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**AMENDMENT TO RULES
of
THE WELLINGTON PROGRESSIVE JEWISH CONGREGATION INCORPORATED
(219107)**

**Solicitor's Certificate
(Incorporated Societies Act 1908, section 21(2)(c))**

I, **PETER EDWARD RATNER** of Wellington, Solicitor, certify that:

- 1 I am a barrister and solicitor of the High Court of New Zealand.
- 2 The alteration to the Rules of The Wellington Progressive Jewish Congregation Incorporated were amended by revoking the existing Rules in their entirety and adopting the Rules in the form attached to this Declaration and the amendment was made in accordance with the Rules of The Wellington Progressive Jewish Congregation Incorporated.

Dated this 3rd day of May 2013

Peter Edward Ratner

**NPC# 07
- 7 MAY 2013**



Incorporated Societies Act 1908, section 21(2)

The Wellington Progressive Jewish Congregation Incorporated

The rules of The Wellington Progressive Jewish Congregation Incorporated ("the Society") were amended at a duly convened meeting of the Society held on the 21st of April 2013 by revoking the existing rules and adopting the rules attached hereto.

Signed by three members of the Society.

Dated: 24 April 2013

J. Smith JEREMY SMITH
Kelvin Ratnam KELVIN RATNAM
Samuel Segal SAMUEL SEGAL



**THE RULES OF THE WELLINGTON PROGRESSIVE JEWISH
CONGREGATION INCORPORATED**

Adopted date: 21 April 2013

| | | |
|------------|--|-----------|
| 1. | DEFINITIONS | 1 |
| 2. | NAME AND REGISTERED OFFICE | 2 |
| 3. | AFFILIATION | 2 |
| 4. | VALUES AND OBJECTS | 2 |
| 5. | MEMBERSHIP | 3 |
| 6. | APPLICATION FOR MEMBERSHIP | 5 |
| 7. | MEMBERSHIP SUBSCRIPTIONS AND DONATIONS | 5 |
| 8. | MEETINGS OF THE MEMBERS OF THE CONGREGATION | 6 |
| 9. | THE BOARD | 8 |
| 10. | MEETINGS OF THE BOARD | 10 |
| 11. | MANAGEMENT | 11 |
| 12. | RECORDS | 11 |
| 13. | COMMON SEAL | 11 |
| 14. | MANNER OF CONTRACTING | 12 |
| 15. | CONGREGATION'S FUNDS | 12 |
| 16. | BORROWING | 12 |
| 17. | BALANCE DATE | 12 |
| 18. | AMENDMENT OF RULES | 12 |
| 19. | WINDING UP | 13 |
| 20. | NOTICES | 13 |

**THE RULES OF THE WELLINGTON PROGRESSIVE JEWISH CONGREGATION
INCORPORATED**

1. DEFINITIONS

1.1. In these Rules unless the context otherwise requires:

- (a) "Act" means the Incorporated Societies Act 1908;
- (b) "Congregation" means The Wellington Progressive Jewish Congregation Incorporated;
- (c) "Board" means the Board Members of the Congregation who number not less than the required quorum acting together as a Board;
- (d) "Board Member" means a person holding office for the time being as a member of the Board of the Congregation;
- (e) "Chairperson" means the Chairperson of the Board appointed pursuant to these Rules;
- (f) "Financial Year" means the 12 months ending on the date as at which the balance sheet of the Congregation is drawn up;
- (g) "Meeting" means any meeting of the Members of the Congregation;
- (h) "Member" means a person who is a member of the Congregation;
- (i) "Objects" means the objects of the Congregation as set out in these Rules;
- (j) "Register of Members" means the register maintained by the Congregation in accordance with these Rules;
- (k) "Special Resolution" means a resolution of the Congregation approved by a majority of 75% of the valid votes recorded in favour of the resolution; and
- (l) "Subscription" means any annual Subscription fee set by the Board pursuant to Rule 7.1; and
- (m) "Values" means the values of the Congregation as set out in these Rules.

