

CONSTITUTION and BYELAWS



Non-Profit Organisation Number 028-811-NPO

PREAMBLE

The CAPE TOWN PROGRESSIVE JEWISH CONGREGATION (hereafter called "the Congregation") was established on January 10th 1944. This Constitution was adopted at a Special General Meeting SGM, held at Wynberg on the 3rd April 2005 and replaces the previous Constitution and Byelaws as amended from time to time.

Additional clauses and amendments to this Constitution being clauses 4.1, 5.25 to 5.28, and 9.4 made at a Special General Meeting on 11th June 2006 are included herein.

Additional clauses and amendments to this Constitution, being clauses 3.10 and Bye Laws 1.15, 1.28, 1.47 and 1.48 made at the Annual General Meeting on 2nd December 2007 are included herein.

Additional clauses and amendments to this Constitution, being clauses 3.4, 3.7 and 5.11 as well as Bye Laws 1.25 and 1.26 made at the Annual General Meeting on 2nd December 2012 are included herein.

At present there are three geographical regions, each having a council (governing body) named Greenpoint, Wynberg and West Coast.

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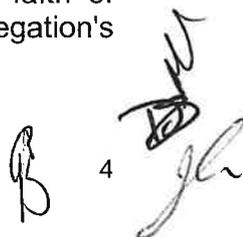
CONSTITUTION

CHAPTER 1: THE CONGREGATION

- 1.1 The Congregation, shall be called the CAPE TOWN PROGRESSIVE JEWISH CONGREGATION, and shall consist of persons of the Jewish faith, with its principal object being the maintenance of Houses of Worship in the Western Cape, and the practice, promotion, encouragement and maintenance of the Jewish principles and tenets of Progressive Judaism.
- 1.2 The Congregation shall have perpetual succession, and shall be capable of suing and being sued in its own name. It shall enjoy legal status as a non-profit organisation and is registered with the Department of Social Development. Registration Number 028-811-NPO.
- 1.3 The registered address of the Congregation shall be 5 Salisbury Road, Kenilworth 7708 or such other address as may be appointed from time to time.
- 1.4 In order to carry out its principal object as set out above, the Congregation shall inter alia:
- (a) Maintain Houses of Worship.
 - (b) Engage the services of Rabbis to minister to the Congregation.
 - (c) Promote and encourage the maintenance of the Jewish faith.
 - (d) Conduct religious services in accordance with the principles and tenets of Progressive Judaism, in Hebrew and in English.
 - (e) Establish and maintain (or subsidise) schools and/or pre-primary schools to provide Jewish education and teach Judaism and such other subjects as may be deemed advisable.
 - (f) Organise, sponsor and develop adult and youth activities of a cultural, social and recreational nature and to foster a spirit of goodwill within Jewry, as well as between Jew and non-Jew.
 - (g) Associate and co-operate with any other organisation or congregation in the furtherance of these objects; and to promote, establish or assist other Progressive Jewish Congregations.

CHAPTER 2: MEMBERSHIP

- 2.1. The Congregation shall consist of persons of the Jewish faith of (eighteen) 18 years of age or over, accepted by the Board as members.
- 2.2. People of all genders shall have equal membership rights and duties.
- 2.3. Every application for ordinary membership by a person of the Jewish faith of eighteen (18) years of age or over shall be completed on the Congregation's prescribed form, and be lodged with the Executive Director.

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- 2.4. The Board reserves the right to accept or reject any application without assigning any reason, and its decision shall be final.

JUNIOR MEMBERSHIP

- 2.5. Persons under the age of twenty five (25) years, who are of Jewish faith, and currently registered full time at a tertiary institution, may apply for junior membership of the Congregation on such conditions and payment of such subscriptions as the Board may prescribe from time to time. Such junior members in good standing shall be entitled to vote for, and be elected as, members of the Board or its committees.

HONORARY MEMBERSHIP

- 2.6. The Board may recommend to an Annual General Meeting AGM the appointment of honorary life members of the Congregation who are deemed worthy of this honor.

OTHER CATEGORIES OF MEMBERSHIP

- 2.7. The Board shall have the right from time to time to introduce, according to circumstances prevailing, other categories or classes of membership.

CESSATION OR VACATION OF MEMBERSHIP

- 2.8. A member shall cease or vacate their / her / his membership in the following circumstances:

- (a) His / her / their resignation, submitted in writing to the Executive Director, is accepted by the Board.
- (b) She / he / they is expelled by the Board.

- 2.9. If a member's subscription fees are more than twelve (12) months in arrears, the Board may suspend her / their / his membership upon three months registered notice in writing,

- 2.10. The Executive Director shall keep a register of all births, marriages and deaths ministered by the Congregation at any physical location.

CHAPTER 3: GENERAL MEETINGS

ANNUAL GENERAL MEETING (AGM)

- 3.1. The Congregation shall in each year hold an AGM within ten (10) months after the expiration of its financial year provided that not more than fifteen (15) months shall elapse between the date of one AGM and that of the next AGM.

- 3.2. The AGM shall be convened on not less than twenty-one (21) clear days notice in writing to members and shall specify the place, the day and hour of the AGM plus the business to be transacted thereat.

