

RULES OF THE AUCKLAND ZIONIST SOCIETY (INCORPORATED)

1. NAME

1.1 The name of the Society is THE AUCKLAND ZIONIST SOCIETY (INCORPORATED) ("the Society").

2. OBJECTS

2.1 The objects of the Society shall be :

- (a) To educate, promote and disseminate in and to the people of New Zealand, Jewish history, the history of Israel, its language and culture.
- (b) To co-ordinate and encourage within New Zealand all Zionist activities and to foster and encourage Jewish and Zionist ideals to Jews and Jewish youth groups in New Zealand and to support Jewish education in New Zealand in Zionist and Jewish fields and activities and for this purpose to fund in whole or in part the study by New Zealand Jews in New Zealand and overseas PROVIDED THAT if any Jewish people shall travel overseas for educational purposes then such people shall be bonded to the Society upon such terms as the Society shall from time to time think fit to ensure that the Jewish person receiving such overseas study work within the New Zealand Jewish community to disseminate such knowledge gained by that person overseas.
- (c) To foster the unity of Jewish people, to strengthen Jewish consciousness and heritage and to promote Judaism and Jewish culture in New Zealand.
- (d) To propagate the cause of Zionism and Judaism in Auckland.
- (e) To co-ordinate, appoint, nominate and control all other Zionist activities of whatever type or nature in Auckland.
- (f) To assist and support other Jewish organizations and Jewish people within New Zealand and to do all such things as necessary and provide such guarantees as may be required to enable such object to be fulfilled.
- (g) All the objects of the Society are limited to New Zealand.

3. MEMBERSHIP

- 3.1 The Society shall consist of an unlimited number of male and female persons who shall be of the Jewish faith (as defined in the Schedule hereto).
- 3.2 Every person who makes payment for the first time of the Society's annual subscription shall ipso facto become a member of the Society.
- 3.3 The annual subscription for membership shall be such sum as shall be fixed at the Annual General Meeting of the Society for the next financial year and all subscriptions shall be due and payable within 3 months from the commencement of the said financial year. Any sum so fixed shall also apply to subsequent years unless varied at a later Annual General Meeting.
- 3.4 All persons who have become members of the Society shall remain members until they shall either:
  - (a) Resign as hereinafter provided; or

(b) Cease in any financial year of the Society's existence to contribute to the funds of the Society an amount not less than that mentioned in Rule 3 hereof. Any person wishing to resign shall notify the Secretary in writing of such desire and such notice shall be dealt with by the Committee of the Society which shall accept such resignation. Any person previously a member of the Society who has ceased to be so shall again become a member by payment to the funds of the Society during any financial year of the Society of a sum not less than that mentioned in Rule 3 hereof.

3.5 The rights and privileges of membership shall be :

- (a) The right to hold office in accordance with the Rules.
- (b) The right to be present at all Annual General Meetings of the Society and to move, speak to and vote on all such motions, amendments and other matters as may in accordance with these Rules, be moved, spoken to or voted on at such meetings.
- (c) At Annual and Extraordinary General Meetings only financial members of the Society shall have the right to vote on any issue on the agenda or otherwise arising.

#### 4. DISPOSITION OF FUNDS

4.1 The income and property of the Society from whatsoever source derived except for any nominated trust fund shall be applied solely within New Zealand in carrying out the objects of the Society and no portion of the funds shall be paid or transferred directly or indirectly by way of dividend or any other method of division to the members of the Society.

4.2 All monies received by or on behalf of the Society shall be banked in an account in the name of the Society in such banking institution as the Committee shall from time to time determine and such banking account shall be operated upon by any two of the following officers :

The President, Treasurer and / or Secretary or such other Committee member authorized by the Committee to act in respect of the Society's banking account.

