves convene the meeting.
33. Subject to the provisions of Section 249L of the Corporations Act relating to special resolutions, at least 14 days before every meeting, notice of the meeting specifying the place, the day and hour of the meeting, and in case of special business, the general nature of such business, shall be given to the members of the Corporation in the manner stated in this Constitution or in such other manner, if any, as may be prescribed by the Corporation in General Meeting, but the accidental omission to send such notice to, or the non-receipt of such notice by, any member shall not invalidate the proceedings at any General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

34. The business of an Annual General Meeting shall be:
 - (a) to receive and consider the balance sheet and statement of accounts for the past year and report of the Board and of the auditor;
 - (b) the election of a President, a Vice-President, an Honorary Treasurer, an Honorary Secretary and the other members of the Board whose position is open for election; and
 - (c) to transact such other business which under this Constitution ought to be transacted at an Annual General Meeting and any business which is brought forward for consideration by the report of the Board issued with the notice convening the meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed special.

35. The quorum for a General Meeting of the Corporation shall be twenty (20) members present in person or by proxy or attorney, and no business shall be transacted at any meeting unless a quorum is present at the commencement of such business.
36. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members shall be dissolved. In any other case, the meeting shall 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. If at such adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those members who are present in person shall be deemed to constitute a quorum and may transact the business for which the meeting was called.
37. Subject to clause 38, the President of the Board shall preside as Chairman at every General Meeting of the Corporation.
38. If there is no President of the Board or if the President of the Board is not present at the

time of holding the meeting or is unwilling to act as Chairman, the members present at the meeting shall choose some other Director or, failing that, one of their number to be Chairman of the meeting.

39. (a) Every resolution submitted to a General Meeting shall be decided in the first instance by a show of hands and, in the case of an equality of votes, the Chairman shall, both on a show of hands and at a poll, have a casting vote in addition to the vote or votes to which he may be entitled as a member.
- (b) Notwithstanding sub-clause (a) of this clause, any resolution considered to be a special resolution, including but not limited to changes or amendments to the Corporation's Constitution, shall require the support of 75% of the vote of those present in person or by proxy.
40. At any General Meeting, unless a poll is demanded by at least three (3) persons entitled to vote or by the Chairman, a declaration by the Chairman that a resolution has been carried or carried by a particular majority, and an entry to that effect in the book of proceedings of the Corporation shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
41. If a poll is demanded in accordance with clause 40, it shall, except as provided otherwise in this Constitution, be taken in such manner, and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any demand for a poll may be withdrawn.
42. The Chairman may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any such adjourned meeting other than that left unfinished at the meeting from which the adjournment took place.

VOTING AT GENERAL MEETINGS

43. Only members are entitled to vote at, and only members and such other persons as the Chairman may approve are entitled to attend General Meetings of the Corporation and:
 - (a) in the case of Ordinary Members, each Ordinary Member will have one vote;
 - (b) in the case of Family Members, each Jewish adult Family Member will have one vote;
 - (c) in the case Associate Members, no Associate Member will be entitled to a vote; and
 - (d) in the case of any other class of member, each member of such class shall be entitled to such vote as the Board, in deciding on or approving such class, determines.
44. No member shall be entitled to vote at any General Meeting if any monies, including membership subscription, presently payable by him to the Corporation are in arrears.
45. Votes may be given either personally or by proxy or attorney.

46. A member entitled to attend and vote at a meeting of the Corporation may appoint a proxy (who must also be a member of the Corporation) to attend, speak and vote at the meeting in his or her place but only by an instrument of proxy in the following form (or in a form which is as similar to it as the circumstances permit) or in any other form that the Board may from time to time prescribe or accept.

EMANUEL SYNAGOGUE

PROXY FORM

I, We,
 (Fill name Block Letters)

of
 being a member/members of *Emanuel Synagogue* hereby appoint

.....
 of
 or failing him/her
 of

(or failing him/her) the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Corporation to be held on () at () am/pm and at any meeting held subsequent by and pursuant to an adjournment of that meeting, and to note:

- (a) in the manner he or she sees fit; or
- (b) in the manner indicated below.