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- 3.3 Any such notice dispatched by post or electronic mail is given at the time when the letter containing it was posted or the electronic mail is dispatched. The convening notice shall invite proposals or motions for the AGM, which must reach the Executive Director in writing not less than fourteen (14) days before the AGM.

ELECTIONS AND VOTING PROCEDURE

- 3.4 A separate notice, accompanying the convening notice, shall notify that elections are to be held for each of the Councils located in a specific geographic region, so named. The notice shall invite nominations of eligible persons for between eight (8) and sixteen (16) voting seats on each of the Councils. This election shall be held every two years, the first such election to be held in 2005.
- 3.5 Every nomination paper must state the full name(s) and surname of the candidate nominated, her / his / their written consent, the originating Council name, and the name and signature of the proposer and seconder. These papers must reach the Executive Director not less than ten (10) days before the AGM or SGM.
- 3.6 A list of candidates so nominated shall be displayed on the notice board in the foyer of each Temple, or other suitable place, for the period of seven (7) days prior to the AGM. The Executive Director shall ensure that the list of all names reaches the Congregation by newsletter, email or other suitable means.
- 3.7 Election of the Board - In voting for the election of members to the Board, each Council shall vote for two (2) candidates from their Council as voting members of the Board and one as a co-opted member of the Board, and not for a lesser number. Co-opted members will not have voting rights.
- 3.8 The Board, at its first meeting, shall from its membership select a president and two vice presidents, preferably, but not necessarily, all from different councils. Their term of office shall be two (2) years.
- 3.9 The Executive Director shall make available voting forms and ballot boxes if required and ensure that the elections are free and fair. The Executive Director shall ensure a fair count of the show of hands if required.

THE COMMUNITY INDABA

- 3.10 The members of the Councils and the Board shall form a Community Assembly known as the Community Indaba. The meeting shall meet under the leadership of the President at least once a year and all congregants shall by written notice, be invited timeously.

VOTING PROCEDURES

- 3.11 The quorum for an AGM shall be thirty (30) members.
- 3.12 Adjournments - If within thirty (30) minutes after the time appointed for the meeting, a Quorum is not present, the meeting shall stand adjourned to a day not earlier than seven (7) days after the scheduled AGM. If at such adjourned meeting a quorum is not present within thirty (30) minutes after the appointed time, the members present shall constitute a quorum.

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3.13 A member not in good standing, i.e. whose subscription is more than twelve (12) months in arrears, is not entitled to vote, and shall not be eligible for election to the Board.

3.14 By resolution(s) passed by a majority of not less than two thirds of its members present, the Board may suspend a member from membership of the Board on the grounds of improper conduct or non-performance in relation to his membership of the Board.

3.15 AGENDA FOR AGM

The Agenda or Order of Business to be transacted at an AGM shall be:

- (a) To read the notice convening the meeting, unless those present or the majority thereof agree it be taken as read.
- (b) To read, correct if necessary, and confirm the Minutes of the previous AGM and, upon confirmation, to be signed by the Chairperson.
- (c) To discuss, deal with and decide upon any matters arising from the said Minutes.
- (d) To consider the tabled Board's Annual Report and audited Financial Account and Balance Sheet covering the previous (preceding) financial year, together with a statement from the Chairperson and/or Honorary Treasurer.
- (e) To consider motions and proposals duly submitted in the sequence chosen by the Chairperson.
- (f) To appoint a minimum of three (3) and a maximum of four (4) Trustees if applicable.
- (g) To appoint an Auditor.
- (h) To appoint one or more Honorary Legal Advisor(s), if applicable.
- (i) To elect members of the Councils as laid down under the elections and voting procedures.
- (j) General Business: If objection is raised to any matter raised as an item of General Business, it shall be left over until a future General Meeting, to enable due notice to be given.
- (k) Minutes of every AGM shall be recorded and kept with other minutes. These Minutes shall be available for collection, on request, at the relevant office within thirty (30) days. These minutes shall be approved and accepted at the next AGM or SGM, whichever is held first.

SPECIAL GENERAL MEETING (SGM)

3.16 A SGM of the Congregation shall be convened by the President:

- (a) At the written request of the Board or



- (b) On the written request signed by not less than twenty (20) members of good standing, stating the reason(s) therefore and/or the business to be dealt with at such meeting. Tender of all reasonable costs of holding such a SGM shall accompany such an application.
- 3.17 Not less than fourteen (14) days notice of the meeting shall be given to members. The notice convening the meeting shall be issued by the President and dispatched by post or electronic mail to all members of the Congregation. It shall specify the place, the day and the hour of the Special Meeting, plus the business to be transacted thereat, as requested. No other business is permitted.
- 3.18 The quorum at a SGM shall consist of thirty (30) members. If within thirty (30) minutes after the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to a day not earlier than seven (7) days after the scheduled SGM. If at such adjourned meeting a quorum is not present within thirty (30) minutes after the appointed time, the members present shall constitute a quorum.
- 3.19 Minutes of every SGM shall be recorded and kept with other minutes. These Minutes shall be available for collection, on request, at the relevant office within thirty (30) days. These Minutes shall be approved and accepted at the next AGM or SGM, whichever is held first.

