

קהילת אהבת ציון רמת בית שמש (ע"ר)

Kehillat Ahavat Zion Ramat Beit Shemesh (R"A)

עמותה רשומה מס' 58-035-188-0

AMUTOT LAW — 5740 – 1980

RULES AND REGULATIONS

of

KEHILLAT AHAVAT TZION RAMAT BEIT SHEMESH

ARTICLE I

NAME AND PURPOSES OF THE AMUTA; STRUCTURE

Name of the Amuta

1. The name of the Amuta shall be Kehillat Ahavat Zion Ramat Beit Shemesh; in Hebrew: קהילת אהבת ציון רמת בית שמש.
2. The name of the Amuta shall be stated on every document, sign or publication issued on its behalf, in its full form as it appears in the certificate of registration; the name shall be stated without any abbreviations or omissions and shall include at its end the term "Amuta", "registered Amuta" or "(R"A)".

Purpose of the Amuta

3. The purpose of the Amuta will be:
 - (a) To create and develop a community in Ramat Beit Shemesh of a Torah-based national religious character;
 - (b) To build, maintain and run a synagogue, a house of learning and a community and religious centre for the purposes of the promotion of the Jewish religion, education and culture;
 - (c) To develop the synagogue, house of learning and communal centre, both physically and spiritually;
 - (d) To hold religious services and religious lectures;
 - (e) To organise cultural activities of a national religious character.

Structure of the Amuta

4. The organs of the Amuta shall be as follows:

- (a) The General Meeting;
- (b) The Vaad;
- (c) Subcommittees appointed by the Vaad in accordance with these Rules;
- (d) The Audit Committee;
- (e) The Treasurer;
- (f) The Head Gabbai;
- (g) The Rav.

ARTICLE II

DEFINITIONS

5. Throughout this Takanon, the following terms shall have the meanings set forth opposite them unless the context clearly requires otherwise:
- (a) Amuta – Kehillat Ahavat Tzion Ramat Beit Shemesh R”A.
 - (b) Building Fund - the cumulative amount of money that each Member is required to pay that is allocated to build and/or to upkeep the building for the Amuta.
 - (c) Head Gabbai – Amuta officer who has overall responsibility for all activities related to the synagogue services of the Amuta. The Head Gabbai’s duties and responsibilities are further defined in Article XIV.
 - (d) Law – The Amutot Law (5740) (1980)
 - (e) Majority – A vote in which more than 50% of the Members who cast votes, vote in favour of the item proposed. All votes of the general membership are Majority votes unless specifically stated otherwise in this Takanon. For all purposes, each spouse of a married couple shall be considered one Member.
 - (f) Member – An individual (male or female) who has fulfilled the following conditions:
 - (i) Received approval from the Vaad to join the Amuta.
 - (ii) Paid their Building Fund obligations in full or have agreed on a payment plan with the Vaad or the Vaad’s representative to pay their Building Fund obligations and have met all their obligations as per the agreed upon payment plan.
 - (iii) Paid their annual dues in full or have agreed on a payment plan to pay their annual dues with the Vaad or the Vaad’s representative and have met all their obligations as per the agreed upon payment plan.
 - (iv) Have fulfilled any other financial obligations to the Amuta.
 - (v) Have not committed any offence that would be in material violation of any of the terms of this Takanon.
 - (g) Registrar - The Registrar of Amutot.
 - (h) Rules – numbered clauses in this Takanon
 - (i) Super Majority – A vote in which at least 66% of the total amount of Members cast a vote and at least 66% of the Members that do cast votes, vote in favour of the item proposed (or in the event that such latter quorum is not reached when such vote is first convened, a vote in which at least 60% of the total amount of Members cast a vote

and at least 60% of the Members that do cast votes, vote in favour of the item proposed, at a vote convened no more than one week later than the original vote).

- (j) Treasurer – The Chief Financial Officer of the Amuta, whose responsibilities are further defined in Article XI.

ARTICLE III

MEMBERSHIP

Eligibility for Membership

- 6. The following shall be eligible to become members of the Amuta: all persons who have attained at least 18 years of age and who have submitted an application for membership as set out below. The Amuta reserves the right to set rules for membership and to accept, reject or suspend individuals from all and any rights and privileges of membership, in accordance with the rules set forth herein and such resolutions as the Amuta may from time to time adopt.

Admission of New Members and Conditions for Membership

- 7. Candidates for membership shall apply to the Vaad in such form as approved by the Vaad, which shall include the following statement: “We (name and address) wish to become a member of the Amuta. The purpose and Rules of the Amuta are known to us, and we have read and understood the Rules of the Amuta. We undertake that, if admitted as a member, we shall comply with the provisions of the Rules of the Amuta and with the decisions of its general meeting. We also understand that our admission as a member of the Amuta is subject strictly to the absolute discretion of the Vaad and that our application may be rejected with or without cause.”. Such application shall constitute confirmation by candidates that they are eligible for membership as set out in Rule 6 above, and that they agree to the conditions of membership, including financial obligations, as set out in Article IV below.
- 8. The approval of the Vaad shall constitute acceptance into membership.
- 9. The Vaad has the power to decide to admit an applicant as a Member of the Amuta or not to admit him; if the Vaad refuses to admit the applicant, he may appeal the refusal before the next General Meeting.
- 10. A register of Members shall be maintained by the Amuta as required by the Law.
- 11. The Vaad shall designate a member of the Amuta to maintain the following documents of the Amuta:
 - (a) an official copy of the Takanon and
 - (b) a Register of Members

Rights and Privileges of Members.

