



**Constitution of
New Zealand Jewish
Council Incorporated**



Introduction

- A. The New Zealand Jewish Council Incorporated (“**the Council**”) was established in or about 1990 with the purpose of being the representative organisation of New Zealand Jewry.
- B. The Council is currently governed by a Constitution dated 27 November 2016 (“**Current Constitution**”).
- C. Pursuant to clause 8 of the Current Constitution, the Members have agreed by Special Resolution to replace in its entirety the Current Constitution with a new constitution that shall, from 21 March 2021, govern the Council.

It is hereby agreed and declared that:

The Current Constitution is rescinded in its entirety and the provisions of this constitution shall be substituted in its place such that the Council shall be governed by this constitution which shall define exclusively and exhaustively the terms of the Council and supersede the Current Constitution in its entirety.

1 The Council

- 1.1 The name of the Council is New Zealand Jewish Council Incorporated (“**the Council**”).
- 1.2 The registered office of the Council is 788 Remuera Road, Meadowbank, Auckland. Any change shall be notified to the Registrar of Incorporated Societies.

2 Definitions

- 2.1 **Affiliate** means a person that has been appointed and has not ceased to be an affiliate under clause 5.
- 2.2 **Approved Organisation** means a Jewish organisation that has been appointed and has not ceased to be an Approved Organisation under clause 5.
- 2.3 **Eligible People** means people who would be eligible for membership of any of The Progressive Jewish Congregation of Auckland, The Auckland Hebrew Congregation, The Wellington Jewish Community Centre, Wellington Progressive Jewish Congregation Wellington, Canterbury Hebrew Congregation or Dunedin Hebrew Congregation as determined by the respective religious authority of the community and/or their board of management. The decision of such religious authority or board shall be final.
- 2.4 **Executive** means the executive committee elected or deemed to have been elected under clause 6.
- 2.5 **Majority vote** means a vote made by more than half of the members who are present and voting at that meeting on a resolution put to that meeting.
- 2.6 **Member** means a person who has been appointed by a Regional Council as a Member and has not ceased membership under clause 4.
- 2.7 **Officer** or **Executive Officer** means a person who holds office on the Executive.
- 2.8 **Present and voting** means those members who are present and voting in person as well as by electronic means such as telephone conferencing, video conferencing, email, or by some other agreed electronic system.
- 2.9 **Ordinary resolution** means a resolution that is approved by a majority vote.
- 2.10 **Regional Council** means any one of the Auckland Jewish Council, Christchurch Jewish Council, Otago Jewish Council, Waikato Jewish Council, and the Wellington Jewish Council, and **Regional Councils** refers to more than one or all of them.
- 2.11 **Special resolution** means a resolution that is approved by 66% of the votes of Members present and voting.
- 2.12 **Use money or other assets** means to handle, invest, transfer, give, apply, expend, dispose of, or in any other way deal with money or other assets that are owned or controlled to any extent by the Council.



3 Purposes of the Council

- 3.1 The Council is the representative organisation of New Zealand Jewry.
- 3.2 The objectives of the Council are purely charitable and include
- 3.2 (a) Ensuring New Zealand is a country which maintains the democratic and civil rights to manifest Judaism in worship, observance, practice and teaching, both individually and in community with others, and either in public or in private;
 - 3.2 (b) Working to secure and maintain the welfare of the New Zealand Jewish community;
 - 3.2 (c) Promoting co-ordination among, and assisting, the Regional Councils; and liaising with and supporting the Council's affiliated organisations and the smaller communities in New Zealand.
- 3.3 The Council will represent the New Zealand Jewish community by:
- 3.3 (a) Speaking on behalf of New Zealand Jewry and its organisations: in the media; by submissions to Parliament, Government departments, and local authorities; and in contacts with other religious and ethnic organisations or NGOs;
 - 3.3 (b) Responding to defamation, discrimination, abuse and/or assault against individual Jews or Jewish groups;
 - 3.3 (c) Raising Jewish consciousness and identity by supporting community educational initiatives and cultural activities;
 - 3.3 (d) Supporting community safety and security measures;
 - 3.3 (e) Supporting and liaising with Jewish communities and individuals in New Zealand;
 - 3.3 (f) Engaging on behalf of the community in interfaith activities;
 - 3.3 (g) Liaising with and supporting other ethnic groups in New Zealand;
 - 3.3 (h) Supporting at-risk Jews in other countries;
 - 3.3 (i) Maintaining contact with overseas Jewish organisations such as the Executive Council of Australian Jewry, the Euro-Asian Jewish Congress, the Commonwealth Jewish Council, and the World Jewish Congress;
 - 3.3 (j) Taking a public stance on issues of racism, persecution, prejudice and human rights affecting New Zealand residents.
- 3.4 Pecuniary gain is not a purpose of the Council.