1.2. In the interpretation of these Rules:

- (a) Any term which is defined in the Act shall, unless the context expressly requires otherwise, have the same meaning as in the Act;
- (b) A reference to "writing" or "in writing" includes a reference to an electronic communication as that term is used in the Electronic Transactions Act 2002 (and, for the avoidance of doubt includes a facsimile) PROVIDED THAT the Board may determine which types of electronic communications may be used in any case or cases, the method or methods to be used to identify a person and to indicate that person's approval of, or signature given in relation to, the information contained in an electronic communication and any other matters relating to the validity or use of an electronic communication;

- (c) A reference to persons present or voting at a Meeting shall include persons present or voting by proxy;
- (d) A reference to a "month" means a calendar month;
- (e) References to the singular shall include the plural and reference to the masculine shall include the feminine;
- (f) A reference to any legislation, regulation or order includes a modification and re-enactment of that legislation enacted in substitution for, and a regulation, order-in-council and other instrument from time to time issued or made under, that legislation;
- (g) A reference to any regulation, order-in-council and other instrument from time to time issued or made under any legislation includes a modification and re-enactment enacted in substitution for such regulation, order-in-council and other instrument;
- (h) A reference to the "Rules" is to these rules, including the schedules, as amended from time to time and a reference to a "Rule" shall be interpreted accordingly;
- (i) Headings in the Rules are included for the purpose of ease of reference only and shall not have any effect on construction and interpretation;
- (j) A reference to a person includes a partnership and also a body of persons, whether corporate or unincorporated; and
- (k) A reference to "includes" and "including" shall be by way of inclusion and shall not limit other matters to which no reference is made.

2. NAME AND REGISTERED OFFICE

- 2.1. The name of the society shall be The Wellington Progressive Jewish Congregation Incorporated and may also be referred to as "Temple Sinai."
- 2.2. The registered office of the Congregation shall be situated at such place as from time to time shall be decided by the Board.
- 2.3. Notice of any change of situation of the registered office shall be sent to the Registrar of Incorporated Societies.

3. AFFILIATION

- 3.1. The Congregation shall be affiliated with the World Union for Progressive Judaism and the Union for Progressive Judaism.
- 3.2. The Board may, subject to the approval of a Special Resolution, change the affiliation of the Congregation, or add additional affiliations, to any other organisation or organisations which is or are associated with the Jewish faith

4. VALUES AND OBJECTS

- 4.1. In carrying out the Objects and in all of its operations the Congregation shall always act in accordance with the following Values:

The Congregation is committed to the principles and practices of Progressive Judaism in which the Congregation asserts the belief in one God, the unity of the Jewish people and the vital role of the State of Israel in modern Jewish life.

4.2. In addition to the central premise above, the Congregation shall also, in carrying out the Objects, be committed to the Values of:

- (a) Inclusiveness, by which is meant welcoming participation in the Congregation and its activities of Members and friends;
- (b) Gender equality in all matters including governance, ritual duties and participation in services;
- (c) Jewish education as a life-long process;
- (d) The use of appropriate rituals and procedures in ways which treat people with dignity and respect;
- (e) Jewish pluralism which allows for and respects the diversity of Jewish perspectives; and
- (f) Recognition of the value and dignity of other religions, ethnic groups, cultures and beliefs.

4.3. The Objects of the Congregation are to:

- (a) Provide, support and maintain the physical structures and activities necessary to carry out the practices of the Congregation and Progressive Judaism in general;
- (b) Welcome Jews interested in Progressive Judaism in the Wellington region and its surrounding territory;
- (c) Further the development of Progressive Judaism;
- (d) Encourage the formation of Progressive Jewish Religious Communities, Congregations, Branch Groups and Schools of instruction and to promote cooperation between all such;
- (e) Encourage and aid the study of Judaism, its languages, history, customs and practices;
- (f) Cooperate with other Jewish organisations to promote common purposes;
- (g) Promote and maintain care and concern for our congregants;
- (h) Support the interests and wellbeing of the State of Israel and the ideals of kinship and universal peace; and
- (i) Build strong and positive relationships with the wider community both in New Zealand and overseas.