DATED:

SIGNED:

| <u>Resolution:</u> | For | Against |
|--------------------|--------------------------|--------------------------|
| 1. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. | <input type="checkbox"/> | <input type="checkbox"/> |

Should you desire to direct your proxy how to vote, please tick the appropriate box, otherwise your proxy may vote as he or she thinks fit or abstain from voting.

47. An instrument of proxy must be executed under the hand of the member or members or of the attorney appointed in writing by the member or members.

48. Any appointment of a proxy or attorney is effective in respect of a particular General Meeting if, and only if, the following instruments are actually received (which includes receipt of a copy of those instruments by legible facsimile transmission) by the Corporation at its registered office (or another place notified by the Board) at least 48 hours (or such shorter time that the Board determines) before the time notified for that meeting:

- (a) in the case of a proxy, the instrument of proxy and if it is executed by an attorney, the relevant power of attorney or an office copy or certified copy of the

power of attorney; or

- (b) in the case of an attorney, the power of attorney or an office copy or certified copy of the power of attorney.

49. Where the Corporation has received an instrument of proxy from a member, the appointment made by that instrument is and remains valid and effective except where the Corporation subsequently receives any of:

- (a) a power of attorney or office copy or certified copy of a power of attorney entitling the attorney to attend and vote at the meeting;
- (b) intimation in writing either of the revocation of the appointment under the instrument of proxy or of the death of the member; or
- (c) another instrument of proxy from the member, such instrument of proxy bearing a later date (or if the instruments bear the same date, the instrument later received by the Corporation) or an intimation in writing of the revocation of the appointment under the other instrument,

in which case the appointment is revoked.

50. Any member may by power of attorney duly executed in the presence of at least one witness, appoint an attorney to act on his or her behalf at all meetings of the Corporation and such power of attorney or proof thereof to the satisfaction of the Chairman shall, before the attorney shall be entitled to act under the power of attorney, be produced for inspection at the registered office of the Corporation or the place at which the meeting is held, together with such evidence of the due execution of the power of attorney as the Board may require, and such attorney may be authorised to appoint a proxy for the member granting the power of attorney.

BOARD

51. No person other than a member of the Corporation may be elected or appointed a member of the Board.

52. The Board shall consist of the office bearers plus not less than five (5) and not more than seven (7) persons all of whom must be members of the Corporation.

53. The office bearers of the Corporation, also called the "Executive" and the "Executive Committee", shall consist of:

- (a) the President;
- (b) the Vice-President;
- (c) the Honorary Secretary;
- (d) the Honorary Treasurer; and
- (e) the Immediate Past President,

53A. Notwithstanding clause 53(e), the immediate Past President shall be an office bearer, and hence member of the Board pursuant to clause 52, for a maximum of one year after he or she ceases to hold the office of President.

54. The Corporation may from time to time by special resolution passed at a General Meeting increase or reduce the number of office bearers and/or other members of the Board.

55. No person who is an employee of the Corporation shall be entitled to be elected or appointed a member of the Board.
56. At each Annual General Meeting of the Corporation, the members of the Board other than the Immediate Past President shall, subject to clauses 69(c) and (d), be elected from among the members of the Corporation who have been members of the Corporation for the respective periods stated in clause 57. Such members of the Board shall hold office until the next Annual General Meeting when then they shall retire but they shall be eligible for re-election.
57. Subject to clauses 69(c) and (d):
- (a) No person shall be eligible for election to the Board unless such person shall have been a member of the Corporation for at least a year immediately preceding his or her election.
 - (b) No person shall be eligible for election to the office of President, Vice-President, Honorary Treasurer or Honorary Secretary unless such person shall have been a member of the Board for at least a year preceding his or her election.
 - (c) In the event that no eligible person nominates for election as an office bearer, the Board at a subsequent meeting may appoint any member of the Board to such office.
 - (d) In the event that no member of the Board is willing to be appointed as an office bearer pursuant to sub-clause (c) of this clause, the Board at a subsequent meeting may appoint any member of the Congregation to such office Provided That the person so appointed shall have been a member of the Congregation for at least a year immediately preceding his or her appointment.
58. The election of members of the Board shall take place in the following manner:
- (a) any two members of the Corporation shall be at liberty to nominate any other member who is not an employee of the Corporation, to serve as a member of the Board;
 - (b) the nomination, which shall be in writing and signed by the member and his or her proposer and seconder, shall be lodged with the Secretary or at the Synagogue at least seven (7) days before the time of the Annual General Meeting at which the election is to take place;
 - (c) a list of the candidates names in alphabetical order with the respective proposer's and seconder's names, shall be posted in a conspicuous place at the Synagogue at least 48 hours immediately preceding the time fixed for the Annual General Meeting;
 - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member of the Corporation present in person or by proxy at the Annual General Meeting shall be entitled to vote for the number of such candidates not exceeding the number of vacancies; and
 - (e) in case there shall not be sufficient number of candidates, the Board may fill up the remaining vacancy or vacancies from among the members of the