4 Membership

- 4.1 Members of the Council are the appointed representatives of the Regional Councils in proportion to the Jewish populations of those regions according to the latest census. The Council may wish to change the proportions of its membership if the regional Jewish populations change significantly after subsequent censuses.

[For current membership see Appendix: "NZJC membership"]

- 4.2 Members shall be appointed to be representatives by each Regional Council in accordance with its own procedures, provided that membership shall be restricted to Eligible People.
- 4.3 All Members shall promote the purposes of the Council and do nothing to bring the Council into disrepute.
- 4.4 Membership shall cease because of the earliest to occur of death; inability to act; ceasing to represent a Regional Council; accepted resignation; or upon the passing of a Special Resolution of the Council removing the Member.



5 Affiliates

5.1 Affiliates to the Council represent Approved Organisations and are appointed by those organisations in accordance with their own procedures. Affiliates are entitled to take part equally with Members in Council meetings and discussions, and to receive all Council communications, but have no voting rights.

[For current list of Affiliates see Appendix: “NZJC membership”]

5.2 Any Jewish organisation that operates beyond the jurisdiction of one Regional Council only and represents at least 25 individuals or such smaller number as the Executive may agree from time to time may apply to become an Approved Organisation in writing to the Executive in such form as the Executive shall require. An Approved Organisation shall be one:

5.2 (a) whose members are Eligible People; or

5.2 (b) whose objects, purposes or interests are consistent with the Council’s objectives and activities under clause 3.

5.3 An Approved Organisation shall cease to be such:

5.3 (a) on one month’s notice in writing to the Executive;

5.3 (b) on the expiration of one month after the organisation has been given one month’s notice in writing by the Executive to that effect.

5.4 An Affiliate shall cease to be such:

5.4 (a) on one month’s notice in writing to the Executive;

5.4 (b) on the Approved Organisation that he or she represents ceasing to be an Approved Organisation.

6 Executive Committee

6.1 The Council shall have an executive committee (“**the Executive**”) of not fewer than five and no more than eight Officers.

6.2 To provide continuity, Executive Officers shall be elected for 2-year terms, with half of the Executive Officers retiring by rotation (but eligible for re-election if they so choose and are otherwise eligible in accordance with the terms of this Constitution) each year.

6.3 Eligibility to be an Executive Officer shall be restricted to Eligible People.

6.4 Subject to sub-clause (d), an election for Executive Officers shall be held at each Annual General Meeting. The following procedure shall be followed for the election:

6.4 (a) In the notice of Annual General Meeting provided to Members under clause 7.3 the Executive shall state those current officers who are retiring by rotation and wish to and are eligible to stand for re-election, and request nominations for the officers of the Executive who are eligible under clause 6.3 to be received (with a profile and the signed consent of each nominated person) no less than 14 days before the election. The profiles of candidates shall be circulated to the Members not less than 7 days before the election.

6.4 (b) Each Member, Affiliate and Executive Officer may nominate no more than two Officers for the Executive (and, where a current Officer is standing for re-election, that shall count as a nomination by that Officer).

6.4 (c) If the persons nominated in accordance with clause 6.4(b) and the current officers standing for re-election (together, the “nominees”) number more than the number of vacancies, a poll shall be held at the election such that the nominees receiving the most votes shall form the new Executive Committee.

6.4 (d) If the nominees number no more than the vacancies, they shall form the Executive and shall be deemed to have been duly elected at the Annual General Meeting provided that any nominee who is not a current officer must be approved by Ordinary Resolution of the Members..