PROCEDURE, VOTING AND RESOLUTIONS (for all Congregational meetings)

- 3.20 The President shall preside at every general meeting of the Congregation. If he / she / they is absent or declines to act as Chairperson, the members present shall elect one of the Vice- Presidents, or failing them, one of the members present to be Chairperson.
- 3.21 Except as otherwise may be provided in this Constitution, the voting on any matter before a meeting shall be determined by a show of hands by a simple majority of those entitled to vote, except where a secret ballot is called for by majority of those present and entitled to vote.
- 3.22 In the event of an equality of votes, the Chairperson shall have and may exercise a casting vote.
- 3.23 A declaration by the Chairperson of the result of the voting shall be conclusive evidence of that fact, without proof of the number or proportion of the votes recorded in favour of or against the motion (resolution).
- 3.24 A Certificate signed by the President or Chairperson and by the Executive Director that a resolution has been passed by the Council or by the Congregation at a meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such a resolution.
- 3.25 Such Certificate may be used in evidence or in legal proceedings.

RESCISSION OR AMENDMENT OF CONSTITUTIONAL RESOLUTION

- 3.26 No resolution passed at an AGM or SGM affecting this Constitution may be rescinded, amended or added to except at an AGM or at a SGM of members

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convened after due notice and passed thereat by a majority of at least two-thirds of the members present in person and entitled and qualified to vote. The notice shall clearly specify the wording of the proposed rescission or amendment of the resolution.

- 3.27 No such proposed amendment or alteration shall in any manner interfere with or derogate from the principles and tenets of the Cape Town Progressive Jewish Congregation or its status as such a Congregation.

CHAPTER 4: ADMINISTRATION AND CONTROL

THE BOARD

- 4.1. The management and general administration of the affairs of and relating to the Congregation shall be vested in a Board, composed of members of the Congregation elected biennially as set out hereunder in Chapter Three.

In addition Board Members and Trustees are required to have at least three unconnected parties.

- 4.2. The Board, Councils and other Committees shall be constituted according to the Bye-laws.
- 4.3. It is specifically noted that a three-quote system, to ensure transparency, is implemented when an elected member wishes to provide a service to the Congregation. The member is then recused from the decision-making process both at Council and Board level. The business can be signed with the elected member based on this transparent process.

4.4. BOARD'S POWERS AND DUTIES

The Board shall be vested with the management, control and general administration of the affairs of and relating to the Congregation. Without derogating from the generality of the foregoing, it shall, inter alia, have the power:

- (a) To appoint portfolio committees all of which shall be subordinate to the Board, and whose decisions shall require ratification by the Board prior to their execution;
- (b) To recommend the appointment of Honorary Life Membership;
- (c) To determine membership fees;
- (d) To appoint and dismiss from time to time such staff as is deemed necessary, either full-time or part-time;
- (e) To incur or accept liability for any obligation not exceeding R75 000 - (seventy-five thousand rand). Any liability in excess thereof shall be submitted for approval to a General Meeting of members, provided that such approval does not apply to nor is it required for replacement of existing equipment or vehicles or to repairs and maintenance of buildings being the property of the Congregation;



- (f) To do all such things and take all such action as are deemed necessary for the furtherance and attainment of the constitutional objects of the Congregation;
- (g) To make Bye-laws, which shall be maintained in writing and form part of the Bye-laws of the Congregation;
- (h) To report on portfolios and decisions at each Community Indaba;
- (i) To refer any major decision requiring a wider community consultation to the Community Indaba at its own discretion. If there is any doubt then the matter shall be referred to the Community Indaba;
- (j) To expel members where deemed appropriate.
- (k) To keep minutes of all meetings including, where deemed appropriate by the President or acting President, confidential minutes.

CHAPTER 5: PROPERTY AND FINANCE

POWERS OF CONGREGATION

The Congregation shall have the power

- 5.1 To acquire, purchase, sell, lease, rent, donate, pledge, mortgage, sub-divide, demolish or erect buildings or in any other manner deal with property, immovable or movable and relevant rights pertaining thereto, for the purpose or object of the Congregation and/or in its best interests;
- 5.2 To accept and receive subscriptions, donations, gifts, legacies or properties of any kind, to invest any money by approved means and to disburse, donate or utilise moneys for any of the purposes or requirements of the Congregation as may be deemed necessary or expedient.

TRUSTEES

- 5.3. All immovable property shall be registered in the names of the Trustees on behalf of the Congregation, unless it is already registered in the name of the Congregation or cannot be registered in the name of the Congregation.
- 5.4. There shall be a minimum of three (3) and a maximum of four (4) Trustees, who shall be members of the Congregation in good standing, but not members of the Board and shall be appointed at an AGM. Trustees shall be appointed until the age of eighty (80) years, at which time they shall retire from duty.
- 5.5. Trustees shall have the right to attend any meetings and receive agendas and minutes of such meetings. The Trustees may choose to meet from time to time and invite other parties to attend such meetings.
- 5.6. A Trustee shall remain in office unless they / she / he either leaves the Republic of South Africa for one year or more, or permanently, or if they / she / he resigns as a Trustee or as a member of the Congregation or ceases to be in good standing as defined.