Congregation.

59. Any member of the Corporation nominated to serve as a member of the Board shall pay all monies due by him to the Corporation prior to the date of the Annual General Meeting otherwise such member shall become ineligible for election.
60. Elections to any office or offices for which there may be more candidates than there are vacancies to be filled shall be by ballot to be conducted in the following manner:
- (a) two persons present at the meeting shall be appointed scrutineers by the Chairman;
 - (b) the Honorary Secretary or in his or her absence any member appointed by the Chairman shall act as presiding officer at the scrutiny;
 - (c) voting papers shall be duly prepared with the names of the several candidates written or printed thereon and initialled by the Honorary Secretary or (in his or her absence) by such other person as the Chairman may appoint;
 - (d) any person eligible present and desiring to vote shall receive one such voting paper and shall indicated thereon by tick the name or names of such candidate or candidates for whom he intends to vote and shall then deposit the paper in the ballot box;
 - (e) the presiding officer and scrutineers shall examine the voting papers and report in writing to the Chairman the number of votes recorded for each candidate and the Chairman shall thereupon declare the candidate or candidates having the majority of votes elected; and
 - (f) any voting paper not initialled as stated in this clause or having a greater or lesser number of names ticked than there are offices to be filled shall be informal and rejected by the scrutineers.
61. If no more candidates are nominated than are required to fill any office or offices or other positions as a Director, the Chairman of the meeting shall declare such candidate or candidates duly elected.
62. When the result of an election has been declared, the voting papers, if any, shall be delivered to the Chairman and sealed by him at the termination of the meeting and shall be kept for at least six (6) months with the other official papers of the Corporation. The voting papers shall be opened only if the correctness of the report of the scrutineers shall be questioned and upon the requisition of 10 members eligible to vote present at the meeting at which the ballot was taken Provided That such requisition must be forwarded to the President within seven (7) days after such meeting. They shall be opened only in the presence of the President or Vice-President and the presiding officer and such of the scrutineers as shall attend after receiving forty eight hours notice to be present. If, upon the opening of the voting papers and the examination of them to be then made, it is ascertained that any candidate or candidates has or have been wrongly reported as having obtained a majority of votes, the President or Vice-President, as the case may be, shall cancel the election of such candidate or candidates and declare elected the candidate or candidates so ascertained to have obtained the majority of votes.
63. If any candidate before the issue of the voting papers shall request his or her name be withdrawn from election, the Chairman shall cause such name to be deleted from the voting papers.

64. The Directors shall have power at any time and from time to time to appoint any other member of the Corporation who is a natural person and is not an employee of the Corporation, as an office bearer or other Director either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum number fixed by this Constitution. Any such Director appointed must retire at the next Annual General Meeting and, if he or she so desires, may offer himself or herself to the members for re-election at that meeting.
65. The position of Director is honorary. No Director shall receive remuneration in respect of his or her position as a Director other than reimbursement of reasonable out-of-pocket expenses and other expenses incurred on behalf of the Corporation or in the course of the proper performance of his or her duties as a Director.
66. (a) An Honorary Life Governor shall be entitled to attend meetings of the Board but shall not by virtue only of holding office as an Honorary Life Governor be entitled to vote at meetings of the Board.
- (b) No Honorary Life Governor shall by virtue of his or her election to that office be disqualified from being eligible for election or appointment otherwise to the Board.
67. The Corporation may by ordinary resolution of which special notice has been given, remove any office bearer or other member of the Board before the expiration of his or her period of office, and may by ordinary resolution appoint another person in his or her place. The person so appointed shall hold office only until the next following Annual General Meeting.