- 6.5 An Executive Officer shall cease to hold office on the earliest to occur of death; inability to act; failure to be re-elected; accepted resignation; or upon the passing of a Special Resolution of the Council removing the Officer.
- 6.6 The Executive shall elect a President from amongst its Officers, who will hold the position for renewable terms of 3 consecutive years.
- 6.7 The Executive may elect a Vice-President who will act for the President when the elected President is absent. The Executive may elect any other Officers to designated positions as it thinks fit.
- 6.8 The Executive shall ensure that the roles of Secretary and Treasurer are covered either by the appointment of an Executive Officer to those positions or by the co-option of persons who are not Executive Officers who will not have voting rights at Executive meetings.
- 6.9 The President is responsible for
- 6.9 (a) Ensuring that the Constitution is followed;
 - 6.9 (b) Convening meetings and establishing whether or not a quorum of Members (a majority of the Executive) is present;
 - 6.9 (c) Chairing meetings, deciding who may speak and when;
 - 6.9 (d) Overseeing the operation of the Council;
 - 6.9 (e) Providing an annual report on the operations of the Council;
 - 6.9 (f) Ensuring that there are clear channels of communication with the members of the Council, affiliate organisations and Regional Councils.
- 6.10 The Secretary or person carrying out the functions of secretary is responsible for
- 6.10 (a) Recording the minutes of Council meetings and executive meetings, and communicating them to Members and Affiliates;
 - 6.10 (b) Keeping a Register of Members and Affiliates containing their names, postal and email addresses, phone numbers, and other electronic contact information as considered necessary or useful, it being the responsibility of members and affiliates to inform the secretary of any changes.
 - 6.10 (c) Holding the Council's minute book, records and documents except those required for the treasurer's function;
 - 6.10 (d) Receiving and replying to correspondence as required by the Council;
 - 6.10 (e) Holding the Council's Common seal which shall only be used by the authority of the Council and every document to be countersigned by two authorized members of the executive;
 - 6.10 (f) Advising the Registrar of Incorporated Societies of any constitutional changes, and of changes to executive committee membership.
- 6.11 The Treasurer or person carrying out the functions of treasurer shall
- 6.11 (a) Bank all money received by the Council into the Council's bank account;
 - 6.11 (b) Keep proper accounting records of the Council's financial transactions and report on them to the Council as required; and prepare annual financial statements;
 - 6.11 (c) File a copy of the annual financial statements with the Registrar of Incorporated Societies.
- 6.12 The Executive shall have the ability to establish subcommittees, convened and chaired by an Executive Officer, which may include co-opted persons who are not Members, to deal with standing portfolios such as anti-defamation, security, media relations and interfaith relations; or urgent or one-off matters. Subcommittees may be delegated to act without reference to the full Executive but shall report back to the Executive.



7 Meetings of Members

- 7.1 The Council shall meet for any of the purposes provided in this Constitution, by the Executive or half the Members requisitioning such a meeting and advising the reason. The quorum shall be 25% of the Members.
- 7.2 Every Member present and voting has one vote. The chairperson shall be the President and does not have a casting vote. There is no proxy voting.
- 7.3 An Annual General Meeting shall be held on not less two weeks' written notice to all members and affiliates, in the last quarter of each year, with the purpose of receiving the annual financial statements, receiving the president's annual report, electing half the Executive, and other business.
- 7.4 Any meetings of Members may be held in person or by electronic means such as telephone conferencing, video conferencing, email, or by some other agreed electronic system, as determined by the Executive.

8 Meetings of the Executive Committee

- 8.1 The Executive shall meet monthly in person or by electronic means such as telephone conferencing, video conferencing, email, or by some other agreed electronic system, with a quorum of 50% of its members.
- 8.2 Not less than seven days' notice of a meeting shall be sent to every Executive Officer, stating the business to be discussed.
- 8.3 Decisions of the Executive shall be by majority vote. Every Officer present and voting has one vote. The Chairperson shall be the President does not have a casting vote. There is no proxy voting.
- 8.4 A resolution in writing, signed or assented to by all persons entitled to receive notice of an Executive meeting, is as valid and effective as if it had been passed at an executive meeting duly convened and held. Any such resolution may consist of several documents (including documents distributed electronically) in like form, each signed or assented to. A copy of any such resolution must be minuted as part of Executive proceedings.