4.3 Any surplus funds of the Society may from time to time be invested in such authorized securities as are defined in the Trustee Act 1956 or in any Act amending same or in substitution therefor provided that any funds of the Society invested in unauthorized securities as at the date of incorporation of the Society may remain so invested if it is considered by the Committee that the retention of such unauthorized securities is advantageous to the Society.

4.4 No member of the organization or any person associated with a member shall participate in or materially influence any decision made by the organization in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever.

4.5 Any such income paid shall be reasonable and relative to that which would be paid in an arms length transaction (being the open market value). The provisions and effect of this clause shall not be removed from these Rules, and shall be included and implied into any Rules replacing these Rules.

#### 5. OFFICERS

5.1 The officers of the Society who shall be unpaid shall be a President, a Vice President, a Treasurer and /or Secretary who with not less than 6 other members of the Society elected as hereinafter

provided shall constitute the Committee of the Society, together with one representative of each of the following organizations:

Habonim, Bnei Akiva, New Zealand Jewish Students, Auckland Jewish Publications, Keren Hayesod, Youth Aliyah, Friends of Hebrew University, Jewish National Fund, WIZO and Council of Jewish Women, B'nai B'rith and representatives of religious Jewish organizations and the Jewish Council in Auckland.

- 5.2 The offices of Treasurer and Secretary may be combined in one person. Such Committee may from time to time make, alter or rescind bylaws for the proper administration of the Society so long as they are not repugnant to these Rules or to the provisions of the Incorporated Societies Act 1908 and its amendments and may do all things necessary in the interests of the Society but subject to these Rules and to the said Act and its amendments.
- 5.3 It shall be the duty of the Committee to attend all meetings whether General Meetings or meetings of the Committee of which they shall receive due notice. Six members personally present shall constitute a quorum for a meeting of the Committee. Should there be no quorum present within thirty minutes of the time appointed for the holding of the Committee meeting, then such meeting shall lapse.
6. APPOINTMENT OF OFFICERS
- 6.1 All officers of the Society shall be elected at a secret ballot at the Annual General Meeting which shall be held as soon as possible after the financial balance on the 31<sup>st</sup> day of March in each year and such officers shall hold office until their respective offices and their respective resignations shall be accepted by the Committee or until they shall be incapable of acting.
7. NOMINATION AND ELECTION OF OFFICERS
- 7.1 The notice calling for nominations is to be sent out not less than two weeks before the Annual General Meeting. Nominations for Committee are to be forwarded to the Secretary in writing, signed by the proposer and seconder and with signed acceptance of the nominee before the Annual General Meeting or may be tabled at the Annual General Meeting at any time prior to the election of the Executive Committee.
- (a) All persons elected to the Committee at any Annual General Meeting shall hold office for one year only but shall be eligible for re-election.
- (b) The Immediate Past President shall hold that office for one year only as a member of the Committee, but shall be eligible for election to the Committee at the next succeeding Annual General Meeting.
- (c) No member shall be eligible for the office of President or Vice-President unless he has been a member of the Committee for at least two years.
- 7.2 In addition if the Zionist Federation of New Zealand (Federation) is domiciled in Auckland the Executive Committee shall include the President of the Federation and in any other case the Immediate Past President of Federation as long as such person is resident in Auckland.
8. PRESIDENT
- 8.1 The President shall preside at all Committee Meetings. In his/her absence, the Vice President shall preside. If he/she is not present, some other person shall be elected from the meeting. The President or his or her deputy in the absence of the President shall have the right to vote on

every motion and in the case of the voting being equal, then the President or his or her deputy in the absence of the President shall have the casting vote.

9. SECRETARY

9.1 It shall be the duty of the Secretary to attend in person at each meeting of the Committee and keep minutes of the proceedings, read and file all communications and other papers, issue notice of meetings and conduct correspondence. The Secretary shall not permit any books or documents of the Society to be inspected except by members of the Committee without written order from the President. The Secretary shall have the right to speak and vote on all matters at committee and General Meetings.