- 12. A Member of the Amuta shall be entitled to take part in its activities and to enjoy its services in accordance with the decisions of the Vaad.
- 13. A Member of the Amuta shall be entitled to attend and vote at every General Meeting of the Membership of the Amuta, and to participate in any voting process outside the framework of a

General Meeting, and shall be entitled to cast one (1) vote at every General Meeting or voting process which he shall attend in person, or by way of a written vote stating the date of the meeting or process which is transmitted to the Vaad or to the body responsible for the process a reasonable time in advance, or which is delivered to the meeting or to those administering the process, if such option has been made available hereunder or otherwise by the Vaad.

14. A Member shall have the right to vote in elections for the Vaad, the Treasurer, the Head Gabbai, the Audit Committee and the Rav. A Member of six months' standing shall be entitled to be appointed to the Vaad or the Audit Committee or to be appointed as Treasurer or Head Gabbai.
15. *Reserved*
16. A Member of the Amuta shall have such other rights and privileges as may be conferred upon him from time to time by these Rules, by resolution of the Vaad or General Meeting or applicable law.
17. A Member shall be entitled to seating for services.
18. A Member shall have the right to purchase additional seats for the *Yamim Noraim* in precedence to someone who is not a Member.
19. Subject to the approval of the Head Gabbai, any male Member, or the son of a Member aged between 13 and 17, shall have the right to be *Sheliach Tzibbur* (subject to compliance with the *Halachic* customs of the Amuta as set out in Appendix A hereto) and to be called to the Torah on such occasions as *Yahrzeit*, and on special family occasions such as a *Barmitzvah* etc., all of which in accordance with the *Halacha* as determined by the Rav.
20. When the Amuta has a function hall, a Member shall have the right to use the function hall at a discounted price, including if the hall is leased to an external caterer who will manage the hall, unless the contract with such caterer does not permit this.
21. Every Member of the Amuta is entitled, at reasonable times, to inspect the Register of Members, the minutes of the General Meeting, the financial statements that were brought before the General Meeting and any documents submitted to the Registrar, and to receive details of the Amuta's expenses on request.

Termination of Membership

22. The membership of a Member in the Amuta shall terminate upon the occurrence of any one of the following events:
 - (a) the death of a Member;
 - (b) the resignation of the Member from the Amuta, which may be submitted with immediate effect; or
 - (c) non-payment of annual dues by the final date therefor set by the Vaad (unless the Member has reached an arrangement with the Vaad in respect of the settlement thereof), save that an individual whose membership of the Amuta has been terminated for this reason shall automatically be readmitted upon payment of such dues or upon reaching an arrangement with the Vaad in respect of the settlement thereof, in either case within six months of the final date for payment of annual dues set by the Vaad;

- (d) dismissal of the Member from the Amuta in accordance with this Takanon.
23. Following a resolution of the Vaad, the General Meeting may dismiss a Member from the Amuta on any one of the following grounds:
- (a) the Member no longer fulfils the requirements for membership of the Amuta;
 - (b) the Member has not complied in a material way with the provisions of the Rules or with a decision of the Vaad or the General Meeting;
 - (c) the Member was adjudicated legally incompetent by a Court of law or by a decision of the Court in accordance with the law;
 - (d) the Member has been convicted of a criminal offence involving moral turpitude; or
 - (e) the Member is more than six months in arrears with regard to payment to the Amuta of any sum owed by him to the Amuta in accordance with these Rules or any decision of the Vaad or the General Meeting and has not reached an arrangement with the Vaad in respect of the settlement thereof.
 - (f) the Member has engaged in behaviour that is seriously detrimental to the Amuta as determined by both the Vaad and the Rav.
24. Before the General Meeting may dismiss a Member from the Amuta, the Member in question shall be given a suitable opportunity to state his case before the meeting. All the members present shall also be entitled to state their views, and a written vote shall take place if a Member so requests. Dismissal shall require the approval of a Special Majority vote.
25. In the event a Member's membership in the Amuta is terminated for any reason whatsoever, the Member shall not be entitled to the return of any contributions made by him to the Amuta or to the Building Fund.
26. Any notice, summons, request, warning or other communication by the Amuta to a Member in respect of his Membership in the Amuta shall be in accordance with Article XVI below.

Transfer/Assignment of Membership

27. The membership of the Amuta is personal, non-transferable and cannot be inherited. No Member shall assign or transfer his membership in the Amuta to any person at any time. Any such attempted assignment or transfer shall be absolutely null and void.

ARTICLE IV

FINANCIAL OBLIGATIONS

28. Annual membership dues, Building Fund assessments and any other financial obligations levied on all Members generally shall be considered Members' "financial obligations." Financial obligations of spouses who are Members shall be considered joint obligations. Fulfilment by a family of its financial obligations shall constitute fulfilment of the obligations of both spouses thereto (but not of any over-18 children of such family).