- 5.7. Notwithstanding the above, the Board shall have power to dismiss any Trustee from office without assigning any reason therefore.
- 5.8. In the event of the position of a Trustee becoming vacant, the remaining Trustees shall act as Trustees until the vacancy is filled at the next AGM.
- 5.9. The name(s) of those nominated to fill the position(s) of Trustee are to be stated, with proposer and seconder, on the agenda of the AGM.
- 5.10. The Trustees shall not have the power to acquire, sell, alienate or mortgage any immovable property belonging to the Congregation, unless prior resolution to this effect is carried by voting at an AGM or SGM of members convened for that purpose.
- 5.11. Any two (2) Trustees shall, by Board resolution, be authorised to institute or defend legal proceedings on behalf of the Congregation, and to sign all documents necessary to give effect to such resolution. Refer to clause 7.3.

HONORARY TREASURER

The Board shall appoint one of its members as Honorary Treasurer. Should there be no suitable elected member to fulfil the role, an Honorary Treasurer may be co-opted by the Board from within the membership of the congregation. This appointed Treasurer shall be deemed to be a voting member of the Board. This co-option will not constitute the co-options as set out in clause 1.1 of the Bye-laws. The Honorary Treasurer's functions shall include:

- 5.12 The overall control of receipts and payments;
- 5.13 Submission of duly audited financial statements to the AGM;
- 5.14 Depositing all monies received in the Congregation's banking account, and at each monthly Board meeting submitting a statement of income and expenditure;
- 5.15 Ensuring that all accounts are paid and all sums are collected;
- 5.16 The preparation of the inventory referred to in 5.34 hereunder.

FINANCIAL MATTERS

- 5.17 The financial year of the Congregation shall commence on the 1st day of March in each year, on which date members' subscription fees become due and payable for the ensuing year which shall terminate at the end of the following February.
- 5.18 The Board has the power to determine, increase, reduce or remit from time to time the fees and assessments of members of the Congregation.
- 5.19 The Executive Director shall cause all members' accounts to be prepared and dispatched at the start of the fiscal year.
- 5.20 The Congregation reserves the right to recover any debt due by process of law.

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- 5.21 Members whose subscriptions are more than twelve (12) months in arrears from due date are deemed to be 'not in good standing' and are not eligible to vote at meetings or to be elected to the Board or any committees, unless the Board decides otherwise.
- 5.22 The Board shall meet at least once per month in order to scrutinise accounts and authorise their payments and shall from time to time submit to the Community Indaba recommendations on financial policy and on fees.
- 5.23 The Board shall open and operate banking accounts in the name of the Congregation. All cheques and electronic fund transfers shall be signed or authorized by any two (2) Board members, or by one (1) Board member and the Executive Director.
- 5.24 The Congregation may not give any of its money or property to its members, staff or office bearers. The only time it can do this is when it pays for work that a member or office bearer has done for the Congregation. The payment must be a reasonable amount for the work that has been done.
- 5.25 Funds of the Congregation shall be utilised solely for the object for which this congregation is formed
- 5.26 The Board is authorised to invest funds only:
- 5.26.1 With a financial institution as defined in section 1 of the Financial Services Board Act
- 5.26.2 In securities listed on a stock exchange as defined in section 1 of the Stock Exchanges Control Act
- 5.26.3 In such other prudent investments in financial instruments and assets as the commissioner may determine
- 5.27 The Board is prohibited from carrying on any business undertaking or trading activity on behalf of the Congregation
- 5.28 That the Board be prohibited from accepting any donation which is revocable at the instance of the donor

AUDITORS

- 5.29 At each AGM there shall be appointed for the ensuing year at least one (1) Auditor who is a Chartered Accountant (South Africa), to audit and report annually on the Financial Statements of the Congregation.
- 5.30 The Certified Annual Audit and Report shall be made available to Board Members at least sixty (60) days prior to the AGM.
- 5.31 The Auditor shall have the right to address the Board and/or the AGM.
- 5.32 The Board shall decide the remuneration of the Auditor(s).

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INVENTORY

- 5.33 The Hon.Treasurer together with the Executive Director shall annually prepare an inventory of all the movable and immovable property of the Congregation as well as of all its title deeds, records and documents.
- 5.34 This inventory duly certified by them, shall be tabled not later than the second meeting of a newly elected Board and shall at all times be kept in safe custody at the office(s) of the Congregation at 5 Salisbury Road, Wynberg.

BENEFIT FUNDS

- 5.35 The Board may establish, maintain and administer a Pension Fund and/or Medical Aid Fund or other Benefit Fund for all or any of the Congregation's rabbis, staff and employees (past or present) and their dependants if they see fit to do so.

CHAPTER 6: RABBIS

APPOINTMENT OF RABBIS

- 6.1. With the approval of the Congregation expressed at an AGM or SGM of members convened for that purpose, the Board may from time to time appoint or remove one or more Rabbis to minister to the Congregation in accordance with the religious and social spirit and tenets of Progressive Judaism.
- 6.2. The Rabbi(s) shall have freedom of speech from the pulpit.
- 6.3. The Rabbi(s) shall at all times consult, co-operate and collaborate with each other and with the Board in the spirit of the congregations wishes and customs. This requirement shall not inhibit their free expression in circumstances where they consider an issue of conscience is involved.
- 6.4. The Rabbi(s) shall be entitled to accept invitations to address gatherings and/or participate in the work of any Jewish or any non-Jewish organization.