5. **MEMBERSHIP**

5.1. There shall be four classes of Members:

- (a) Members;
 - (b) Honoured Members;
 - (c) Honorary Members; and
 - (d) Honorary Life Members.
- 5.2. All persons of Jewish faith aged thirteen years or over shall be eligible for Membership of the Congregation.
- 5.3. Except as expressly provided in these Rules, all Members shall have all of the rights and privileges of membership including the right to vote at Meetings.
- 5.4. An Honoured Member:
- (a) Is a person who:
 - (i) Has been a Member for a period of ten or more consecutive years;
 - (ii) Has reached the age of 80 years; and
 - (iii) Has been accorded the status of Honoured Member by a resolution of the Board; and
 - (b) Shall have, for their life, all of the rights and privileges of Membership; and
 - (c) Shall not be required to pay Subscriptions.
- 5.5. An Honorary Member:
- (a) Is a person who has been accorded the status of Honorary Member by the Board. In according the person the status of Honorary Member the Board may determine that the Honorary Membership shall be for a specific period of time or shall continue while the person holds, or a person related to that person holds, a specific position;
 - (b) Shall include the Rabbi for the time being of the Congregation and any spouse or child of the Rabbi who is thirteen years of age or over; and
 - (c) Shall have all of the rights and privileges of Membership except that they shall not have a right to vote; and
 - (d) Shall not be required to pay Subscriptions.
- 5.6. An Honorary Life Member:
- (a) Is a person who:
 - (i) Is considered by the Congregation to be worthy of the honour by reason of exceptional service or other special contribution to the Congregation; and
 - (ii) Has been accorded the status of Honorary Life Member by a resolution of the Board passed by a unanimous vote of all of the Board Members eligible to vote and voting on the resolution; and

- (b) Shall have, for their life, all of the rights and privileges of Membership; and
- (c) Shall not be required to pay Subscriptions.

6. APPLICATION FOR MEMBERSHIP

- 6.1. Any person who wishes to become a Member (other than an Honoured Member, Honorary Member or Honorary Life Member) must complete the Congregation's Membership application form and must provide such details and information as the Board may require.
- 6.2. The Board may either accept or decline the application and inform the applicant in writing of the outcome of the application, or adjourn the consideration of the application and call for more information regarding the applicant.
- 6.3. The Board may not unreasonably decline any application for Membership.
- 6.4. If the application is declined, the Board must advise the applicant in writing of its reasons for declining the application and the applicant may seek a rehearing in person at the Board meeting following notification that the application has been declined. If the application is declined after the rehearing, no further application from that applicant will need to be considered by the Board.
- 6.5. Any Member may resign from membership by written notice to the Congregation and every such notice shall (unless otherwise stated in the notice) take effect upon delivery to the registered office of the Congregation.
- 6.6. The Board may, at any time, end a Member's membership if The Board determines that the person should no longer continue to be a Member PROVIDED THAT the Board shall not end any Member's membership under this Rule unless the Board has first:
 - (a) advised the Member in writing of the fact that it intends to consider ending his or her Membership and the reasons for doing so; and
 - (b) afforded the Member a reasonable opportunity to be heard.
- 6.7. The Board shall maintain a Register of Members which shall contain the names, alphabetically arranged, and the latest known address of each person who is a Member and the person's class of Membership.
- 6.8. Entry of a person's name in the Register of Members shall be prima facie evidence that the person is a Member and of the person's class of Membership.

7. MEMBERSHIP SUBSCRIPTIONS AND DONATIONS

Subscriptions

- 7.1. The Board will from time to time determine the amounts of any annual Subscriptions payable by Members in respect of any Financial Year or Years and the time or times when such Subscriptions are payable (which may be in one lump sum or in instalments).
- 7.2. The Board may waive all or any part of a Member's Subscriptions in respect of any Financial Year or Years.

Donations

- 7.3. The Board may from time to time recommend to any Member or Members a suggested donation to be paid by that Member in respect of any Financial Year or Years
- 7.4. The suggested amount of donations may differ according to factors including the age and number of individuals in the Member's family, the Member's place of residence and his or her financial circumstances.
- 7.5. Donations are a charitable gift so that the payment of a donation shall not entitle any Member to any additional rights or privileges of Membership and the failure to pay all or any part of a donation shall not affect any Member's rights or privileges of Membership.

