

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

Adopted date: 22 June 2025

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

**1. DEFINITIONS**

1.1. In this Constitution unless the context otherwise requires:

- (a) "Act" means the Incorporated Societies Act 2022.;
- (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 this Constitution;
- (f) "Contact Person" means a person holding the position of contact person for the purposes of sections 112 to 116 of the Act.
- (g) "Financial Year" means the 12 months ending on the date as at which the balance sheet of the Congregation is drawn up;
- (h) "Meeting" means any meeting of the Members of the Congregation;
- (i) "Member" means a person who is a Member of the Congregation;
- (j) "Objects" means the objects of the Congregation as set out in this Constitution;
- (k) "Register of Members" means the register maintained by the Congregation in accordance with this Constitution;
- (l) "Special Resolution" means a resolution of the Congregation approved by a majority of 75% of the valid votes recorded in favour of the resolution;
- (m) "Subscription" means any annual Subscription fee set by the Board pursuant to clause 7.1; and
- (n) "Values" means the values of the Congregation as set out in this Constitution.

1.2. In the interpretation of this Constitution:

- (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 "Constitution" is to this Constitution, including the schedules, as amended from time to time and a reference to a "clause" shall be interpreted accordingly;
- (i) Headings in the Constitution 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 as 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 this Constitution, 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.

5.7. Members of all categories must consent to becoming Members.

## 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 Board 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 clause 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 an up to date Register of Members which shall contain the names, alphabetically arranged, and the latest known contact details of each person who is a Member, the date they became 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 six 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 clauses 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 clauses 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 or casting a postal vote.
- 8.15. Any instrument appointing a proxy shall be in writing in the form attached as a Schedule One, 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 this Constitution, 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. Such a poll must take account of proxy and postal votes if any.
- 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 clause a "postal ballot" includes a ballot which is conducted by electronic means (including e-mail).
- 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 clause and which sets out the results of the count required by paragraph (b) of this clause; and
  - (d) to ensure that the certificate required by paragraph (c) of this clause is presented to the Chairperson.
- 8.28. Except as specified in this clause the Board may determine the manner in which it conducts a postal vote.
- 8.29. Unless otherwise provided in this Constitution, all Members shall have the right to speak at Meetings of the Congregation.
- 8.30. Subject to this Constitution, a Meeting of the Congregation may regulate its own procedure.

8.31. The above provisions relating to special general meetings apply to meetings (if any) under section 64(3) of the Act.

## 9. **THE BOARD**

9.1. The Board shall comprise:

- (a) not less than five and not more than nine elected Board Members; and
- (b) not more than three 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 the available three positions.

9.2. To be eligible to be a Board Member, a person must, at the time of his or her election or appointment be a Member, not be disqualified by the Act from being a Board Member, and consent to being a Board 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 clause 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 seven consecutive years. If a person has served as a Board Member for seven 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 seven 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 two 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); the grounds for removal are that the Board Member is no longer fit and proper to be a Board Member;
  - (e) was appointed by the Board and is removed from office by the Board on the grounds that the Board Member is no longer fit and proper to be a Board Member;
  - (f) ceases to be a Member; or
  - (g) becomes disqualified under the Act.
- 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 this Constitution, 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 this Constitution.

## 10. MEETINGS OF THE BOARD

- 10.1. The Board shall elect a Chairperson of the Congregation from among their number. At the same time, the Board shall appoint the Chairperson to be the Congregation's Contact Person if eligible. Failing the Chairperson being appointed the Contact Person the Board shall appoint another from its number to be the Contact Person.
- 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. Voting is by show of hands.
- 10.5. Not less than five 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 this Constitution 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 this Constitution as to Board meetings shall apply to such meetings by telephone. For the purposes of this clause "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 Constitution, the Board will regulate its own procedure.

## 11. **MANAGEMENT**

- 11.1. Subject to clause 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 this Constitution expressly requires 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;and
  - (c) appointing a Contact Person whenever such an appointment is required.
- 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 this Constitution and has monitored, by means of reasonable methods properly used, the exercise of the power by the delegate.

## 12. **RECORDS AND MINUTES**

The Board shall ensure that:

- (a) a record is kept of all proceedings of the Congregation and the Board, including minutes of all annual and special general meetings of the Congregation, and all meetings of the Board, and committees if directed by 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 period in accordance with any applicable New Zealand legislation or regulations.

