



THE WEST LONDON SYNAGOGUE OF BRITISH JEWS

ARTICLES OF ASSOCIATION

as adopted by a Special Resolution of the Congregation

at its General Meeting on 31 October 2017

ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY

THE COMPANIES ACT 2006
COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association of The West London Synagogue of British Jews

As adopted by a Special Resolution dated 31 October 2017

1. NAME

1.1 The company's name is The West London Synagogue of British Jews (and in this document it is called the "**Synagogue**").

1.2 It is known in Hebrew as ***Kehillah Kodosha Shaar Tzion***.

2. INTERPRETATION

2.1 In these Articles:

"Address" means a postal address or, for the purposes of electronic communication, a fax number, or an e-mail in each case registered with the Synagogue;

"the Articles" means the Synagogue's articles of association;

"the Board" means the Directors for the time being, acting collectively;

"Business Days" means a day other than Saturday and a Sunday and other than Festival Days (as defined in the Rules) when banks are ordinarily open for business in London;

"the Chairman" means the person elected to chair the Board and ratified by the Congregants at a general meeting of the Congregants;

"Clear Days" in relation to the period of a notice, means a period excluding:

- the day when the notice is given or deemed to be given;
- the day for which it is given or on which it is to take effect; and
- days other than Business Days.

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Synagogue;

“Company” means the company regulated by these Articles, otherwise known as “the Synagogue” in these Articles;

“Congregants” mean those persons of the Jewish faith who have the right to vote at a General Meeting in accordance with the Rules;

“Connected Person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Director;
- (b) the spouse or civil partner of the Director or of any person falling within sub-clause (a) above;
- (c) a person carrying on business in partnership with the Director or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is Controlled:
 - (i) by the Director or any Connected Person falling within sub-clause (a), (b) or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together;
- (e) a body corporate in which:
 - (i) the Director or any Connected Person falling within sub-clauses (a) to (c) has a substantial interest ; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a Substantial Interest

Sections 350-352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this definition;

“Deputy Chairman” means the person appointed by the Chairman as his or her deputy with the approval of the Board;

“Document” includes, unless otherwise specified, any document sent or supplied in Electronic Form;

“Electronic Form” has the meaning given in section 1168 of the Companies Act 2006;

“Executive Director” means the person appointed by the Board on behalf of the Synagogue to manage the day to day operations of the Synagogue;

“General Meeting” shall bear the meaning as provided in the Rules;

“Member” means a member of the Synagogue as defined in these Articles for the purposes of the Companies Acts;

“the Memorandum” means the Synagogue’s Memorandum of Association;

“Officers” means the Chair(s), Deputy Chair, Vice Chair(s), Treasurer(s), and Senior Warden(s) as defined in the Rules, and for this purpose excludes the Company Secretary;

“Ordinary Resolution” means a resolution passed by greater than a 50% majority of those present or by proxy who are entitled to vote at the meeting in question;

“President” means the person nominated by the Board to serve in that capacity and ratified by the Congregants at a General Meeting of the Congregants;

“Rules” means the rules provided for in Article 47 as amended from time to time;

“the Seal” means the common seal of the Synagogue;

“Senior Warden” means one or more person(s) serving in their third consecutive year of office as a Warden;

“Special Resolution” means a resolution passed by not less than a 75% majority of those present or by proxy who are entitled to vote at the meeting in question;

“the Synagogue” means the company regulated by these Articles;

“Treasurer” means the person appointed by the Board to hold the position of treasurer of the Synagogue; and, if not already a Director shall become a Director on appointment;

“the Directors” means the directors of the Synagogue. The Directors are charity directors, as defined by Section 177 of the Charities Act 2011 and any reference to a Director shall be construed as referring to a director in accordance with the Companies Acts;

“the United Kingdom” means Great Britain and Northern Ireland;

“Vice Chairmen” means those persons appointed by the Board to hold such position;

“Wardens” means the persons elected by the Board in accordance with the Rules to serve in that capacity.

2.2 Words importing one gender shall include all genders, the singular includes the plural and vice versa.

2.3 Unless the context otherwise requires words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when these Articles become binding on the Synagogue.