10. TREASURER

10.1 The Treasurer shall be responsible for all dues and funds subscriptions and other revenue of the Society and shall bank the same as soon as practicable from date of receipt thereof. The Treasurer shall keep a correct account of all money paid to the Society and shall prepare a revenue account and balance sheet for the preceding 12 months ended the 31<sup>st</sup> March in each year and shall as soon as possible after such date present the same to the auditor of the Society for audit and after audit shall present the same to the Committee for approval and submission to the next ensuing Annual General Meeting.

10.2 Cheques shall be signed by any two people appointed by the Committee.

11. AUDITOR

11.1 An auditor shall be appointed at the Annual General Meeting in each year and shall hold office until the next Annual General Meeting of the Society or until he or she shall resign or become incapable of acting. It shall be the auditors duty to carry out a complete audit for presentation to members. An auditor shall not be a member of the Committee or hold any other office of the Society.

12. MEETINGS

12.1 The Annual General Meeting shall be held as soon as possible after the end of the financial year. At least 14 clear days notice in writing thereof must be given to members and copies of the annual report and balance sheet of the Society given to them with the said notice.

12.2 At all General meetings, a quorum shall consist of not less than 6 members personally present and should there be no quorum within thirty minutes of the time appointed for the holding of the meeting, the meeting shall be adjourned to such subsequent date as may be determined by the President who shall arrange for the dispatch to members of a further notice advising of the date of the adjourned General Meeting.

12.3 Except as otherwise provided in these rules, at all meetings of the Committee all questions shall be decided by a majority. The Chairman of the meeting shall have a casting vote as well as a deliberative vote.

12.4 In the absence of the President, the Vice-President shall preside at the meetings, if neither of these officers are present, the meeting shall elect a chairperson from among members present.

12.5 The regular business of the Annual General Meeting which shall take precedence over all other business shall be:

(a) To receive the annual report, balance sheet and revenue account of the Society.

- (b) Consideration of notices of motion.
- (c) Election of officers and Hom. Auditor.
- (d) General

- 12.6 Special General Meetings other than Annual General Meetings shall be held as often as deemed necessary by the Committee or when applied for as mentioned in Rule 12.8.
- 12.7 At least 14 clear days notice in writing of such meeting shall be given by the Secretary to all members stating briefly the business which is proposed to be considered at such Special General Meeting.
- 12.8 Special General Meetings shall be called upon the written application of 10 financial members of the Society.
- 12.9 Should a quorum not be present for an Annual General Meeting or a Special General Meeting within thirty minutes of the time appointed in the circular convening the Annual General Meeting or the Special General Meeting it shall not be competent to proceed to business until a further meeting shall have been regularly convened.
- 12.10 The business of any Special General Meeting shall be such business as shall be submitted by the committee or requested in any requisition for the calling of a meeting or with the consent of the meeting brought forward by any member present.
- 12.11 Voting at General Meetings shall be conducted in such manner as the chairperson shall determine provided that a poll shall be held if demanded by not less than two (2) persons present and entitled to vote.

### 13. NOTICES OF MOTION

- 13.1 All notices of motion shall be forwarded in writing to the Secretary at least 2 weeks before an Annual General Meeting or a Special General Meeting as the case may be. Notices of Motion shall be placed on the agenda of the next Annual General Meeting or Special General Meeting after receipt of such notice.
- 13.2 If a motion duly proposed and put be rejected by any Annual General Meeting or Special Meeting, no other motion which in the opinion of the chairperson of any subsequent meeting is substantially the same shall be put within the space of 3 months from the date of rejection of the first motion.

### 14. FINANCES

- 14.1 It shall be the duty of the committee to administer the Society's funds in accordance with its aims and objects.
- 14.2 Funds shall be used for the advancement of Education and Jewish awareness in New Zealand and for education of Jewish students overseas PROVIDED THAT such students are bonded to disseminate their knowledge for such period as the Society shall from time to time stipulate.