29. A Member who has completed payment of his or her Building Fund obligations shall not be subject to any further obligation to contribute to the Building Fund (though this shall not prevent the Vaad requesting voluntary contributions.)
30. Admission and continuation as a Member of the Amuta shall be subject to the candidate's agreement to join and make such contributions as are required of him to the Amuta Building Fund.
31. Subject to Rule 33 below, an incoming member's contribution obligation shall be the full Building Fund or membership contribution required of members as determined by the Vaad from time to time, payable on such terms as are acceptable to the Vaad.
32. The Vaad may at its sole discretion make such arrangements as to Building Fund or membership contributions with individual members as it considers appropriate, and compliance by any such Member with the terms of such individual arrangement shall constitute compliance with their financial obligations hereunder.
33. If a Member has not agreed to terms with the Vaad for payment to the Building Fund within two months of joining the Amuta (save that such period may be extended at the discretion of the Vaad), that person shall cease to be a Member of the Amuta, and shall not be liable to make any payment to the Building Fund.
34. Members shall pay their annual dues in the amounts determined from time to time by the Vaad, and on terms and within the time period acceptable to the Vaad.

ARTICLE V

ORGANS OF THE AMUTA

35. No person shall hold office at one and the same time as a Member of the Vaad and as a Member of the Audit Committee.
36. The following shall not hold office as a Member of the Vaad or as a Member of the Audit Committee:
 - (a) Someone who is not living a Torah-based life as determined by both the Rav and the Vaad.
 - (b) Someone who is not a Member of the Amuta;
 - (c) Someone who has provided services to the Amuta for remuneration in the six months prior to his or her proposed assumption of office, unless the Vaad shall decide otherwise;
 - (d) A minor or someone who has been declared legally incompetent or a bankrupt;
 - (e) Someone who has been convicted in a final judgment of an offence under sections 290 to 297 or 414 to 438 of the Penal Law, 5737-1977, or of another offence which in the opinion of the Attorney-General involves moral turpitude.
37. An act of the Vaad or of the Audit Committee shall not be invalid because of a flaw which occurred in the election of a Member of the Vaad or the Audit Committee.
38. No transaction or obligation (including the issuance of any cheque, draft, instrument, order, assignment or other banking transaction) shall be binding upon the Amuta unless signed and otherwise formalized in accordance with these Rules.

39. No person shall serve as a Member of the Vaad or as the Auditor of the Amuta who is prohibited by the Law from doing so.

ARTICLE VI

GENERAL MEETING

Convening Meetings

40. An annual General Meeting of the members of the Amuta shall take place once a year. The General Meeting shall take place as soon as practical after Sukkot, but no later than fifteen calendar months after the last ordinary General Meeting, on a date and time and at a place determined by the Vaad.
41. The Vaad may convene at any time an extraordinary General Meeting, and it must do so upon the written demand of the Audit Committee or 10% of the Members of the Amuta.
42. If the Vaad does not convene an extraordinary General Meeting which was lawfully demanded within 21 days of the date on which the demand was submitted under Rule 41, the persons demanding it may convene it themselves, provided that the meeting takes place within three months of the date on which the demand was submitted as stated; the meeting shall be convened, in so far as possible, in the same way that meetings are convened by the Vaad.
43. A General Meeting shall be convened by notice which shall be given to the members at least ten days in advance as set out herein (or at least twenty one days in the case of a meeting at which will be proposed a resolution for the winding up of the Amuta) and which shall state the date, time, place and agenda of the meeting. The fact that any Member did not receive proper notice shall not void the General Meeting's proceedings.
44. Any five (5) Members shall have the right to place a topic or motion on the agenda for a meeting, provided that such topic or motion is transmitted in writing to the Vaad three (3) days in advance of the notice to be delivered pursuant to Rule 43.

Conduct of Meetings and Quorum

45. The annual General Meeting shall hear reports on the activities of the Vaad and the activities of the Audit Committee, shall consider them and the financial statements which the Vaad has submitted to it, shall resolve whether to approve them and, every year, shall elect a Vaad (unless such election is not required in accordance with these Rules).
46. The only topics permitted for discussion at General Meetings shall be topics directly connected with or arising from the purpose of the Amuta or the conduct of its activities.
47. A General Meeting shall not begin unless at least one quarter of the number of members of the Amuta are present; if this quorum was present at the beginning of the meeting, it may continue its deliberations and pass resolutions even if the number of persons present decreased in the course of the meeting.
48. If the said quorum is not present within half an hour of the time stated in the invitation, the Chairman of the meeting may adjourn it, without need for an additional invitation, by one week to the same time and the same place, and at this rescheduled meeting those present shall be

entitled to hold deliberations and pass resolutions, regardless of their number. A notice of the fact of the postponement shall be served as set out herein.

49. All General Meetings shall be conducted in Hebrew, save where all Members present at a meeting agree that the meeting may be conducted in English; the foregoing shall not prevent individual Members from addressing the meeting in English should they feel this to be necessary.
50. Minutes of General Meetings shall be kept by a Member of the Vaad. The minutes shall be signed by the Chairman of the meeting and when signed by him shall constitute *prima facie* proof of the content thereof and of the proper convening of the meeting, the holding thereof and the adoption of its resolutions. Within ten (10) days following each General Meeting, the Vaad shall make available to each Member the minutes of the meeting in accordance with the provisions herein as to notices.

Chairman of the General Meeting

51. The Chairman of the General Meeting shall be a Member of the Vaad. The Chairman shall not have an additional or casting vote.