2.4 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. LIABILITY OF MEMBERS AND INDEMNITY

3.1 The liability of the Members is limited to a sum not exceeding £1.00 being the amount that each Member undertakes to contribute to the assets of the Synagogue in the event of it being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:

- 3.1.1 payment of the Synagogue's debts and liabilities incurred before he or she ceases to be a member;
- 3.1.2 payment of the costs, charges and expenses of winding up; and/or
- 3.1.3 adjustment of the rights of the contributories among themselves.

3.2 Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Synagogue shall be indemnified out of the assets of the Synagogue in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts.

4. OBJECTS

The objects of the charity ("**Objects**") are:

- 4.1 to promote and foster Judaism by the provision and maintenance of a public place of worship consistent with the principles of Reform Judaism;
- 4.2 to promote and co-ordinate the education and religious instruction of Jews; and
- 4.3 such other charitable purposes for the public benefit, in particular, the benefit of the Jewish people in the UK, in Israel or elsewhere in the world, which are charitable according to the laws of England and Wales.

5. POWERS

5.1 The Synagogue has power to do anything which is calculated to further its Objects or is conducive to doing so. In particular, the Synagogue has power:

- 5.1.1 to promote and nurture Jewish charitable, cultural and welfare activities;
- 5.1.2 to promote and co-ordinate the spiritual life and general welfare of Jewish youth;
- 5.1.3 to assist in the establishment and nurturing of other congregations of Jews;
- 5.1.4 to publish and/or revise prayer books, liturgical writings and literature on subjects of Jewish interest;
- 5.1.5 to participate in the work of the wider Jewish community;
- 5.1.6 to foster greater understanding among Jews;
- 5.1.7 to foster greater understanding between Jews and non-Jews;

- 5.1.8 to raise funds and in doing so, the Synagogue must not undertake any substantial permanent trading activity and must comply with any applicable statute, statutory regulations and the rules of the Commission;
- 5.1.9 to buy, take on lease or in exchange, hire or otherwise acquire any real or other property and to maintain and equip it for use or exploitation;
- 5.1.10 to sell, lease or otherwise dispose of all or any part of the property belonging to the Synagogue. In exercising this power, the Synagogue must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- 5.1.11 to borrow money and to charge the whole or any part of the property belonging to the Synagogue as security for repayment of the money borrowed or as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation of the Synagogue. The Synagogue must comply as appropriate with sections 124-126 of the Charities Act 2011, if it wishes to mortgage land;
- 5.1.12 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.1.13 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in, or in furtherance of, the Objects;
- 5.1.14 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;
- 5.1.15 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves as determined by the Board from time to time;
- 5.1.16 to employ and remunerate such staff as are necessary for carrying out the work of the Synagogue and to make all reasonable provision for the payment of pensions and superannuation to or on behalf of such staff and their dependants. The Synagogue may employ or remunerate a Director only to the extent it is permitted to do so by Article 6 and provided it complies with the conditions in that Article;
- 5.1.17 to:
 - 5.1.17.1 deposit or invest funds;
 - 5.1.17.2 employ a professional fund-manager or advisor; and
 - 5.1.17.3 arrange for the investments or other property of the Synagogue to be held in the name of a nominee

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- 5.1.18 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.1.19 to open and operate bank accounts and other facilities for banking;
- 5.1.20 to accept and hold monies, property or other assets on special trusts within the Objects.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1 The income and property of the Synagogue shall be applied solely towards the promotion of the Objects.
- 6.2 A Director:
 - 6.2.1 is entitled to be reimbursed from the property of the Synagogue or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Synagogue;
 - 6.2.2 may benefit from Director indemnity insurance cover purchased at the Synagogue's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
 - 6.2.3 may receive an indemnity from the Synagogue in the circumstances specified in Article 3.2; but
 - 6.2.4 a Director may not receive any other benefit or payment unless it is authorised by Article 7.
- 6.3 Subject to Article 7 none of the income or property of the Synagogue may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member of the Synagogue. This does not prevent a Member receiving:
 - 6.3.1 a benefit from the Synagogue in his capacity of a Congregant; and/or.
 - 6.3.2 reasonable and proper remuneration for any goods or services supplied to the Synagogue on an arm's length basis as permitted by Article 7.