### 15. LIFE MEMBERS

- 15.1 At a General Meeting of the Society, a member who has given many years of outstanding service on the Executive Committee may be elected as a Life Member provided that:
- (a) The Executive Committee or equivalent Committee of the Society recommended him or her for life membership; and

(b) In a vote at least 2/3 of the members present at the meeting favour the nominee.

15.2 Life Members shall pay no subscription. No more than one Life Member may be elected in any one year and the total number of Life Members is not to exceed five at any one time, so that being a Life Member of the Auckland Zionist Society is to be considered a very special honour.

#### 16. SEAL

16.1 The Common Seal of the Society shall remain in the custody of the Secretary and shall be used by him/her only when directed by a resolution duly passed in Committee or at a General Meeting. The seal shall be affixed by the Secretary and only in the presence of any two of the President, Treasurer or Secretary who shall subscribe their respective name and offices immediately below the seal.

#### 17. ALTERATION TO RULES

17.1 notice in writing shall have been given to members and which shall be passed by not less than two-thirds majority of financial members present and voting at a duly convened general meeting of the Society.

17.2 No Rules shall be valid until accepted by the Registrar of Incorporated Societies.

17.3 A draft of the proposed new Rules shall be circulated to all members and a time limit fixed for any proposed amendments to be forwarded to the Secretary.

17.4 The proposed new Rules and any proposed amendments received (and no other) shall be discussed at such meeting.

17.5 The Rules adopted at such meeting shall become the new Rules of the Society.

17.6 No alterations shall be permitted to these Rules which Rules would be in breach of the primary charitable purpose of the Auckland Zionist Society Incorporated.

#### 18. GENERAL

18.1 The Committee shall have the power within their sole discretion to enforce payment to recover any subscriptions or any other monies due to the Society and unpaid or to remit or write off any such unpaid subscriptions or such other monies due to the Society.

18.2 Subject to approval at a General Meeting the Society may become a member of or affiliated to any other Society or organization on such terms and conditions as such General Meeting may determine provided however that such General Meeting considers the objects of the other Society or organization to be compatible with and sympathetic to the objects of the Society.

18.3 Any case not provided for in these rules or any question arising as to their interpretation shall be decided by the Committee whose decision shall be final.

18.4 All members shall be deemed to have notice of and be bound by these rules.

18.5 The Committee shall have power to fill any casual vacancy in any office of the Society by the appointment thereto of any member who shall hold office until the date when his/her office would have expired if he/she had been elected at the previous Annual General Meeting.

#### 19. WINDING UP

19.1 It at any meeting a majority of those present and voting shall resolve that the Society shall be wound up, a further Special General Meeting shall be called and held not earlier than thirty days after the date of the meeting at which such resolution was passed to confirm or

reject such resolution. If the resolution shall be confirmed at such Special General Meeting the Society shall be wound up and all of the surplus assets after payment of all costs, debts and liabilities of the Society shall be transferred to such New Zealand Jewish charity or charities as may be determined at such Special General Meeting called to confirm the initial resolution for winding up.

19.2 (a) No addition to or alteration of the personal benefit clause or the winding up clause shall be approved without the approval of Inland Revenue Department.

(b) The Society shall not change the Charitable Status of the Organisation at any point without the consent of the Inland Revenue Department.

#### SCHEDULE

For the purposes of the aforementioned rules, a person of the Jewish Faith shall be defined as any person who is eligible for membership of either the Auckland Hebrew Congregation whose Synagogue at the date hereof is situate in Greys Avenue, Auckland or of the Auckland Liberal Jewish Congregation whose Temple at the date hereof is situate at Manukau Road, Epsom, Auckland whether such person be a member or not of either such Congregations. The eligibility of such person for membership of either of such Congregations shall be determined by reference to the Minister for the time being of such Congregation to which enquiry is made and the determination received from the appropriate Minister shall be final and binding upon the Society.