8. MEETINGS OF THE MEMBERS OF THE CONGREGATION

- 8.1. An Annual General Meeting of the Congregation shall be held within 6 months of the end of each Financial Year and not later than 15 months after the previous Annual General Meeting at such time and place as the Board from time to time determines.
- 8.2. The purpose of the Annual General Meeting shall be to:
 - (a) Receive an annual report from the Board including financial statements of the Congregation for the preceding Financial Year together with details of any mortgage, charge or security affecting any property of the Congregation,
 - (b) Approve the financial statements for the preceding Financial Year; in accordance with the Act
 - (c) Elect Board Members; and
 - (d) Consider any matters of general business which may be duly submitted to the Meeting.
- 8.3. Notice of every Meeting shall be sent to every Member at least 10 days before the Meeting.
- 8.4. The notice of every Annual General Meeting shall state the business to be transacted at that Meeting, include a copy of the annual report and the full text of any Special Resolution which is proposed to be adopted at that Meeting.
- 8.5. Any Meeting of the Congregation other than the Annual General Meeting is a Special General Meeting.
- 8.6. The Board shall convene a Special General Meeting on a date and at a venue determined by the Board:
 - (a) For the consideration of such matters as it determines; or
 - (b) Upon the requisition in writing signed by at least 15% in number of the Members entitled to vote stating the purpose for which the Meeting is required.
- 8.7. The notice of every Special General Meeting shall state the business to be transacted at that Meeting including the full text of any resolution which is proposed to be adopted at that Meeting.

- 8.8. A resolution may not be passed at a Special General Meeting, nor may a Special Resolution be passed at any Meeting, unless the full text of that resolution was included in the notice of the Meeting or, if the Meeting is adjourned, in a notice which is given to Members of the adjourned Meeting and which complies with Rules 8.3 and 8.7.
- 8.9. No business other than that stated in the notice convening the Meeting shall be transacted at any Meeting but if a Meeting is adjourned a new notice which complies with Rules 8.3 and either 8.4 or 8.7 (as the case may be) may be given to Members of the matters to be considered at the adjourned Meeting.
- 8.10. The accidental omission to give notice of a Meeting to, or the failure to receive notice of a Meeting by, a Member does not invalidate the proceedings at that Meeting.
- 8.11. The period applicable to a notice of a Meeting shall exclude the day on which the notice is sent and the day of the Meeting.
- 8.12. The Chairperson of a Meeting shall be the Chairperson of the Board but if the Chairperson is unavailable, the Board shall appoint one of its number to chair the Meeting in the Chairperson's absence.
- 8.13. The Chairperson shall have a casting vote in the case of an equality of votes.
- 8.14. A quorum for a Meeting is 12% in number of the Members entitled to vote present in person or by proxy.
- 8.15. Any instrument appointing a proxy shall be in writing in the form attached as a Schedule, or in such other form as the Board may from time to time approve.
- 8.16. No proxy is effective in relation to a Meeting unless a copy of the proxy is produced before the start of the Meeting.
- 8.17. A proxy for a Member is entitled to attend and be heard at a Meeting as if the proxy were the Member.
- 8.18. A proxy shall only be effective for the Meeting for which it is given and for any adjournment of that Meeting.
- 8.19. Unless otherwise provided in these Rules, every resolution of the Congregation shall be duly made if a simple majority of the valid votes recorded are in favour of the resolution.
- 8.20. At any Meeting a resolution put to the vote shall be decided by a show of hands unless a poll is (before, or on, the declaration of the result of the show of hands) demanded by the Chairperson of the Meeting or at least 2 Members.
- 8.21. Unless a poll is demanded, a declaration by the Chairperson that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- 8.22. If a poll is duly demanded, it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