7. BENEFITS AND PAYMENT TO DIRECTORS AND CONNECTED PERSONS

General Provisions

- 7.1 No Director or Connected Person may, and the Synagogue may not, participate in a transaction with such person where such transaction involves the following:
 - 7.1.1 buying any goods or services from the Synagogue on terms preferential to those applicable to members of the public;
 - 7.1.2 selling goods, services, or any interest in land to the Synagogue;

7.1.3 being employed by, or receive any remuneration from, the Synagogue;

7.1.4 receiving any other financial benefit from the Synagogue

unless the payment is permitted by any of the provisions of in Articles 7.1 to 7.6 or authorised as a matter of law.

In this Article a “**financial benefit**” means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting Directors’ or connected persons’ benefits

7.2 A Director or Connected Person may receive a benefit from the Synagogue in the capacity of a Congregant.

7.3 A Director or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Synagogue where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

7.4 A Director or Connected Person may receive interest on money lent to the Synagogue at a no more than a reasonable and proper rate as determined by the Board.

7.5 A Director or Connected Person may receive rent for premises let by the Director or Connected Person to the Synagogue. The amount of the rent and the other terms of the lease must be reasonable and on an arm’s length basis. The Director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

7.6 A Director or Connected Person may take part in the normal trading and fundraising activities of the Synagogue on the same terms as members of the public.

Payment for supply of goods only – controls

7.7 The Synagogue and its Directors may only rely upon the authority provided by Article 7.2 if each of the following conditions is satisfied:

7.7.1 the amount or maximum amount of the payment for the goods shall be set out in an agreement entered into between the Synagogue and/or its Directors (as the case may be) and the Director or Connected Person supplying the goods (“**the supplier**”) under which the supplier is to supply the goods in question to or on behalf of the Synagogue;

7.7.2 the amount or maximum amount of the payment for the goods is on an arm’s length basis and does not exceed what is reasonable in the circumstances for the supply of the goods in question;

7.7.3 the other Directors are satisfied that it is in the best interests of the Synagogue to contract with the supplier rather than with someone who is not a Director or

Connected Person. In reaching that decision the Directors must balance the advantage of contracting with a Director or connected person against the disadvantages of doing so;

7.7.4 the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Synagogue;

7.7.5 the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting;

7.7.6 the reason for their decision is recorded by the Directors in the minute book; and

7.7.7 a majority of the Directors then in office are not in receipt of remuneration or payments authorised by this Article 7.

7.8 In Article 7.2, "**Synagogue**" includes any company in which the Synagogue:

7.8.1 holds more than 50% of the shares;

7.8.2 controls more than 50% of the voting rights attached to the shares; or

7.8.3 has the right to appoint one or more Directors to the board of the Company.

8. MEMBERS

8.1 Directors as Members

8.1.1 The Directors from time to time shall be the Members of the Synagogue. It is confirmed that only the Directors shall be Members of the Synagogue for the purposes of the Articles and/or the Companies Act;

8.1.2 A Director shall automatically become a Member on becoming a Director;

8.1.3 The names of the Members of the Synagogue from time to time must be entered in the register of members.

8.2 Membership is not transferable.

8.3 Notwithstanding that the Directors are the Members, when acting in their different capacities as Director or Member (as the case may be) there shall, for the avoidance of doubt, be a distinction as to their liabilities, responsibilities and obligations and additionally their governance, in accordance with these Articles, the Companies Acts and all other governing legislation and regulations.

9. TERMINATION OF MEMBERSHIP

9.1 Membership is automatically terminated if:

9.1.1 the Member dies;

9.1.2 he or she ceases to be a Director; or

9.1.3 the Member resigns by written notice to the Synagogue unless, after the resignation, there would be fewer than two Members; and

the provisions of Article 29 shall apply as to disqualification and renewal.

10. GENERAL MEETINGS OF MEMBERS

10.1 An annual general meeting of the Members must be held in each year and not more than fifteen months may elapse between successive annual general meetings.

10.2 The Directors may call a general meeting of the Members at any time.

11. NOTICE OF GENERAL MEETINGS

11.1 The minimum periods of notice required to hold a general meeting of the Members of the Synagogue are:

11.1.1 twenty-one (21) Clear Days for an annual general meeting or a general meeting called for the passing of a Special Resolution;

11.1.2 fourteen (14) Clear Days for all other general meetings of the Members.