RETIREMENT

- 6.5. Rabbis shall retire on attaining the age of 65 years. With approval of the Board, they may continue in office for such further period and upon such terms and conditions as may mutually be agreed.

CHAPTER 7: LEGAL PROCEEDINGS

- 7.1. The Congregation shall sue and be sued in the name of the CAPE TOWN PROGRESSIVE JEWISH CONGREGATION at its aforesaid registered address.
- 7.2. Service of any legal documents may be made at the said address upon the Executive Director.
- 7.3. Any two (2) members of the Board shall in accordance with Board resolutions sign all contracts, agreements, powers and documents required for purposes of litigation.

HONORARY LEGAL ADVISER (S)

- 7.4. The AGM shall appoint one or more Honorary Legal Advisor(s). Legal Advisors shall be practicing Advocates or Attorneys in the Republic of South Africa of not less than ten (10) years standing.
- 7.5. Should the office of Honorary Legal Adviser(s) become vacant, the Board is empowered to appoint another Legal Adviser(s) for the interim period until the next AGM.

CHAPTER 8: AFFILIATIONS

- 8.1. The Board may in its discretion
- (a) Affiliate with the Southern African Union for Progressive Judaism and/or with other National or other organisations of the Jewish Progressive Movement;
- (b) Send delegates to and participate in national conferences (congresses) or meetings whose purpose is not inconsistent with the principles and tenets of Progressive Judaism;

DELEGATES

Whenever the Board appoints delegates to attend a National Conference or meeting, it shall at all times ensure:

- 8.2. That a fully detailed Agenda is received timeously to enable the Board to discuss any proposed motions and take decisions thereon.
- 8.3. The Board shall (thereafter) minute its decisions on such matters, which delegates shall thereupon undertake to carry out (implement) at the Conference or Meeting, provided that they have the right use their discretion in instances where information may have become available subsequent to the Board having made a decision under section 8.3.
- 8.4. Written reports shall be given to Board and Councils within one (1) month of the delegates returning from the Conference or Meeting.

DISAFFILIATIONS

- 8.5. The Board may in its discretion decide to disaffiliate from any National Union or organization, and thereupon take all such steps as are necessary to give effect thereto. Such a decision shall be taken by vote with a majority of two thirds of those present and entitled to vote and shall be subject to ratification at an AGM or SGM.

CHAPTER 9: INTERPRETATION AND AMENDMENT

- 9.1. Shall any question arise as to the correct meaning of any part of this Constitution, it shall be referred to the Honorary Legal Adviser(s), whose decision thereon shall be final, provided, however, that such decision shall be reported to the next AGM. If the decision is not accepted by two-thirds of the members present and voting at the meeting, their decision shall be substituted for that of the Honorary Legal Adviser(s) and shall be recorded as an Explanatory Note to this Constitution.
- 9.2. This Constitution shall not be amended save by a resolution moved at a General Meeting (Annual or Special) convened as specified in Chapter Three.
- 9.3. All resolutions passed, and all acts/actions validly done and executed in terms of the hitherto existing Constitution, and Bye-laws are hereby affirmed as valid and binding under the new Constitution now adopted, provided that they do not conflict with it.
- 9.4. The Board shall submit to the Commissioner of Inland Revenue a copy of any amendment to the constitution

CHAPTER 10: DISSOLUTION

- 10.1. Any motion or proposal received for the dissolution or disbandment of the Congregation must be submitted to a SGM of members duly convened as heretofore prescribed.
- 10.2. No such motion may be accepted as valid unless it is agreed to by the votes of not less than two-thirds of those members present and entitled to vote.
- 10.3. If such motion is duly passed, the Executive Director and staff of the Congregation shall give effect to it.
- 10.4. If after discharging the obligations of the Congregation there are surplus funds available, such funds shall be paid to the Southern African Union for Progressive Judaism (SAUPJ) which shall be authorised and empowered to use the same for the furtherance of Progressive or Reform Judaism at its sole and absolute discretion, and in the event of the SAUPJ being defunct at the time of winding up of this Congregation, then such funds shall be paid to its successor in title and failing any such successor in title within the Republic of South Africa, then such funds that are available shall be handed to any other Progressive or Reform Jewish Congregation situated in the Republic of South Africa. If at the time of winding up, the Congregation not be affiliated to the SAUPJ, such funds that are available shall be handed to any other Progressive or Reform Jewish Congregation(s) situated in the Republic of South Africa, as decided at the SGM, provided that any recipient Congregation of surplus funds transferred from the Cape Town Progressive Jewish Congregation is exempt from Income Tax in terms of the South African Income Tax Act.
- 10.5. No ritual items or any articles of ritual significance used for the purpose of conducting ritual ceremonies of the Congregation shall under any circumstances be sold without the consent of a SGM of the Congregation.