DISQUALIFICATION OF MEMBERS OF BOARD

68. The office of a Director shall, ipso facto, be vacated if the Director:
- (a) ceases to be a member of the Corporation;
- (b) is absent from more than three consecutive Board Meetings without the consent of the Board or without a good and sufficient reason in the opinion of the Board;
- (c) fails to pay any annual subscription or other debt due to the Corporation on or before the day appointed for payment or within one month after receiving notice from the Secretary or Honorary Treasurer that one month has expired since such subscription or debt fell due for payment;
- (d) becomes bankrupt or enters into an arrangement with his or her creditors;
- (e) becomes of unsound mind or a person where person or estate is liable to be dealt with in any way under the law relating to mental health;
- (f) resigns his or her office by notice in writing to the Corporation;
- (g) has his or her office declared vacated by a special resolution passed by the members of the Corporation;
- (h) in the opinion of the majority of the remainder of the Board, refuses to act as a member of the Board;
- (i) in the opinion of the Executive Committee, has ceased to be a fit and proper

person to hold office as a director of the Corporation, the Executive Committee has made a determination to that effect and the Director has been notified of that determination, all in accordance with the applicable policy of the Board in place from time to time;

- (j) becomes prohibited from being a director of a company by reason of any order made under the Corporations Act; or
- (k) becomes an employee of the Corporation.

CESSATION OF MEMBERSHIP OF THE BOARD

- 69. (a) Subject to this clause, the President, Vice-President, Honorary Treasurer, Honorary Secretary and other members of the Board shall retire annually but shall be eligible for re-election to the Board.
 - (b) Sub-clause (a) of this clause shall not apply to any Honorary Life Governor of the Corporation.
 - (c) No member shall be elected to the office of President for more than three (3) consecutive years.
 - (d) No member shall be elected a Director for more than twelve (12) consecutive years.
70. Subject to removal, disqualification, resignation or other cessation of membership of the Board in accordance with this Constitution, the President, Vice-President, Honorary Treasurer, Honorary Secretary and other members of the Board shall continue in office until their respective successors have been elected or appointed and have assumed office.

POWERS AND DUTIES OF THE BOARD

71. The Board shall have absolute control over all the affairs and property of the Corporation, and shall have power to prepare, alter, cancel and enforce regulations and by-laws of the Corporation (not being inconsistent with the objects of the Corporation or amounting to an alteration or addition to this Constitution) for the regulation of the Corporation and the promotion of its objects, and may exercise all such powers of the Corporation as are not by the Corporations Act or this Constitution required to be exercised by the Corporation in General Meeting.
72. The Board shall appoint a principal executive officer or other senior manager of the Corporation and engage all such professional and administrative officers and servants as it may consider necessary, and shall regulate their duties and fix their salaries where any salaries are necessary.
73. The Board shall have power to enter into agreements and arrangements with such corporations, societies, organisations and their individuals as the Board thinks fit, for the purpose of furthering the objects of the Corporation or any of them.
74. (a) The Board may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit. Subject to this Constitution, questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall (except when a quorum is not present) have a second

or casting vote.