- 8.23. A poll demanded on a question of adjournment shall be held forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson directs.
- 8.24. Any matter which may be determined at a Meeting may, at the discretion of the Board, be determined by a postal ballot of Members and, for the purposes of this Rule a "postal ballot" includes a ballot which is conducted by electronic means (including e-mail and facsimile).
- 8.25. The notice calling for a postal vote shall be in such form as the Board determines but shall state:
- (a) That Members are entitled to cast a postal vote;
 - (b) The name and address of the person or persons authorised by the Board to receive and count postal votes;
 - (c) The text of the resolution to be voted on; and
 - (d) The date by which votes must be returned.
- 8.26. A Member may cast a postal vote on all or any of the matters to be voted on at the Meeting by sending a written notice of the manner in which votes are to be cast to a person authorised to receive and count postal votes at that Meeting. The notice must reach that person before the date specified as the date by which votes must be returned.
- 8.27. It is the duty of a person authorised to receive and count postal votes:
- (a) to collect together all postal votes received;
 - (b) in relation to each resolution to be voted on, to count the number of votes in favour of, and against, the resolution;
 - (c) to sign a certificate that he or she has carried out the duties set out in paragraphs (a) and (b) of this Rule and which sets out the results of the count required by paragraph (b) of this Rule; and
 - (d) to ensure that the certificate required by paragraph (c) of this Rule is presented to the Chairperson.
- 8.28. Except as specified in this Rule the Board may determine the manner in which it conducts a postal vote.
- 8.29. Unless otherwise provided in these Rules, all Members shall have the right to speak at Meetings of the Congregation.
- 8.30. Subject to the Rules, a Meeting of the Congregation may regulate its own procedure.

9. **THE BOARD**

9.1. The Board shall comprise:

- (a) not less than 5 and not more than 9 elected Board Members; and

- (b) not more than 3 Board Members appointed by the Board. When the Congregation has a Rabbi and/or a Mashpia, the Board will appoint the person(s) in these positions to be Board Members, taking up one or two of these available three positions.
- 9.2. To be eligible to be a Board Member, a person must, at the time of his or her election, be a Member.
- 9.3. The election of Board Members shall be conducted as follows:
- (a) The Board shall call for nominations for election to the Board at least 30 days before the Annual General Meeting of the Congregation by written notice to all Members. The notice shall specify that nominations must be returned to the Board within the time specified in the notice which shall be 15 days after the date of the notice.
 - (b) A nomination must be signed by the person making the nomination and by the person who is nominated confirming his or her willingness to serve;
 - (c) If the nominations received by the Board do not exceed the number of Board Members to be elected the Board shall then declare those so nominated elected and those nominated shall take office at the conclusion of the next Annual General Meeting;
 - (d) If the nominations received exceed the number of Board Members to be elected at the Meeting, then the nominations shall be identified in the notice of the forthcoming Annual General Meeting and shall be voted upon at that Annual General Meeting and those elected shall take office from the conclusion of the Annual General Meeting at which they are elected;
 - (e) If the nominations received are less than the minimum number of Board Members to be elected, the Annual General Meeting may accept enough further nominations to reach that minimum subject to the person(s) nominated confirming their willingness to serve and those so nominated shall be declared elected and shall take office from the conclusion of the Annual General Meeting at which they are elected;
 - (f) Subject to Rule 9.4, every Board Member shall hold office until the end of the Annual General Meeting after he or she takes office; and.
 - (g) A Board Member whose term of office is due to expire may offer him or herself for re-election PROVIDED THAT no person shall be eligible for re-election as a Board Member if that person has served as a Board Member for 7 consecutive years. If a person has served as a Board Member for 7 consecutive years and then does not serve as a Board Member for at least one year, the person shall again be eligible to serve as a Board Member for a further 7 consecutive years.
- 9.4. The office of any Board Member shall become vacant if the Board Member:
- (a) dies;
 - (b) resigns in writing;

- (c) is absent without leave of the Chairperson from more than 2 successive Board meetings;
 - (d) is removed from office at a Special General Meeting by a resolution of the Congregation (provided that the notice of Meeting stated that one of the matters to be considered at the Meeting was the removal of the Board Member);
 - (e) was appointed by the Board and is removed from office by the Board; or
 - (f) ceases to be a Member.
- 9.5. If a vacancy arises on the Board or there are less than the minimum number of elected Board Members, the Board Members then in office may meet to appoint a Board Member or Members to fill the vacancy or to make up the minimum number of elected Board Members. Every person so appointed shall hold office until the next Annual General Meeting.
- 9.6. In exercising powers or performing duties under these Rules, each Board Member shall act in accordance with the Values and, subject always to the Values:
- (a) Act in good faith and in what the Board Member believes to be the best interests of the Congregation;
 - (b) Exercise the powers of office for a proper purpose; and
 - (c) Not act, or agree to the Congregation acting, in a manner that contravenes the Act or these Rules.