Voting at General Meetings

52. Save as provided herein, any question up for decision at a General Meeting shall be decided by a count of the votes of all Members present and entitled to vote. It shall not be possible to vote on behalf of another member, whether by way of proxy or power of attorney or any other method, save as permitted by the Vaad or as set out herein.
53. All decisions of a General Meeting shall be passed by a Majority vote unless the Law or this Takanon requires or require a different majority or unless the Vaad has notified the General Meeting in advance that a particular decision will require a Super Majority. Voting shall take place as the Chairman shall instruct, and its results shall be deemed the decision of the meeting at which the vote was demanded.
54. If the number of votes for and against is equal, whether by show of hands or by count of votes, the proposed action shall be deemed to have been defeated.
55. All votes shall be open and not by secret ballot, save as set out herein or as announced in advance by the Vaad. Voting shall be conducted by means of a show of hands, but any member present at a meeting may demand a secret ballot on any resolution. The Chairman's decision as to the result of a show of hands shall be final.
56. The Chairman of the General Meeting at which a secret ballot has been demanded under Rule 55 above shall determine the method of conducting the secret ballot, and he shall be empowered to adjourn the meeting by up to seven days in order to prepare for the secret ballot. The results of such ballot shall be deemed to be a resolution of the meeting wherein the secret ballot was demanded. Those requesting a secret ballot shall be entitled to withdraw their request at any time before the secret ballot is held.
57. A resolution signed by all the members of the Amuta shall be regarded in all respects as if it was adopted at a General Meeting, except for resolutions under sections 11, 36 or 43(a) of the Law.
58. The voting procedure for the election of the Vaad, a Rav, the Treasurer, the Head Gabbai, and the Audit Committee shall be as set out in Article VII, X and XIV respectively.

59. Resolutions to change the name, the Rules or the purposes of the Amuta or to make a significant and permanent change in the practices of the Amuta may be passed only at a General Meeting by a Super Majority vote.
60. A resolution to change the name, purposes or Rules of the Amuta shall come into effect from the date of its registration by the Registrar.

ARTICLE VII

THE VAAD

Authority of the Vaad

61. The affairs of the Amuta shall be managed and directed by the Vaad, in accordance with the provisions of the Law, these Rules and the resolutions of the General Meeting, and it shall have every power which has not been conferred by law or by these Rules on the General Meeting or on another of the organs of the Amuta. The Vaad shall work for the benefit and for the purposes of the Amuta.
62. The Vaad shall be entitled to expend the Amuta's funds for the normal expenses of the running of the Amuta. Extraordinary expenses, or individual expenses in excess of NIS 25,000 (such sum to be updated on a two-yearly basis from the date of adoption of these Rules based upon the increase in the Consumer Price Index over such period) other than those which in the reasonable opinion of the Vaad are required towards the necessary and immediate maintenance of the Amuta's permanent building or its surroundings, shall require the approval of the General Meeting. Where a donation is made to the Amuta towards the acquisition of a specific item, the amount of such donation equal to the actual cost of the item shall only be used for such purpose unless the donor thereof agrees otherwise.
63. Without prejudice to the other provisions of this Article, the Vaad shall have the power and authority to:
 - (a) Establish programs and policies and lend direction thereto;
 - (b) Call General Meetings of both the Vaad and the membership;
 - (c) Retain such independent contractors and service providers and to employ such persons as the Vaad shall determine are necessary or appropriate to conduct or further the affairs of the Amuta;
 - (d) Propose and review the annual budget of the Amuta;
 - (e) Administer the admission of Members to the Amuta; and
 - (f) Propose amendments to these Rules.
64. The Vaad shall be entitled to rent or loan any property belonging to the Amuta as it sees fit, for up to a period of one year. In excess of this period, the rent or loan shall require the approval of the General Meeting.

65. Should the Amuta be sued either in a religious court or in a secular court, the Vaad shall convene a General Meeting within ten days of receiving the court papers, and the Vaad shall not act in response to the suit without the approval of the General Meeting unless under exigent circumstances.

Number of Members of Vaad

66. The number of the members of the Vaad shall be a minimum of five (5); the precise number of each new Vaad may be determined by the outgoing Vaad at its discretion but shall not be more than seven (7).