- 10.6. The ritual items shall be handed to any other Progressive or Reform Jewish Congregation(s) situated in the Republic of South Africa, as decided at the SGM, subject to the condition that if any such ritual items at any time in the future are no longer required by such other Congregation, the other Congregation concerned shall hand such items to another Progressive or Reform Jewish Congregation as decided at a SGM of the other Congregation concerned, subject *ipso facto* to the same conditions which shall apply *mutatis mutandis* to the other Congregation.
- 10.7. If at such time there are no Progressive or Reform Jewish Congregations in existence in the Republic of South Africa, the ritual items shall be disposed of as decided at a SGM convened in accordance with Section 3.17 of this Constitution, provided that the final disposition of ritual items shall be in the Republic of South Africa.

CHAPTER 11: INDEMNITY PROVISIONS

- 11.1. Members, employees, Trustees or office bearers shall not become liable for any of the obligations and liabilities of the Cape Town Progressive Jewish Congregation solely by virtue of their status as members, employees or office bearers of the Congregation.
- 11.2. Office bearers shall not personally be liable for any loss suffered by any person as a result of an act of commission or omission, which occurs in good faith while the office bearer is performing functions for or on behalf of the Congregation.

CHAPTER 12: DATE OF COMMENCEMENT OF THIS CONSTITUTION

12.1 The Constitution of the Congregation, and Bye-laws as amended, in existence on 18th April 1994, are hereby repealed and annulled and this new Constitution shall take effect as from 3rd April 2005. Amendments have been enacted at AGMs in 2006, 2007 and 2012.

DATED at CAPE TOWN this 9th day of May 2024.

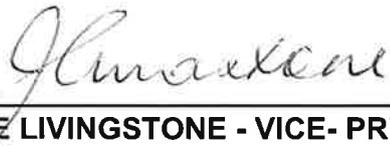
SIGNED:



DIANA SOCHEN - PRESIDENT



LYNETTE MYBURGH - VICE- PRESIDENT



JEANNE LIVINGSTONE - VICE- PRESIDENT



ERIC BESWICK - EXECUTIVE DIRECTOR

BYE-LAWS

PRINCIPLES

- An open, transparent organising system consists of a Board and Councils.
- Operational activity and related decisions take place at Councils.
- Strategic long-term decisions are taken by the Board
- Matters that affect all Councils are centrally coordinated.
- All meetings and decisions shall be minuted.
- Paid Executive Director and staff provide administration and support to Councils, Board and Congregation Members.

THE BOARD'S OPERATIONS

Refer to chapter 4 for clauses on the Board and its powers and duties.

- 1.1 The Board shall have the right in its discretion to co-opt not more than three (3) members of the Congregation to serve on it until the next AGM. A co-opted member shall take his / her / their seat on the Board at the Board Meeting following that at which he / she / they was co-opted. Co-opted members will not have voting rights.
- 1.2 The Board shall be entitled to invite any person(s) to attend its meeting(s) or part thereof and to address it/them, but without the right to vote.
- 1.3 The paid staff shall not have voting rights.

Membership of the Board and its Committees shall cease when a member:

- (a) Resigns by written letter to the Executive Director, or
 - (b) Absents himself / herself / himself from three (3) consecutive Board or Committee meetings without leave of absence granted by the Board or Committee.
- 1.4 The Board shall have the power to fill not more than three (3) casual vacancies which may arise. If three (3) or more vacancies occur simultaneously, the President shall convene a SGM to elect members to fill any unfilled vacancies.
 - 1.5 The Councils shall have the power to fill not more than three (3) casual vacancies, which may arise. If three (3) or more vacancies occur simultaneously, the President shall convene a SGM to elect members to fill any unfilled vacancies.
 - 1.6 The term of office of the President and the Board of the Congregation shall not exceed four (4) consecutive years. This may be extended subject to the approval of the Congregation at an AGM or SGM.

- 1.7 The Executive Director shall ex-officio attend Board Meetings unless requested by the President to recuse themselves / herself / himself from a particular meeting, or part thereof.
- 1.8 The Board shall have the power, inter alia, to determine the amount of salary or wages and grants or other emoluments payable to officials of the Congregation, and to define their respective duties; to establish and administer a pension fund; to grant bursaries to Congregational members, and to effect a loan or to assist financially any staff person in its full-time employment, upon such terms and conditions as it deems expedient or necessary.