- (b) A resolution in writing (whether contained in one document or in more than one document) signed by the number of the Directors entitled to vote on the resolution who would, if present together at a meeting, be sufficient to constitute a quorum, shall have the same force and effect as a resolution duly passed at a meeting of the Board notwithstanding that such resolution was not passed at a meeting of the Board.
 - (c) If the number of Directors entitled to vote on a resolution who would, if present together at a meeting, be sufficient to constitute a quorum, has signed a resolution in accordance with paragraph (b) of this clause, a resolution in those terms shall be deemed to have been passed at the time at which the resolution was last signed by a Director.
 - (d) A resolution passed during a discussion held by telephone (or by any other electronic or other medium) in which the number of Directors participate who would, if present together at a meeting, be sufficient to constitute a quorum, and can hear and be heard by all other participating Directors throughout the discussion, and recorded in writing by or on behalf of a Director who participated in the discussion, shall have the same force and effect as a resolution duly passed at a meeting of the Board.
 - (e) Notwithstanding that the Directors are not present together in one place at the time that a meeting of Directors is held using technology, a resolution passed by such a meeting will be deemed to have been passed at a meeting of the Directors held on the day on which and at the time at which it was held.
 - (f) A Director present at the commencement of a meeting of Directors held using technology will be conclusively presumed to have been present and, subject to other provisions of this Constitution, to have formed part of the quorum throughout the meeting.
 - (g) The provisions of this Constitution relating to proceedings of Directors apply to a meeting of Directors held using internet technology (such as but not limited to email communication) to the extent that they are capable of applying, and with the necessary changes.
 - (h) Any minutes of a meeting of Directors held using technology purporting to be signed by the chairman of that conference or by the chairperson of the next succeeding meeting of Directors will be sufficient evidence of the observance of all necessary formalities regarding the convening and conduct of the meeting.
 - (i) When pursuant to the operation of Clause 74(e), a resolution is deemed to have been passed at a meeting of the Directors, that meeting will be deemed to have been held at such place as is determined by the chairman of the relevant meeting Provided That at least one of the Directors who took part in the meeting was at such place for the duration of the meeting.
75. A Director may, and the Secretary of the Corporation shall, on the requisition of a Director, summon a meeting of the Board.
76. The President shall preside as Chairman at every meeting of the Board or, if there is no President or if at any time he is not present within 10 minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not

present at the meeting then the Directors present may choose one of their number to be the Chairman of the meeting.

77. The quorum necessary for the transaction of the business of the Board shall be five (5) persons. If within half an hour from the time appointed for a meeting, a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved and in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors then present may determine, and if, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the Directors present shall be a quorum.
78. Questions arising at any meeting of the Board shall be determined by a majority of votes of the members present or otherwise in accordance with clause 74, and in case of any equality of votes the Chairman shall have a second or casting vote unless a poll shall be demanded by a simple majority of the Board members present or if the Chairman of the meeting so determines.
79. The continuing Directors may act notwithstanding any vacancy in their number but if and for so long as their number is reduced below the number fixed as the necessary quorum of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Corporation, but for no other purpose.
80.
 - (a) The Board may delegate any of its powers (other than the power of electing Life Members and Honorary Members of the Corporation) to committees consisting of such member or members of the Corporation as it thinks fit.
 - (b) Any committee so formed shall, in the exercise of the powers so delegated to it, conform to any regulations that may from time to time be imposed on it by the Board.
 - (c) The President shall ex-officio be a member of any committee.
81. The meetings and proceedings of any committee which consists of two or more members of the Corporation shall be governed by the provisions contained in this Constitution for regulating meetings and proceedings of the Board so far as the same are applicable.
82. All acts done by any meeting of the Board or of a committee or by any person acting as a member of the Board or committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as a committee member, or that the member of the Board or committee or any of them was disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Board or the committee, as the case may be.
83.
 - (a) The Board may at any time and from time to time by writing or power of attorney, appoint any person or persons to be the agent or attorney of the Corporation for such purposes and with such powers and discretions (not exceeding those vested in directors, nominees or managers of any Corporation or firm or in favour of any fluctuating body of persons whether nominated directly or indirectly by the Board. Any such writing or power of attorney may contain such provisions for the protection or convenience of persons dealing with such agent or attorney as the Board may think fit.
 - (b) Any such agent or attorney may be authorised by the Board to sub-delegate all or

any of the powers, authorities and discretions for the time being vested in him. The provisions of this and the preceding sub-paragraph shall be supplemental to the powers conferred on the Corporation by the Corporations Act.

- (c) The Board may also at any time and from time to time delegate any of its powers and/or functions (other than powers, functions, and/or duties imposed on the Board as directors of the Corporation by the Law or the general law) to one or more sub-boards consisting of such member or members of the Corporation as the Board thinks fit. Any sub-boards shall conform to any regulation that may be imposed by the Board and subject thereto shall have the power to co-opt any member or members of the Corporation and all members of any such sub-boards shall have one vote in relation to the dealings of that sub-board.
- (d) The Board may appoint one or more advisory boards consisting of such member or members of the Board or member or members of the Corporation as the Board thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Board and subject to such regulations, shall have power to co-opt any member or members of the Corporation and all members of such advisory boards shall have one vote.
- (e) A sub-board may move and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members of the sub-board present, and in the case of an equality of votes, the chairman of the sub-board shall have a second or casting vote.