Appointment and Term of Vaad

67. Candidates for membership of the Vaad, and for the positions of Treasurer, Head Gabbai and the Audit Committee shall put forward their own candidacy. It shall be possible for more candidates to run for positions than there are positions available on the Vaad and for the positions of Treasurer, Head Gabbai, and the Audit Committee similarly to be contested. The Vaad shall publicise the date by which such applications must be received, which shall be no less than 14 days from the date of such aforementioned publication, and at least 7 days prior to the date on which the election for such positions is to take place.
68. Subject to Rule 70 below, the Vaad, the Treasurer, the Head Gabbai, and the Audit Committee shall be elected by the General Meeting. Every Member shall have one vote, which shall include the right to vote for up to as many Vaad members as will form the Vaad to be elected as a result of such election, as determined by the outgoing Vaad. Voting shall be by secret ballot. The relevant number of candidates receiving the highest numbers of votes will become members of the Vaad.
69. The election of the members of the Vaad will be organised by a subcommittee which will be established by the Vaad especially for this purpose. A Vaad Member running for office may not serve on such subcommittee. The numbers of votes received by any candidate will not be disclosed other than to such candidate.
70. In the event that the number of candidates for the Vaad is within the parameters set out in Rule 66 above, the Vaad shall at its sole discretion be entitled to determine that the new Vaad (and the Treasurer, Head Gabbai, and the Audit Committee as relevant) shall consist of all the applying candidates without the need for their election by the General Meeting and to appoint the new Vaad accordingly.
71. Subject to section 28 of the Law, members of the Vaad shall hold office from their election by a General Meeting, or from their appointment (as relevant) for one year or until a new Vaad is appointed, whichever is the later. An outgoing Member of the Vaad may be re-elected without limitation as to the number of terms such Member may serve. It is intended that each new Vaad should begin to serve as soon as possible following the Yamim Noraim.
72. Each Member of the Vaad must be a Member of the Amuta.
73. The Vaad shall appoint a chairman from among its members, though such chairman shall not have any additional powers nor an additional or casting vote.
74. The Chairman of the Vaad shall also be known as the president of the Amuta.

75. The Vaad shall ensure that all filings required to be made with the Registrar of Amutot as required by the Law are duly made, signed by a Member of the Vaad, including but not limited to the following:
- (a) Notice of a change in the address of the Amuta, the election or appointment of a Member of the Vaad or the Audit Committee, or of the termination of their office and of the appointment of an accountant;
 - (b) Minutes of a resolution of the general meeting changing the Rules, its name or its purposes, or a resolution of the general meeting or the Vaad with regard to those entitled to sign on behalf of the Amuta;
 - (c) Minutes of a resolution of the general meeting approving the financial statements brought before it, together with the financial statements and the recommendation of the Audit Committee, and if an accountant was appointed, his opinion on the financial statements shall be attached;
 - (d) Notice of the filing of an action against the Amuta or against a Member of the Vaad in his capacity as a Member of the Vaad; the notice shall state the names of the parties, the court in which the action was filed, the cause of action and the number of the proceeding;
 - (e) Minutes of a resolution of the general meeting with regard to a voluntary winding-up and with regard to the appointment of a liquidator.

Compensation

76. Vaad Members shall not receive compensation for their service on the Vaad. However, Vaad Members (and Members of the Amuta, *mutatis mutandis*) shall be entitled to reimbursement for actual expenses incurred by them on behalf of the Amuta in the course of the performance of their function as members of the Vaad provided such expenditure receives prior approval of the Vaad except under exceptional circumstances, upon production of appropriate receipts.

Meetings

77. Vaad meetings shall be conducted as follows:
- (a) The *Vaad* shall decide upon its own order of business conduct; provided, however, that meetings by telephone, teleconference or other telecommunications device or medium of a majority of the members of the Vaad shall be permitted provided that all Vaad Members participating therein are able to hear each other or participate online at the same time. A person so participating shall be deemed to be present in person at the Vaad meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.
 - (b) The quorum for a meeting of the Vaad shall be a majority thereof.
 - (c) Any notice of a Vaad meeting may be given orally, by telephone, in writing, or by electronic mail to an electronic mail address supplied by the Vaad member to the Vaad, except that if a member informs the Vaad that he or she does not wish to receive notice via electronic mail, the Vaad shall not be entitled to deliver notice to

such Member via electronic mail. Notice shall be given at least three days before the time appointed for the meeting, provided that any Vaad Member may elect to waive notice.

- (d) Any two Members of the Vaad may demand that a meeting be held by notice to the other members together with an agenda of the matters which such Member wishes to discuss at such meeting. Such meeting shall be held within seven days of receipt by the other members of such notification.

Action by the Vaad

- 78. A meeting of the Vaad duly convened shall be competent to exercise all the authorities, powers and discretion by or under the Rules of the Amuta exercisable by the Vaad generally, subject to those powers, if any, reserved to the General Meeting or to another organ of the Amuta.
- 79. The Vaad must authorise at least two of its members to sign on behalf of the Amuta on documents which shall bind it, and carry out on its behalf acts which are within its jurisdiction. Any documents signed pursuant to this Rule require the signatures of two Vaad members authorized to sign documents as set forth in this Rule.
- 80. The decisions of the Vaad shall be passed by a majority of the votes of the Vaad Members at a duly convened meeting of the Vaad where a quorum exists. Where the votes are evenly divided, the proposal shall be regarded as rejected. Minutes of meetings at which resolutions are passed shall be required to be signed by the Chairman of such meeting only.
- 81. The Vaad shall keep a written record of its decisions, which shall be available for inspection by its members.

Action by Unanimous Consent

- 82. Notwithstanding any other provision of these Rules, any action that could have been taken by the Vaad at a meeting duly called for that purpose may be taken without a formal meeting provided that consent to such action is given by all of the Members of the Vaad (including telephonically or by way of electronic mail).

Action by Majority Consent

- 83. Notwithstanding any other provision of these Rules, and subject to the Law, the Vaad shall be authorised to determine guidelines as to decisions which may be taken by a majority of the Vaad without the need either for a formal meeting or unanimous consent of all the members thereof.

Vacancies on the Vaad.