COMPOSITION OF BOARD AND CONDUCT OF BOARD MEETINGS

- 1.9 The President, if present, shall preside at all meetings of the Board; in her / his / their absence one of the two Vice-Presidents. If the latter are not present, the Honorary Treasurer shall preside.
- 1.10 The President of the Board is elected by Board members and sets the meeting agenda, chairs the meeting, casts the deciding vote and may hold a portfolio.
- 1.11 If all four (4) office-bearers are absent, then the Board members present shall elect one of their members to act as Chairperson for that meeting, under the designation 'Acting Chairperson'. This election shall be recorded in the minutes.
- 1.12 The Chairperson at every meeting shall conduct its proceedings in accordance with recognised, accepted rules of procedure. Her / his / their ruling(s) on a point of order shall be final and not open to discussion. The Executive Director shall enter every such ruling in the minutes. In the event of an equality of votes, the Chairperson shall have and may exercise a casting vote.
- 1.13 Board and Committee members shall notify the Board through the Executive Director or her / his / their alternate of the reason(s) for their absence or proposed absence from a meeting.
- 1.14 Minutes of all Board and Committee meetings shall be prepared and circularised within ten (10) days of the held meeting by the Executive Director or her / his / their alternate. Minutes shall be confirmed after any correction(s) made by signature of the Chairperson, at the ensuing meeting of the Board or Committee concerned.
- 1.15 The voting board members shall include the President, two (2) Vice Presidents, and three (3) remaining voting members, the Immediate Past President, the Honorary Board Member and Honorary Treasurer.
- 1.16 In addition, the Board will include the Executive Director or her / his / their representative and a Secretary. All rabbis shall be invited to Board meetings but may be asked to recuse themselves from any meeting or part thereof.
- 1.17 The Suggested Portfolios shall include Finance, Property and Maintenance Outreach, Events, Youth, Membership, Administration, Religious Affairs, Publications. The Board is free to create other portfolios at will.

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- 1.18 A quorum shall be four (4) members and the Board will meet a minimum of nine (9) times per year.

NOMINATION OF COUNCIL MEMBERS

- 1.19 Nominations shall be made in good time so as to make congregants well aware of those who are standing for Councils. The pen pictures and photographs of candidates shall be displayed on the notice boards of each Temple. On the ballot forms the names of the candidates shall be listed in random order and not alphabetically.

COMPOSITION OF COUNCILS AND CONDUCT OF COUNCIL MEETINGS

- 1.20 The Council Chairperson, if present, shall preside at all meetings; in her / his / their absence the Vice-Chairperson will preside. If the latter is not present, the members will elect a chairperson for the meeting and place this election on record.
- 1.21 The Council Chairperson sets the meeting agenda, chairs the meeting, casts the deciding vote and may hold a portfolio.
- 1.22 The Council Chairperson at every meeting shall conduct its proceedings in accordance with recognised, accepted rules of procedure. Her / his / their ruling(s) on a point of order shall be final and not open to discussion. Any such rulings shall be entered in the minutes. In the event of an equality of votes, the Chairperson shall have and may exercise a casting vote.
- 1.23 Council members shall notify the Council of the reason(s) for their absence or proposed absence from a meeting.
- 1.24 Minutes of all Council meetings shall be prepared and circularised within ten (10) days of the held meeting. Minutes shall be confirmed after any correction(s) made by signature of the Chairperson, at the ensuing meeting of the Council concerned.
- 1.25 The voting Council Members shall include the Chairperson, one Vice Chairperson, six to fourteen (6 to 14) members, a member from Sisterhood (elected from their paid-up members), and the immediate past Chairperson. The Council shall elect three members (as set out in 3.7 of the Constitution) to represent the Council on the Board and to carry out the specified duties of the board. In addition, the Council shall include the Executive Director or his / her / their representative and a Secretary as well as a Rabbi.
- 1.26 The suggested portfolios shall include Funds, Property and Maintenance, Outreach, Events, Sisterhood, Youth, Membership, Administration, Religious Affairs, Publications. The Council is free to create other portfolios at will and co-opt other members. Each proposed co-opted member will be required to have his/ her name submitted to the Board for approval of the co-option which shall be heard at the first sitting of the Board following the application. A co-opted member, once approved by the Board, shall have the same status as a member elected at the AGM. The total number of voting Council members, which includes formally elected as well as Board approved co-opted members, should not be less than eight (8) or exceed sixteen (16) per council.

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- 1.27 A quorum shall be four (4) members and the Council will meet a minimum of 9 times per year.

THE EXECUTIVE COMMITTEE (EXCO)

Given the expanded composition of the existing Board vs the concept at the time of creating the current constitution, the Board has resolved to create a portfolio committee in terms of clause 4.4 (a) of the Constitution to cover confidential discussions.

Confidential discussions shall specifically include discussions about finance or performance / discipline where a member of staff is involved / concerned. This shall specifically include remuneration reviews. The President may request that the Exco deals with any other matters on an *ad hoc* basis.

- 1.28 The committee shall be known as the Executive Committee or Exco.
- 1.29 The Exco will be made up of the President, two Vice Presidents, Council Chairpeople (if any are not President or Vice-President), Honorary Treasurer, Immediate Past President, one Trustee (who shall have no vote) and the Executive Director (ex-officio). The Exco shall be entitled to invite one or more Rabbis to its meetings when this is deemed appropriate by the Exco.
- 1.30 The Exco shall discuss such matters in committee and report back to the Board for ratification by the voting members - or such members as directed by the President of the Board - in summary format with its recommendations, noting specifically when there has been significant disagreement in the discussion at the Exco
- 1.31 No recommendations from the Exco shall be implemented prior to ratification by the Board.
- 1.32 The Exco shall have sole right in determining which matters shall be deemed to be confidential - within the limitation of the definition above

THE COMMUNITY INDABA

- 1.33 A Community Indaba (or in other words a Congregational Assembly) is arranged at least once a year to review the performance of the Board and communicate to the wider Congregation on general Congregational matters. This is a not a decision making body unless special circumstances require it to be. A quorum of fifteen (15) members in good standing is required.
- 1.34 All parties including the Board, Trustees, Councils, Rabbis, Netzer, Sisterhood, and Hadassah present their plans, progress, finances and issues and all have a chance to debate. This forum is also used when a wider influence on key decisions is required. The president chairs the meeting and the Executive Director ensures that Minutes are recorded, and approved after confirmation at the next Indaba.
- 1.35 The members shall include all Rabbis, Board, Councils, Trustees, Sisterhood, Netzer, and any member of the congregation.