CONTRACTS AFFECTING DIRECTORS

- 84. A Director shall not be disqualified from being a Director by reason only of his or her contracting with the Corporation either as a vendor, purchaser or otherwise, nor shall any contract or any contract or arrangement entered into by or on behalf of the Corporation in which any Director is in any way directly or indirectly interested be avoided or in any other way affected.
- 85. The Directors have the following obligations in respect of contracts or proposed contracts with the Corporation:
 - (a) no Director shall as a Director vote in respect of any contract or arrangement in which he or she has directly or indirectly a material interest and, if he or she does so vote, his or her vote shall not be counted;
 - (b) it shall be the duty of a Director who is in any way directly or indirectly interested in any contract or arrangement or proposed contract or arrangement with the Corporation to declare the nature of his or her interest in the manner required by Section 191 of the Corporations Act;
 - (c) it shall also be the duty of a Director who holds any office or possess any property whereby, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as a Director, to declare the nature, character and extent of the conflict in accordance with Section 191 of the Corporations Act;
 - (d) a Director may execute any document or instrument on behalf of the Corporation relating to any matter in which he is interested;
 - (d) it shall be the duty of the Secretary to ensure that the minutes record any

declarations made or notices given by a Director; and

- (f) it shall be the duty of each Director to comply with Sections 180 and 184 of the Corporations Act at all times.

BY-LAWS

86. Subject to the next succeeding clause, the Board shall have power from time to time to make, alter, amend and repeal any or all such by-laws as the Board in its discretion considers necessary for the administration, conduct and management of the Corporation and its business and, without limiting the foregoing, may by such by-laws regulate:
- (a) the engagement and appointment of professional and administrative staff;
 - (b) the use by or supply to members of any of the property of the Corporation;
 - (c) the operating hours of any rooms, buildings or grounds or premises owned, leased or otherwise occupied by the Corporation;
 - (d) the conduct of members in relation to one another and in relation to the servants, employees and agents of the Corporation;
 - (e) the duties, obligations, responsibilities and functions of any officer, executive, employee or agent of the Corporation or delegate of the Board;
 - (f) the appointment or establishment and operation of committees and sub-committees;
 - (g) the establishment and operation of sub-boards of the Board; and
 - (h) the procedure at or order of business of General Meetings of members of the Corporation and members of the Board and any committee or sub-committee of the Board.
87. The Board shall not make, alter or amend any by-law so that it is inconsistent with any of the provisions of the Constitution of the Corporation and, to the extent that any inconsistency exists, the provisions of the Constitution shall prevail.
88. The Board shall ensure that copies of the by-laws of the Board as altered and amended from time to time are available for the perusal of members at a convenient place at the Synagogue.

MINUTES

89. The Board will cause minutes to be made of:
- (a) all proceedings and resolutions of meetings of the members of the Corporation;
 - (b) all proceedings and resolutions of meetings of the Directors, including meetings of committees of Directors;
 - (c) all resolutions passed by Members of the Corporation without a meeting; and
 - (d) all resolutions passed by the Directors without a meeting such as by means of technology.

90. Any minutes of any meeting of the Board or of any committee or sub-committee or sub-board or of the Corporation, if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

BORROWING POWERS

91. The Directors may from time to time at their discretion raise, borrow or secure the payment of any sum or sums of money Provided That the total of such sum or sums of money does not exceed two thirds of the value of the Corporation's assets at the time of borrowing.
92. Subject to clause 98, the Directors may raise, borrow or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures or debenture stock or any mortgage charge or other security on the undertaking or the whole or any part of the assets and property of the Corporation (both present and future).
93. Debenture stock, bonds or other securities may be made assignable free from any equities between the Corporation and the person to whom the same may be issued. Any debentures, debenture stock, bonds or other securities may be issued at a discount or at a premium or otherwise and with any special privileges as to redemption, surrender, drawings, attending and voting at General Meetings of the Corporation, appointment of Directors and otherwise.
94. The Directors shall cause a proper register to be kept of all mortgages and charges specifically affecting the property of the Corporation and shall duly comply with the requirements of the Law in regard to the registration and all other aspects of the mortgages and charges therein specified.
95. If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due by the Corporation, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Corporation by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

LOANS FROM MEMBERS

96. For the purpose of clause 7 of this Constitution, the rate of interest payable in respect of the money lent by members to the Corporation shall not exceed the rate charged from time to time by the Corporation's bankers to the Corporation on overdrafts of less than \$100,000.00.