10. MEETINGS OF THE BOARD

- 10.1. The Board shall elect a Chairperson of the Congregation from among their number.
- 10.2. Meetings of the Board may be convened by written notice to all of the Board Members at such times and places as the Chairperson or the Board from time to time determines.
- 10.3. The quorum for a meeting of the Board shall be a majority of the Board Members then in office.
- 10.4. Each Board Member shall have one vote on any resolution at a Board meeting and the Chairperson shall have a second or casting vote in the case of an equality of votes.
- 10.5. Not less than 5 days written notice of a meeting of the Board must be sent to every Board Member, and the notice must include the date, time, and place of the meeting and the matters to be discussed. An irregularity in the notice of a meeting is waived if all Board Members attend the meeting without protest as to the irregularity or if all Board Members agree to the waiver.
- 10.6. For the purposes of these Rules the contemporaneous linking together by telephone of a number of the Board Members not less than the quorum, whether or not any one or more of the Board Members is out of New Zealand, shall be deemed to constitute a Board meeting and all the provisions in these Rules as to Board meetings shall apply to such meetings by telephone. For the purposes of this Rule "telephone" shall

include all electronic, visual, audio visual and other means of simultaneously interconnecting the Board Members to enable a Board meeting to be carried on.

- 10.7. A resolution in writing signed by all of the Board Members shall be valid and effectual as if it had been passed at a Board meeting duly convened and held. Any such resolution may consist of several instruments in writing in like form, each signed by one or more Board Members.
- 10.8. Except as expressly provided in this section of the Rules, the Board will regulate its own procedure.

11. **MANAGEMENT**

- 11.1. Subject to Rule 11.2, the business and affairs of the Congregation must be managed by or under the direction or supervision of the Board.
- 11.2. Except to the extent that these Rules expressly require any of the powers of the Congregation to be exercised by the Members or any other person, the Board has, and may exercise, all the powers necessary for managing, directing and supervising the management of the business and affairs of the Congregation including the powers of:
- (a) investment and reinvestment set out in clause 15.2; and
 - (b) borrowing and raising money set out in clause 16.
- 11.3. The Board may delegate to a committee of Board Members, a Board Member, or an employee of the Congregation or any other person or group of persons (acting individually or as a committee) any one or more of its powers, other than this power of delegation.
- 11.4. To the extent that the Board delegates a power, the Board is responsible for the exercise of the power by the delegate as if the power had been exercised by the Board, unless the Board believed on reasonable grounds at all times before the exercise of the power that the delegate would exercise the power in conformity with the duties imposed on Board Members by the Rules and has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

12. **RECORDS**

The Board shall ensure that:

- (a) a record is kept of all proceedings of the Congregation and the Board;
- (b) a correct record is kept of all monies due to the Congregation, or all payments made by the Congregation; and
- (c) all correspondence, records and reports connected with the Congregation are kept for a reasonable period.

13. **COMMON SEAL**

- 13.1. The Board shall be responsible for the safe custody and control of the common seal of the Congregation.
- 13.2. Whenever the common seal of the Congregation is required to be affixed to any document the seal shall be affixed pursuant to a resolution of the Board and shall be

witnessed by any 2 Board Members or one Board Member and any other person authorised for that purpose by the Board.

14. **MANNER OF CONTRACTING**

Unless expressly required by law, a contract or other enforceable obligation may be entered into by the Congregation as follows:

- (a) An obligation which, if entered into by a natural person, would, by law, be required to be by deed, may be entered into on behalf of the Congregation in writing signed under the name of the Congregation by:
 - (i) 2 or more Board Members;
 - (ii) a Board Member, or other person or class of persons whose signature or signatures must be witnessed; or
 - (iii) 1 or more attorneys appointed by the Congregation;
- (b) An obligation which, if entered into by a natural person, is, by law, required to be in writing, may be entered into on behalf of the Congregation in writing by a person acting under the Congregation's express or implied authority; and
- (c) An obligation which, if entered into by a natural person, is not, by law, required to be in writing, may be entered into on behalf of the Congregation in writing or orally by a person acting under the Congregation's express or implied authority.