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- 1.36 The suggested agenda shall include strategic plans, financial reporting, Rabbis' reports, Property and Maintenance, Outreach/external liaison, Events, Youth, Membership, Fund raising and any other matters to be decided by the Board.

RELIGIOUS AFFAIRS

- 1.37 The Congregation's Houses of Worship shall be called 'TEMPLE ISRAEL'.
- 1.38 All religious and ritual matters of the Congregation shall be dealt with and administered by a Religious Affairs Advisory Committee consisting of the Rabbis of the Congregation (who shall alternate as Chairperson), the President, Vice Presidents, Immediate Past President, Executive Director and the Honorary Legal Advisor from time to time. In addition, any two members of the Congregation nominated by the Board.
- 1.39 The Rabbis play a central role in the Congregation at all life cycle events and leading religious and traditional rituals for our Congregation. The Rabbis also guide our Congregation in our values, principles and a spiritual life.
- 1.40 The suggested portfolios or roles include religious guidance, education, community building, life cycle events, choir, records of births, brith milahs, conversions, weddings and deaths.
- 1.41 A quorum of three (3) (at least one of whom is a Rabbi) is required and the Committee shall meet at least six (6) times per year.
- 1.42 Ritual and Religious Services and procedures shall be conducted by the Rabbis and/or laypersons in the Temples or elsewhere, at such times as may be deemed suitable by the Rabbis in consultation with the Religious Affairs Advisory Committee and the Board.
- 1.43 Suitable head covering shall be worn by those who identify as male - or those who choose to - at all services.
- 1.44 All seats in the Temple shall be unassigned, save that:
a) It is the Board's right, for and on special occasions, to reserve seats for members and specially invited guests.
b) Special assignment of seats may be made for aged and/or disabled persons and medical specialists whether members or invited guests.
- 1.45 Another Rabbi (Minister) or a layman selected by the Rabbi(s) or the Board and after consultation with the Board or Rabbi(s) respectively, may be allowed to lead services.

ADMINISTRATION - THE EXECUTIVE DIRECTOR

- 1.46 The day-to-day routine affairs of the Congregation shall be administered by an Executive Director, who shall be a paid official appointed by the Board.

- 1.47 The Executive Director shall serve in a general liaison capacity internally in the Congregation, between the Board, its committees and members, and also between the Congregation and other bodies, both Jewish and non-Jewish.
- 1.48 More specifically, the Executive Director shall as part of his / her / their duties conduct all correspondence, and bring its relevant portions and/or communications directed to the Congregation to the attention of the Board at its next meeting.

ADMINISTRATION – STAFF

- 1.49 All administrative salaried officials, both full-time and part time, shall be deemed honorary members for such period they shall be employed. They shall enjoy all the rights of ordinary members but shall not be eligible for nomination or election to the Board or its committees, and may not vote at any meeting of the Congregation.

SISTERHOOD AND HADASSAH

- 1.50 A group of women members of the Congregation may form/establish a Constituent Body with its own constitution and rules, to be known as SISTERHOOD or HADASSAH, provided, however, that the Board must approve it and that its aims and activities are not inconsistent with this Constitution or with the tenets of the Progressive Jewish Movement.

FUNERALS

- 1.51 If there be no Rabbi available, the funeral, memorial service or consecration service may be conducted by a lay reader member of the Congregation, approved by a Rabbi, or in her / his / their absence, by the President. This proviso may also apply to prayers at a house of mourning.

1.52 HONORARY LIFE BOARD MEMBER

1.52.1 It is recorded that the position of Honorary Life Council Member was contained in the prior Constitution of the Congregation. The current Constitution has removed this position notwithstanding the existence of a current awardee. In order to preserve such honour, such awardee shall retain the honour of Honorary Life Board Member.

1.52.2 The Honorary Life Board Member shall remain in office until:

- (a) He / she / they resigns as Honorary Board Member
- (b) He / she / they resigns from the Congregation
- (c) He / she / they ceases to reside permanently in the Republic of South Africa.
- (d) He / she / they attains the age of 80 years at which time he / she / they becomes eligible to become an Elder of the Congregation as set out in Clause 1.53 of the Bye Laws

1.53 ELDERS

- 1.53.1 A Trustee on attaining the age of 80 (eighty) years ("Retiree") shall be eligible to become an Elder of the Congregation. The Retiree shall be nominated at the AGM immediately prior to his / her / their 80th birthday and, if duly elected, his / her / their election shall be for a period of 10 (ten) years thereafter.

- 1.53.2 Attendance by Elders at Board Meetings is by invitation only and they will not have the vote at these meetings.