FINANCIAL YEAR

97. The Financial year of the Corporation shall end on 31 December in each year.

ACCOUNTS

98. The Board shall cause accounts maintained in accordance with accepted accounting standards to be kept of all sums of money received and expended by the Corporation and of the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Corporation.
99. The Board shall at every Annual General Meeting lay before the Corporation a statement

of the income and expenditure of the Corporation during the preceding year and also a balance sheet as at the close of the year, together with a report of the Board as to the state and progress of the Corporation.

100. A copy of such statement, balance sheet and report shall be sent to every member at least 14 days before the Annual General Meeting on request.

CHEQUES, BILLS, ETC

101. All cheques, bills of exchange, promissory notes or other negotiable instruments shall be signed, drawn, accepted, made or endorsed, as the case may be, for and on behalf of the Corporation in such manner as the Board may from time to time determines (including the use of facsimile signature if it so determines).

AUDITOR

102. The Corporation shall, at every Annual General Meeting if there is a vacancy in the office of auditor of the Corporation, appoint one or more auditors to hold office for the ensuing year. No Director shall be capable of being appointed as an auditor under this clause. The Board may appoint the first auditor or auditors of the Corporation and may fill any casual vacancy in the office of auditor Provided That any auditor so appointed by the Board shall hold office only until the next Annual General Meeting of the Corporation.

EXECUTION OF DOCUMENTS

103. (a) If the Corporation has a Seal, the Directors shall provide for the safety custody of the Seal in such manner as they think fit.
- (b) The Seal shall be used only by the authority of the Directors, or of a committee of the Directors authorised by the Directors to authorise the use of the seal.
- (c) The Corporation may execute a document using a Seal if the Seal is affixed to the document and the affixing of the Seal is witnessed by:
- (i) any two (2) Directors; or
 - (ii) a Director and another person appointed by the Directors for the purpose.
- (d) The Corporation may also execute a document without using a Seal if the document is signed by:
- (i) any two (2) Directors; or
 - (ii) a Director and another person appointed by the Directors for the purpose.

NOTICES

104. (a) A notice may be given by the Corporation to any member either:
- (i) by serving it on him personally;
 - (ii) by sending it by post to him at the address shown in the register of members or the address supplied by the member for the purposes of serving notices on the member;
 - (iii) by sending it by facsimile transmission to a facsimile number nominated

by the member for the purpose of serving notices on the member; or

- (iv) by such electronic or other means using technology as the Board may from time to time decide.
 - (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice and to have been effected in the case of a notice of a meeting, on the day after the date of its posting and, in any other case, at the time at which the letter would be delivered in the ordinary course of post.
 - (c) Where a notice is sent by facsimile, the notice shall be deemed to be served on receipt by the Corporation of a transmission report confirming successful transmission.
 - (d) Where a notice is sent by electronic or other means using technology, the one transmission notice shall be deemed to be served unless a notice of failure or non-delivery is received by the Corporation.
105. A notice may be given by the Corporation to Family Members by giving the notice to the Family Member first named in the Corporation's register of members.

INDEMNITY

106. (a) To the extent permitted by law, the Corporation:
- (i) indemnifies every person who is, or has been, a Director or manager or officer of the Corporation; and
 - (ii) may by deed, indemnify or agree to indemnify a person who is, or has been an Officer of a Group Corporation,
- against a liability incurred by that person, in his or her capacity as such a Director, manager or Officer, to another person provided that liability is not:
- (iii) an Excluded Liability; or
 - (iii) a liability for legal costs and expenses.
- (b) To the extent permitted by law, the Corporation:
- (i) indemnifies every person who is, or has been, a Director or manager or officer of the Corporation; and
 - (ii) may, by deed, indemnify or agree to indemnify a person who is, or has been an Officer of a Group Company,
- against legal costs and expenses (other than Excluded Legal Costs) incurred by that person in defending Proceedings for a liability incurred by that person in his or her capacity as such a Director, office manager or officer.
- (c) To the extent permitted by law, the Corporation may make a payment (either by way of advance, loan or otherwise) to a Director, manager or officer for the legal costs and expenses incurred by him or her in defending Proceedings for a liability incurred in his or her capacity as a Director, manager or officer provided that:

- (i) the legal costs and expenses are not Excluded Legal Costs at the time the payment is made; and
 - (ii) the Director, manager or officer is obliged to repay the legal costs and expenses to the extent that they become Excluded Legal Costs.
- (d) To the extent permitted by law, the Corporation may pay, or agree to pay, a premium for a contract insuring a person who is, or has been, an Officer of a Group Company against a liability:
- (i) incurred by that person in his or her capacity as an Officer of a Group Company or in the course of acting in connection with the affairs of a Group Company or otherwise arising out of holding office as an Officer of a Group Company, provided that the liability does not arise out of conduct involving a wilful breach of duty in relation to a Group Company or a contravention of sections 182 or 183 of the Law; and
 - (ii) for legal costs and expenses incurred by that person in defending or resisting Proceedings, whatever their outcome.
- (e) In this clause 106:
- (i) the term “Excluded Legal Costs” means legal costs which the Corporation is prohibited from indemnifying a person against under section 199A(3) of the Law;
 - (ii) the term “Excluded Liability” means a liability which the Corporation is prohibited from indemnifying a person against under section 199A(2) of the Law;
 - (iii) the term “Group Company” means the Corporation or a subsidiary of the Corporation or a Related Body Corporate;
 - (iv) the term “Officer” has the meaning in section 9 of the Law; and
 - (v) the term “Proceedings” means any proceedings, whether civil or criminal, in which it is alleged that the person has done or omitted to do some act, matter or thing in his or her capacity as an Office of a Group Company or in the course of acting in connection with the affairs of a Group Company or otherwise arising out of the person holding office as an Officer of a Group Company, including proceedings alleging that he or she was guilty of negligence, default of trust or breach of duty in relation to a Group Company.

INCOME OF THE CORPORATION

107. Subject to clause 7 of this Constitution, all of the income and receipts of the Corporation after the payment of the expenses and liabilities of the Corporation shall be applied solely in promoting the Object of the Corporation and no dividend, bonus or distribution of assets of the Corporation shall be paid or made to or among any of the members of the Corporation.

WINDING UP

108. Clause 9 of this Constitution relating to the winding up or dissolution of the Corporation shall have effect and be observed as if the same were repeated in and formed part of this clause.

DICTIONARY

109. In this Constitution unless there is something in the subject matter or context inconsistent therewith:

"*Board*" means the Board of Management of the Corporation constituted under this Constitution.

"*Congregation*" means the Corporation.

"*Constitution*" means the constitution of the Corporation.

"*Corporation*" means Emanuel Synagogue.

"*Director*" means a member for the time being of the Board.

"*Executive*" and "*Executive Committee*" means the office bearers of the Corporation.

"*Fundamental Values*" means the fundamental values of the Congregation enunciated in clause 2 of this Constitution.

"*the Law*" means the Corporations Act 2001 (Cth) as amended from time to time or any statute enacted in substitution thereof.

"*Membership Application*" means a membership application in the form as described in this Constitution or such other form as the Board may from time to time approve.

"*Membership Subscription*" includes any membership fee or annual subscription fixed by the Board from time to time.

"*President*" means the President of the Board or if there is no person holding that office then the most senior officer of that Board.

"*Related Body Corporate*" has the meaning given to it by section 50 of the Law.

"*Secretary*" and the "*Honorary Secretary*" means the Secretary for the time being of the Corporation.

"*Synagogue*" means the Emanuel Synagogue.

"*in writing*" means written, typed, printed or transmitted by electronic or other technological means, or partly written, partly typed, partly printed or partly transmitted by electronic or other technological means.

110. INTERPRETATION

- (a) Words importing the singular number only include the plural number and vice versa.
- (b) Words importing the masculine only include the feminine and vice versa.
- (c) Words importing persons include corporations.
- (d) Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Law, the same meaning as in that provision of the Law.
- (e) Each of the provisions of the sections or sub-sections of the Law which would but for this clause apply to the Company as a replaceable rule within the meaning of the Law are displaced and do not apply to the Company.