15. **CONGREGATION'S FUNDS**

- 15.1. All monies received by or on behalf of the Congregation shall forthwith be paid to the credit of the Congregation in a bank account nominated by the Board and all payments made from the account shall be signed by, or made with the authority of, any two or more persons appointed for that purpose by the Board.
- 15.2. The Congregation may from time to time invest and reinvest the whole or any part of its funds not required for the immediate business of the Congregation.

16. **BORROWING**

The Congregation may in addition to the other powers vested in it, borrow or raise money from time to time by the issue of debentures, bonds, mortgages or any other security founded or based on all or any of the property and/or rights of the Congregation or without any security and upon such terms as to priority and otherwise as the Board thinks fit.

17. **BALANCE DATE**

The Board shall determine the balance date of the Congregation from time to time.

18. **AMENDMENT OF RULES**

- 18.1. Subject to Rule 18.2, the Rules may be amended by a Special Resolution.
- 18.2. No amendment shall be made to the Rules which would:

- (a) Enable the income or other funds of the Congregation to be used for or be available for the private pecuniary profit of any Member; or
 - (b) Have the effect of altering the exclusive charitable nature of the Congregation
 - (c) Making the Congregation ineligible for registration as a charitable entity under the Charities Act 2005; or
 - (d) Provide a personal benefit to any Board Member or Member except as expressly authorised by these Rules and the Act.
- 18.3. The Congregation may from time to time make, amend or rescind regulations or by-laws not inconsistent with these Rules governing the affairs of the Congregation and the procedures at its Meetings or delegate to the Board the power to make, amend or rescind such regulations or by-laws.
- 18.4. The decision of the Board on the interpretation of these Rules or any matter or thing not contained in these Rules and which pertains to the Congregation shall be conclusive and binding on all Members unless revoked at a Meeting.

19. **WINDING UP**

- 19.1. The Congregation may be put into liquidation if the Members pass a Special Resolution appointing a liquidator.
- 19.2. If the Congregation is wound up, any surplus assets after payment of the Congregation's liabilities and the expenses of the winding-up shall be distributed to any incorporated society, institution or trust for purposes which are exclusively of a charitable nature and are of a kind or nature similar to, or substantially similar to, those of the Congregation as determined by the Members in the resolution requiring the Congregation to be wound up (in the case of a voluntary liquidation) or, in any other case, by the Board.

20. **NOTICES**

- 20.1. Any notice required or permitted to be given under these Rules to Members or to a Board Member shall be validly given if sent to the last known address of the person as shown in the Register of Members and shall be deemed to have been delivered:
- (a) if given by post, on the second day after posting;
 - (b) if by delivery, then upon delivery; and
 - (c) if by facsimile or electronic means, then upon dispatch (so long as, in the case of facsimile an answerback is received and in any other case no notice of non-delivery is received) provided that if dispatch occurs after 5PM on a day or on a day which is not a day, then on the beginning of the day following dispatch.
- 20.2. The Board may, in its discretion, make and amend such further provisions relating to the receipt and delivery of notices as it considers appropriate.

SCHEDULE

Form of Proxy

The Wellington Progressive Jewish Congregation Incorporated (“the Congregation”)

I, _____, being a Member of the Congregation hereby appoint _____ or failing him/her _____ as my/our proxy to vote for on my behalf at the Meeting of the Congregation to be held on the ____ day of ____ 200__, and at any adjournment thereof.

This form is to be used as follows [insert resolution and whether for or against]:

| | |
|------------|-------------|
| Resolution | For/Against |
| Resolution | For/Against |
| Resolution | For/Against |
| Resolution | For/Against |

Unless otherwise instructed the proxy will vote as he or she thinks fit.

SIGNED this day of 20 .

Signature of Member