- 84. Vacancies on the Vaad shall be resolved as follows:
 - (a) A vacancy on the Vaad shall exist upon the occurrence of any one of the following events:
 - (i) the death of a Vaad Member.
 - (ii) the removal of a Vaad Member.
 - (iii) the resignation of a Vaad Member.
 - (iv) the adjudication of any Vaad Member as legally incompetent by a court of competent jurisdiction.

- (v) the conviction of any Vaad Member of a crime involving moral turpitude or similar misconduct.
 - (vi) the taking of any action by a Vaad Member which in the opinion of the General Meeting is seriously contrary to the purposes of the Amuta.
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- (b) Any vacancy on the Vaad shall be filled by the candidate who at the previous General Meeting received the highest number of votes without being elected, subject to such candidate's agreement to join the Vaad, and provided that the Vaad may choose not to fill such vacancy provided that the number of Vaad Members remains five or more. Such person shall hold office until the date of expiry of the replaced Vaad Member's term of office.
 - (c) Pending the filling of any vacancy on the Vaad, the remaining Vaad Members or Member may continue to act as a Vaad, even if the number of Vaad Members falls below the minimum specified in Rule 66.
 - (d) Where a Vaad Member is unable to carry out his functions, the remaining Vaad Members may appoint a Member of the Amuta to take his place until he is again able to perform his duties.
 - (e) The General Meeting shall be entitled to remove a Vaad Member (or the entire Vaad) by way of a decision to be taken by secret ballot. If such removal would result in the members of the Vaad numbering less than five, the removal shall not come into effect unless and until the General Meeting elects a new Member or members such that the number of members of the Vaad is at least five.

ARTICLE VIII

VAADOT/SUBCOMMITTEES

Subcommittees

85. Subject to the provisions of the Law, there shall (unless the Vaad shall decide otherwise) be established the Vaadot/subcommittees as set out in Rule 86 below, as well as any other subcommittees which the Vaad shall choose to establish. The Vaad shall determine which of its powers shall be delegated to such subcommittees, all of which shall be answerable to and report to the Vaad. The members of such subcommittees shall be appointed by the Vaad. Such members need not be members of the Vaad, but a Member of the Vaad may serve on each such subcommittee at the discretion of the Vaad. Any subcommittee so formed, shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Vaad. In the absence of such regulations or if such regulations are incomplete in any respect, the subcommittee shall conduct its business in accordance with these Rules. Any decision of the finance subcommittee shall be transmitted to the Vaad as a recommendation only and shall be subject to the confirmation of the Vaad.

Names of Subcommittees

86. The Subcommittees and their areas of responsibility may be as follows:

Tefilla/Gabbaim: responsible for the organisation and conduct of all religious services and the setting of times therefore, ensuring that the synagogue is open at the time of such services and

that all necessary preparations for such services have been made. Such committee shall be headed by the Head Gabbai.

Education: responsible for the organisation of religious lectures (shiurim) and other educational events.

Events: responsible for the organisation of social, communal or cultural events.

Chesed: responsible for organising meals and other assistance to families who have had a child, suffered a bereavement, are new to the Amuta, the fathers of which are serving on army reserve duty, or otherwise in need of assistance.

Finance: responsible for all activities connected with the finances of the Amuta, including but not limited to preparation of annual budgets, collection and banking of membership fees. Such committee shall be headed by the Treasurer.

Building: responsible for supervising the construction of the Amuta's permanent synagogue, and for the appointment of and consultation with appropriate professional bodies and individuals to carry out such work.

Fundraising: responsible for raising funds for the construction of the Amuta's permanent synagogue.

Maintenance: responsible for the upkeep of the synagogue.

Welcoming: responsible for welcoming new members to the community.

ARTICLE IX

HALACHIC CUSTOMS OF THE AMUTA/ORDER OF SERVICES

87. The *Halachic* customs of the Amuta are attached to these Rules as Appendix A.

ARTICLE X

RAV

88. The Amuta shall (subject to the selection of a suitable candidate) have a Rav who may be a salaried employee, and who shall be appointed (and re-appointed, as relevant) in accordance with an agreement which shall be made between such Rav and the Amuta. The Vaad shall have the authority to conclude the terms of any such agreement, including with regard to such matters as term of employment and salary, save that the initial period of employment or service of a Rav shall not exceed two years.
89. The selection of a Rav will be organised by a subcommittee which will be established by the Vaad especially for this purpose. Such subcommittee shall determine its own procedures for the advertisement for, selection and interviewing of candidates, and shall propose no less than two candidates to be voted on by the members of the Amuta, unless the Vaad shall decide that only one candidate may be put forward. A successful candidate shall require a Super Majority in favour of appointment of all votes cast. Members shall be given the option to vote by secret

ballot. The numbers of votes received by any candidate will not be disclosed other than to such candidate unless the Vaad decides otherwise.

