

# North Shore Synagogue

## Key rationale and differences between existing and proposed constitution

### 1. General rationale for the change

The existing Constitution was adopted in 2006 and contains a number of concepts which are now outdated and no longer relevant for the North Shore Synagogue. This is normal and generally occurs with the passage of time. Consideration was given to amending the existing Constitution, however the number of changes required would have made this unwieldy. The proposed new Constitution adopts a modern and more streamlined approach (24 pages vs 51 pages long). By way of example:

- the existing Constitution states in clause 171 that “Members of the Board may be male or female” and similarly in clause 174 “Members of the Executive may be male or female.”. Whilst this is of course correct, it no longer needs to be stated.
- The existing Constitution contains a detailed mechanism in clauses 245 to 254 to establish and operate a “Tribunal” as a dispute resolution organ of the Synagogue. Neither Board members no salaried officers of the Synagogue are eligible for membership of the tribunal.

### 2. Objects of the Synagogue

These are stated in clause 6 of the proposed constitution. The objects from clause 34 of the existing Constitution have been retained in full, however the proposed new constitution uses more concise language.

### 3. Membership

The core principles of membership eligibility and applying for membership have been retained and all new membership applications need to be approved by the Board.

- Categories of membership have been simplified and there are no longer Associate Members or Country Members
- The President and the Treasurer may at their discretion determine that the annual membership fee for a member be discounted to take into consideration the special individual circumstances of a member.
- Seating principles have been retained
- Principles and proceedings to call and hold General Meetings of Members have been retained, albeit in a more streamlined form.
- The Synagogue may hold a General Meeting at two or more venues using any technology that gives the members as a whole a reasonable opportunity to participate, including to hear and be heard.
- Members may still vote via proxy

### 4. Composition of the Board

Composition of the Board has been changed under the proposed constitution:

- Clause 39 - The Synagogue must have at least three and no more than nine directors. The current Constitution allows for up to 14 directors.
- Directors must still retire at least once every 2 years and seek re-election at the AGM

Best practice principles recommended by the Australian Charities and Not-for-profits Commission (ACNC) and the ATO have been included in the proposed constitution, both for Board renewal and compliance reasons. These mandate that a special resolution of members (75% majority) is required for extension of terms as follows:

- Clause 41.6 - A director who has held office for a continuous period of nine years or more may only be re-appointed or re-elected by a special resolution.
- Clause 41.7 - A President and Treasurer may only hold those positions for a continuous period of five years, unless approved by a special resolution.

## **5. Operation of the Board**

Directors must comply with governance standard 5 of the regulations made under the ACNC Act when exercising their powers and discharging their duties.

Clause 44.1 - The Board may delegate any of its powers and functions to a committee, a director, an employee of the Synagogue, or any other person, as they consider appropriate. This is a more streamlined and flexible approach to management and governance. There is no longer a mandated Executive, as in the existing Constitution, however the Board can form any committee or sub-committee it so wishes under the proposed constitution, including an “executive committee”.

The role and powers of the President remain the same as under the current Constitution.

## **6. Rabbi**

Under the current Constitution, a Chief Minister and a Chazan may be engaged by the Board on terms and conditions which are not to be disclosed to members. Likewise, the Board may terminate these engagements. These positions are not specified in the proposed constitution, but fall within the Board’s general remit to appoint personnel and to terminate such arrangements. The key difference is that under the current Constitution, the Chief Minister must be approved at a general meeting, whereas now it is the remit of the Board.

Under the proposed constitution, The Rabbi of the Synagogue should be invited to attend all meetings of the Board, unless the President determines that the Rabbi’s presence would be a conflict of interest or is otherwise inappropriate. This happens in practice, but is not documented in the current Constitution.

Clause 18.2 – in relation to dispute resolution, in regard to any matter or question in respect of Jewish Law, the ultimate decision is to be made by the Synagogue’s senior Rabbi. This clause does not appear in the existing Constitution.