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

## 14. **CONTRACTS**

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) two or more Board Members;
  - (ii) a Board Member, or other person or class of persons whose signature or signatures must be witnessed; or
  - (iii) one 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 CONSTITUTION**

- 18.1. Subject to clause 18.2, this Constitution may be amended by a Special Resolution.

- 18.2. No amendment shall be made to this Constitution 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; or
- (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 this Constitution and the Act.

- 18.3. The Congregation may from time to time make, amend or rescind regulations or by-laws not inconsistent with this Constitution 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 this Constitution or any matter or thing not contained in this Constitution 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 voluntary 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, having regard to the affiliations of the Congregation at the time and the values and objects herein, 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 this Constitution to Members or to a Board Member shall be in writing, and shall be validly given if sent to the last known contact particulars 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 electronic means, then upon sending, provided that if sending occurs after 5PM then on the beginning of the day following sending.
- 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.

## 21 **DISPUTE RESOLUTION**

21.1 The Congregation shall apply the dispute resolution procedures set out in Schedule Two hereof.

## 22 PREVIOUS RULES

22.1 Where there are references in the Congregation's current policies, protocols and procedures to the Congregation's Rules (which this Constitution has replaced), those references shall be taken as references to this Constitution, with any necessary changes, unless the context indicates otherwise.

**SCHEDULE ONE**

**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 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

Unless otherwise instructed the proxy will vote as he or she thinks fit in relation to the above stated resolution(s).

**SIGNED** this      day of              20 .

\_\_\_\_\_  
Signature of Member

**SCHEDULE TWO**

1. In this schedule a **dispute** is an allegation that:

- I. A Member or member of the Board has breached or is likely to breach:
  - a) The Incorporated Societies Act 2022; or
  - b) The Temple’s Constitution; or
  - c) The Temple’s code of conduct; or
  - d) A Temple policy; or

II. A Member's rights or interests as Member have been damaged.

A dispute may include one or more of the above allegations.

2. Such allegations may be between:
  - i. 2 or more Members; or
  - ii. 1 or more Members and the Congregation; or
  - iii. 1 or more Members and 1 or more or all members of the Board; or
  - iv. 2 or more members of the Board; or
  - v. 1 or more members of the Board and the Congregation; or
  - vi. 1 or more Members or members of the Board and the Congregation; or
  - vii. A combination of the above.

References above to members of the Board are to those members in their capacity as Board members.

3. In this policy a **complaint** is a dispute which has been submitted in writing to the Board for resolution and which:
  - a) States that it is a complaint for which resolution is sought under this policy; and
  - b) Sets out the allegation or allegations to which the dispute relates, and against whom the complaint relates; and
  - c) Sets out any other information reasonably required by the Board.
4. At any time after receipt of a complaint, the Board may decide not to proceed further with it if:
  - a) The complaint is trivial; or
  - b) The complaint does not appear to disclose or involve a dispute of the type set out paragraph 1 above; or
  - c) The complaint appears to be without foundation or there is no apparent evidence to support it; or
  - d) The person or persons who makes the complaint have an insignificant interest in the matter; or
  - e) The conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under this Constitution; or
  - f) There has been undue delay in making the complaint; or
  - g) The person or persons making the complaint advise that they do not want it considered under this policy.

Before coming to a decision under this paragraph the Board may seek further information from a party or parties, and must share the additional information with the parties to the dispute.

5. Except where the Board makes a decision in terms of paragraph 4 above, after receiving a complaint, the Board must ensure that the complaint is investigated or determined or resolved as soon as is reasonably practicable and fair.
6. In order to ensure that the complaint is investigated or determined or resolved, the Board must decide upon an appropriate process, taking due account, amongst other things, of the gravity, nature, complexity, and urgency of the dispute, and the number,

identity and wishes of the parties. The decision may be subsequently varied by the Board.

7. Without limiting what is set out in paragraph 6 above, the Board may refer the complaint to:
  - a) A standing committee, ad hoc committee or Member of the Congregation to investigate the complaint and report back to it, or to determine the complaint; or
  - b) A person or persons or organisation outside the Congregation to investigate the complaint and report back to it; or
  - c) An arbitral tribunal to adjudicate and determine the complaint; or
  - d) With the consent of all parties to the complaint to any type of consensual dispute resolution, for example, mediation, facilitation, or a tikanga-based practice.