9 Money and other assets of the Council

- 9.1 The Council may only use money or other assets if
 - 9.1 (a) It is for the purposes of the Council;
 - 9.1 (b) It is not for the personal benefit of any member or affiliate, but may reimburse them for expenses incurred on behalf of the Council;
 - 9.1 (c) That use has been approved by either the executive or by majority vote at a meeting of members.
- 9.2 All bank orders or electronic direction related to money shall be signed or authorised by two executive members.
- 9.3 To finance some or all of its activities the Council may by Special Resolution approve a monetary levy on the Regional Councils, each Regional Council paying the same proportion as its Council membership.
- 9.4 The financial year of the Council shall end on 30 June of each calendar year.
- 9.5 The Council may appoint an accountant to review or audit the Council's annual financial statements. The reviewer shall conduct an examination with the objective of providing a report that nothing has come to their attention to cause them to believe that the financial information is not presented in accordance with the Council's accounting policies. The reviewer must be a suitably qualified person, preferably a member of the Chartered Accountants Australia New Zealand of, and must not be an Executive Officer or a Council employee. The Executive is responsible for providing the reviewer with appropriate information and access.



- 9.6 The treasurer or person carrying out the functions of treasurer shall be responsible for filing a copy of the annual financial statements with the Registrar of Incorporated Societies.
- 9.7 Any income, benefit, or advantage must be used to advance the charitable purposes of the Council.
- 9.8 No Member of the Council, or any natural person associated with a Member, is allowed to take part in, or influence any decision made by the Council in respect of payments to, or on behalf of, the Member or associated person of any income, benefit, or advantage.
- 9.9 Any payments made to a Member, or person associated with a Member, must be for goods or services that advance the charitable purpose and must be reasonable and relative to payments that would be made between unrelated parties.

10 Altering the constitution

- 10.1 The Council may alter or replace this constitution by a Special Resolution at a meeting of members.
- 10.2 Any proposed motion to amend or replace this constitution shall be signed by at least 25% of Members and given in writing to the secretary at least 28 days before the meeting of Members at which the motion will be considered, and accompanied by a written explanation of the reasons for the proposal.
- 10.3 At least 14 days before the meeting of Members at which any change to the constitution is to be considered, the secretary shall communicate to all Members written notice of the proposed motion, the reasons for the proposal, and any recommendations from the Executive.
- 10.4 When a constitutional change is approved by a meeting of Members, it shall not take effect until the secretary has filed the change with the Registrar of Incorporated Societies.
- 10.5 No addition to or alteration of the aims, personal benefit clause or the winding up clause shall be made which affect the tax-exempt status or non-profit status.
- 10.6 The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

11 Winding up

- 11.1 The Council may be wound up by Special Resolution of the Members.
- 11.2 On winding up, any funds remaining after payment of all debts, costs, liabilities, and administrative and winding-up expenses shall be distributed to New Zealand Jewish charities as decided by Special Resolution of the Members.
- 11.3 No distribution may be made to any Member.

Approved as authorised updated constitution as agreed at the Special General Meeting held at 8:00pm 24 March 2021

Dan Cohen
Member
New Zealand Jewish Council Inc.

Stephen Goodman
Member
New Zealand Jewish Council Inc.

Juliet Moses
Member
New Zealand Jewish Council Inc.



APPENDIX 1 Membership

Based on 2013 Census figures and includes all New Zealand's 6,867 Jews in 5 regional groups, as follows:

Members

AUCKLAND + Northland	3099 + 177 =	3,276
WAIKATO + Bay of Plenty + Taranaki	399 + 312 + 87 =	798
WELLINGTON + Gisborne + Hawkes Bay + Manawatu/Whanganui	1179 + 33 + 177 + 222 =	1,611
CHRISTCHURCH + West Coast + Tasman/Nelson/Marlborough	621 + 183 =	804
DUNEDIN + Southland	378 =	378

Using Dunedin (378 Jews) as a base figure for 1 member:

Auckland	3,276/378	= 8.7	9 members
Hamilton	798/378	= 2.1	2 members
Wellington	1,611/378	= 4.3	4 members
Christchurch	804/378	= 2.1	2 members
Dunedin	378	= 1.0	1 member
TOTAL			18 members

APPENDIX 2 Affiliates

Auckland Hebrew Congregation
Australasian Union of Jewish Students
B'nai B'rith New Zealand
Bnei Akiva New Zealand
Canterbury Hebrew Congregation
Community Security Group Trust
Council of Jewish Women New Zealand
Dunedin Jewish Congregation
Habonim Dror New Zealand
Holocaust Centre of New Zealand
Wellington Progressive Jewish Congregation
The Progressive Jewish Congregation of Auckland
Waikato Jewish Association
Wellington Jewish Community Centre
Zionist Federation of New Zealand