90. At the conclusion of the period of employment or service of a Rav, the Amuta shall vote on his re-engagement for which shall be required a Super Majority vote in favour of such re-engagement of all votes cast. Members shall be given the option to vote by secret ballot. The number of votes received by the Rav will not be disclosed other than to the Rav.
91. The responsibilities of the Rav shall be as set out in the agreement referred to above, and shall include providing the community with spiritual and religious focus and leadership, and assisting it in its spiritual growth and development.
92. The Rav shall be the spiritual leader and Posek (authority in *Halachic* matters) of the Amuta, and shall have final authority on all *Halachic* matters, including but not limited to issues regarding activities within the Amuta's Beit Knesset. All decisions of a non-halachic nature shall be made by the Vaad as set out herein. Any issue which the Vaad considers may possibly have *Halachic* implications will be decided by the Vaad in consultation with the Rav.
93. The Rav shall have the power to change a *Halachic* custom of the Amuta only if such custom, in his view, is not in keeping with the *Halacha*.
94. The Rav shall abide by and be bound by these Rules unless they contradict Halacha.
95. When there is no Rav, the Vaad shall refer any questions of *Halacha* that arise with regard to the running of the Amuta to a Rav chosen by the Vaad for this purpose, from time to time.

ARTICLE XI

TREASURER

96. The Treasurer of the Amuta shall be appointed as set out in Article VII above. The Treasurer shall not be a Member of the Vaad, but shall be entitled to attend all Vaad meetings and required to attend such meetings where matters within his area of responsibility will be raised. The Treasurer shall not participate in any votes undertaken by the Vaad, save that where such votes concern financial matters, the Treasurer shall make recommendations to the Vaad.
97. The duties of the Treasurer shall include, inter alia, the receipt of all money, payment of bills, salaries, expenses and other amounts approved by the Vaad.
98. The Treasurer shall keep books of accounts which fully and faithfully reflect the transactions of the Amuta, and its financial state.
99. Every Member may inspect at a mutually convenient time the books of account of the Amuta and the documents relating to what is recorded therein.
100. The Treasurer shall be responsible for the Amuta's balance sheet and financial statements as follows:
 - (a) The Treasurer shall prepare once a year a balance sheet and a statement of the income and expenditure of the Amuta (hereinafter "financial statements") for each tax year; the financial statements shall be submitted to the Audit Committee no less than two

weeks before the date of the General Meeting and shall be brought before the General Meeting for its approval.

- (b) The financial statements shall be drawn up in accordance with accepted accounting and reporting standards which are suitable to the situation and circumstances of the Amuta, and shall give proper expression to the figures included in the books of accounts.
- (c) The original financial statements or a properly certified copy thereof shall be submitted to the Registrar no later than January 31 of the second year after the end of the period of the statements, signed by two of the members of the Vaad.

ARTICLE XII

FUNDS, BANKING, CHEQUES, ETC.

- 101. All funds of the Amuta not otherwise employed shall be deposited from time to time in such banks or other depositaries as the Vaad or the Treasurer selects or as selected by any agent or agents authorised to do so by the Vaad, provided that all such deposits shall be in accounts with nationally recognised banking institutions or instruments whose purpose is the preservation of capital.
- 102. All cheques, withdrawals or other orders for the payment of money, and all notes or other evidence of indebtedness issued in the name of the Amuta shall be signed by any two of: (a) the Treasurer, (b) a member of the Finance Committee and (c) one other member of the Vaad.
- 103. Notwithstanding anything herein to the contrary, the Amuta shall not cause a lien or any other charge to be placed on any of the Amuta's assets or guarantee the indebtedness of another person or entity without the approval of the General Meeting.

ARTICLE XIII

HEAD GABBAI

- 104. The Head Gabbai of the *Amuta* shall be appointed as set out in Article VII above. The Head Gabbai shall however not be a Member of the Vaad, but shall be entitled to attend all Vaad meetings and required to attend such meetings where matters within his area of responsibility will be raised. The Head Gabbai shall be responsible for and have authority over all matters that concern the conduct of religious services or other matters related to the synagogue.

ARTICLE XIV

AUDIT COMMITTEE

Appointment of Audit Committee

- 105. The Audit Committee shall be elected by the Members at the Annual General Meeting in accordance with the Law and shall serve until the following Annual General Meeting.
- 106. The number of members of the Audit Committee shall be two.

107. At least one member of the committee must have accounting or related financial management expertise in the judgment of the Vaad.

Duties and Powers of Audit Committee

108. The Audit Committee shall have the duties and powers as set out in the Law and these Rules, and without prejudice thereto shall examine the financial and economic affairs and the account books of the Amuta and shall lay before the General Meeting its recommendations as to the approval of the financial report. The Audit Committee shall keep minutes of its meetings and resolutions. Resolutions of the Audit Committee must be adopted unanimously; such resolution may be adopted even without a meeting of the Audit Committee.
109. The Audit Committee shall ensure that all votes conducted by the general membership are conducted in a fair and impartial manner.

Complaints

110. The Audit Committee shall investigate complaints from Members as follows:
- (a) Any Member who wishes to make a complaint with regard to any aspect of the running of the Amuta shall submit a written complaint to the Vaad, and if the response received is considered to be unsatisfactory, to the Audit Committee.
 - (b) The Audit Committee shall investigate the complaint at its discretion, and it may decide not to investigate the complaint if it thinks that the complaint is unworthy of investigation or for any other reason that, in its opinion, justifies not investigating the complaint.
 - (c) The Audit Committee shall make its decision as to whether to investigate a complaint within two months. If it decides not to investigate a complaint, it shall notify the complainant within the aforesaid period in writing, stating the reason for the decision.
 - (d) If the Audit Committee decides to investigate a complaint, it shall complete its investigation within three months of the date of receiving the complaint, and shall inform the complainant of its findings.
 - (e) Should the Audit Committee find that a complaint is justified, it shall notify the Vaad of its findings.