More than one referral may be made during the complaint resolution process.

8. The Board is not obliged to refer a complaint for investigation or determination or resolution. The Board itself, or delegated member or members of the Board may investigate or determine or resolve a complaint.
9. The Board may refer a complaint to the Police or to a statutory agency or complaint body, in which case paragraphs 5 and 6 above do not apply.
10. No person may be involved in the investigation or determination or resolution of a complaint if there are reasonable grounds to believe that they may not be impartial or able to consider the matter without a predetermined view. This requirement, however, does not disentitle the Board from carrying out its duties under this policy, notably paragraph 5, if it or its members are parties to a complaint. And any prospective person to be involved in the investigation, determination or resolution of a complaint is not automatically disqualified from involvement by virtue of being a Member of the Congregation.
11. Complaints must be dealt with in a fair, efficient, and effective manner, and in accordance with the principles of natural justice to the extent not modified by this terms.
12. Complainants and those complained about are entitled to know:
  - a) The process for the resolution of the complaint; and
  - b) The stages that have been reached in the process; and
  - c) All the evidence on the basis of which a complaint will be determined; and
  - d) The possible types of outcomes of a determination.

13. Complainants and those complained about must be given a reasonable opportunity to respond to the evidence referred to in paragraph 12 (c) above before a determination takes place.
14. Complaint processes may include reasonable provisions to protect privacy and confidentiality, but such provisions cannot override paragraph 12(c) above.
15. Subject to any requirement to the contrary, those conducting complaint processes are entitled to make interim or final directions of any kind, and to otherwise manage the process, as is appropriate or necessary. Such directions may include, amongst other things, those relating to privacy and confidentiality, timing, and the production of documents. Those conducting complaint processes may from time to time seek the guidance or direction of the Board as to process.
16. No party to a complaint carries a burden of proof. The civil standard of proof applies.
17. Parties to a complaint are entitled to have legal representation at their own expense and to up to 3 support people.
18. The determination of a complaint may can result in:
  - a) A finding upholding the complaint in whole or in part.
  - b) A finding dismissing the complaint in whole or in part.
  - c) A finding that neither above result is possible due to uncertainty.
19. Without limitation, types of outcomes following the upholding of a complaint in whole or in part may include one or more of the following:
  - a) A censure.
  - b) A direction that an apology be provided.
  - c) A direction that a person refrains from certain conduct.
  - d) A direction that a person takes remedial action.
  - e) A direction that compensation be paid.
  - f) A recommendation to a Member that they receive assistance.
  - g) A recommendation to the Board that a Member's membership be reviewed.
  - h) A recommendation to the Board that it make a referral to the Police or any other body or agency.
  - i) A recommendation to the Board that further investigation or inquiry be undertaken.
  - j) If an employee of the Congregation is involved, a recommendation to the Board that their conduct be considered under the terms of their employment contract.
  - k) A recommendation that the Board publishes a notice about the complaint and its outcome to some or all Members.
  - l) A recommendation to the Board that the Constitution or code of conduct of the Congregation be reviewed.
  - m) A direction that a party to the complaint contribute to the cost of the complaint process.
  - n) That no action be taken.
20. Other possible outcomes to complaints include:
  - a) The complaint is settled between the parties.

b) The complaint is withdrawn by the complainant(s).

21. If a person, committee or body other than the whole Board is authorised to determine a complaint, it can only decide on an outcome of a type that has been specified by the Board in advance as one it is authorised to make, but may recommend any outcome to the Board. The Board may act on any recommendation.
22. The Board may enforce any outcomes to a complaint.
23. The outcome of complaints, and the reasons thereof, must be recorded in writing, and a copy given to the parties. The detail of such documents must be commensurate with the gravity of the complaints and the likely impact of the outcomes on the parties.
24. The outcomes of complaints are to remain private and confidential as between the parties unless the Board decides otherwise.
25. Nothing in the above applies to disputes which are not submitted in writing to the Board. Should the Board be notified of a dispute otherwise than in writing it may request the complainant to submit the dispute in writing, in which case the above provisions apply. But unless and until a dispute is submitted in writing the Board may deal with it as it sees fit.
26. Where a determinative process is adopted by the Board and the appointed determiner has their own terms of appointment, that person can require that the parties commit to those terms before the determiner agrees to accept appointment and enter into the determination.