ARTICLE XV

USE OF INCOME OF THE AMUTA

111. All income of the Amuta shall be used solely for its public purposes and objects.
112. Any distribution of profits to the Members of the Amuta is strictly prohibited.

ARTICLE XVI

NOTICES

113. Invitations and other notices of the Amuta addressed to all the members of the Amuta shall be given in all of the following manners (and not one or two only):
- (a) by affixing the invitation or notice to the notice-board on the premises of the Amuta;
 - (b) by an announcement in the synagogue on at least one Shabbat;
 - (c) by electronic mail, to the e-mail address of Members recorded in the Register of Members, including by way of group notification via distribution list; provided that notification to Members who do not have e-mail addresses shall be by telephone.
114. Demands, warnings and other notices of the Amuta addressed to an individual member, several or all members shall be given in writing and delivered by hand or sent by ordinary mail to the address of that Member or those members, as applicable, recorded in the Register of Members, or sent to the e-mail address of all such members as recorded in the Register of Members, including by way of group notification via distribution list.
115. Upon the written request of a Member, the Amuta shall change his address which is recorded in the Register of Members. Members are responsible for notifying the Vaad of changes in their contact details.
116. All announcements made in the synagogue shall be in Hebrew.
117. All notices posted in the synagogue on behalf of the Amuta shall, wherever possible, be in Hebrew, save that notices of events may be in English as well.
118. Announcements by way of electronic mail shall, wherever possible, be in both Hebrew and English.
119. All dates listed in written announcements shall be listed according to both the Hebrew and English calendars, with Hebrew first.

ARTICLE XVII

WINDING-UP AND DISSOLUTION OF THE AMUTA

120. The Amuta may, at a General Meeting, resolve upon its winding-up and the appointment of a liquidator or liquidators. The resolution shall require a Super Majority of those voting at a meeting of which all the Members of the Amuta have been given notice at least twenty-one (21) days in advance, indicating that a winding-up resolution will be proposed thereat.
121. A copy of the resolution shall be submitted to the Registrar of Amutot as required by law.
122. The winding-up shall commence two weeks after the adoption of the resolution unless a later date is prescribed therein.
123. A General Meeting referred to in Rule 120 above may only be convened if an affidavit by a majority of the members of the Vaad has been submitted to the Registrar of Amutot to the effect

that they have examined the state of the business of the Amuta and are satisfied that it is able to pay its debts in full within one year from the commencements of the winding-up.

124. Upon the liquidator's completion of the winding-up operations, a final General Meeting shall be convened and a report of the winding-up presented by the liquidator, certified by the Auditor for the approval of the General Meeting.
125. Where any assets remain after the Amuta has been wound up and its debts have been paid in full, such assets shall be transferred to another Amuta, having similar objects, and which qualifies as a "public institution," as defined under §9(2) of the *Income Tax Ordinance (New Version)*. Under no circumstances shall any assets of the Amuta be distributed among the members.

ARTICLE XVIII

GENERAL

126. The headings in this Takanon are intended solely for convenience or reference and shall be given no effect in the interpretation of this Agreement.
127. Should there be a discrepancy between the English translation of the Takanon and the Hebrew version of the Takanon, the language of the Hebrew version shall control.
128. References herein to "in writing" shall include by electronic mail or facsimile, save where the context does not permit.

Appendix A

Halachic Customs of the Amuta/Order of Services

1. The order of services and the Nusach thereof shall be according to the Ashkenaz minhag, as set out in the yearly publication of the Chief Rabbinate of Israel and according to the Rinat Yisrael prayer book except that the community shall say Selichot prior to and after Rosh Hashana in accordance with the “Polin” custom. In the event of any conflict between the two, the yearly publication of the Chief Rabbinate of Israel shall prevail. Where the Chief Rabbinate of Israel publication states “there are those that say”, the order shall be as stated in the Rinat Yisrael prayer book.
2. Those leading the prayers of the congregation (*Sheliach Tzibbur*) shall do so in accordance with the above, regardless of the Nusach according to which they personally usually pray.
3. On Shabbatot and Chagim, the prayer for the soldiers and the security forces of Israel shall be recited by the *Sheliach Tzibbur* immediately following his recital of the prayer for the State of Israel.
4. On Shabbatot and Chagim there shall be no additional Aliyot added to the Torah reading except under exceptional circumstances as determined by the Rav and the Gabbaim.
5. The scheduling of minyanim shall be determined by the Gabbaim in consultation with the Rav and the Vaad. Any proposed permanent change in the times of services shall require prior consultation with the Members of the Amuta.
6. Under no circumstances shall any Member be construed to have a Chazaka to receive any Kibud or to act as *Sheliach Tzibbur* for any Tefilla or to act as Baal Koreh.
7. Only individuals dressed appropriately as determined by the Rav and the Gabbaim may be offered Kibudim in the synagogue, including but not limited to acting as *Sheliach Tzibbur* and being called to the Torah.
8. Any other matters in relation to the order of services not covered herein shall be determined by the Head Gabbai in consultation with the Rav.
9. For services in the synagogue, there shall be separate partitioned seating. For religious lectures in the synagogue, there shall be separate seating.
10. Kashrut policy to be determined in consultation with the Rav.