11.2 A general meeting of the Members may be called by shorter notice if it is so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than ninety (90) percent of the total voting rights.

11.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 17.

11.4 The notice must be given to all the Members and to the external auditors.

12. The proceedings at a meeting of the Members shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it as a result of an accidental omission by the Synagogue.

13. PROCEEDINGS AT GENERAL MEETINGS - QUORUM

13.1 No business shall be transacted at any general meeting of the Members unless a quorum is present.

13.2 A quorum is five (5) Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting and, if a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Members shall determine.

- 13.3 The Members must reconvene the meeting and must give at least five (5) Clear Days' notice of the reconvened meeting, stating the date, time and place of the meeting.
- 13.4 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the Members present in person or by proxy at that time shall constitute the quorum for that meeting.

14. PROCEEDINGS AT GENERAL MEETINGS OF THE MEMBERS - CHAIRING MEETINGS

- 14.1 General meetings of the Members shall be chaired by the Chairman and, in his/her absence, the Deputy Chairman (if any) and otherwise by a person who has been previously appointed by the Members to chair meetings of the Members.
- 14.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting the Members present may nominate one of their number to chair the meeting.

15. PROCEEDINGS AT GENERAL MEETINGS OF THE MEMBERS - ADJOURNMENT

- 15.1 The Members present in person or by proxy at a meeting of the Members may resolve by Ordinary Resolution that the meeting shall be adjourned.
- 15.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be convened unless those details are specified in the resolution.
- 15.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- 15.4 If a meeting is adjourned by a resolution of the Members for more than five (5) days, at least five (5) Clear Days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

16. VOTES OF MEMBERS AT GENERAL MEETINGS OF THE MEMBERS

- 16.1 Subject to Article 23.4, Every Member shall have one vote.
- 16.2 Any vote at a meeting of the Members shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:
- 16.2.1 by the person chairing the meeting;
- 16.2.2 by at least two Members present in person, including persons holding proxies having the right to vote at the meeting; or
- 16.2.3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

- 16.3 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded and:
- 16.3.1 the result of the vote must be recorded in the minutes of the Synagogue but the number or proportion of votes cast need not be recorded;
 - 16.3.2 a demand for a poll may be withdrawn, by the person making the demand, before the poll is taken, but only with the consent of the person who is chairing the meeting;
 - 16.3.3 if the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made;
 - 16.3.4 a poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be Members) and who may fix a time and place for declaring the results of the poll;
 - 16.3.5 the result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded;
 - 16.3.6 a poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately;
 - 16.3.7 a poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs;
 - 16.3.8 the poll must be taken within twenty (20) Clear Days after it has been demanded;
 - 16.3.9 if the poll is not taken immediately at least five (5) Clear Days' notice shall be given specifying the time and place at which the poll is to be taken; and
 - 16.3.10 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

17. CONTENT OF PROXY NOTICES SUBMITTED FOR GENERAL MEETINGS OF THE MEMBERS

- 17.1 Proxies at a meeting of the Members may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
- 17.1.1 states the name and address of the Member appointing the proxy;
 - 17.1.2 identifies the person appointed to be that Member’s proxy and the meeting in relation to which that person is appointed;
 - 17.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Members may determine; and
 - 17.1.4 is delivered to the Synagogue in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.

- 17.2 The Synagogue may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 17.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 17.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 17.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 17.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 17.5 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting of the Members remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Synagogue by or on behalf of that person but, in such a case, the person holding the proxy shall not be entitled to exercise that proxy vote at such meeting.
- 17.6 An appointment under a proxy notice may be revoked by delivering to the Synagogue a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 17.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 17.8 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

18. DECISIONS REQUIRING APPROVAL OF CONGREGANTS

The powers and authority of the Directors and/or Members are limited with effect that the following resolutions decisions and/or acts may only be passed, taken or effected with the prior approval of a resolution of the Congregants (passed as a Special Resolution of the Congregants) pursuant to the Rules:

- 18.1 Any amendment addition or repeal of any provision of these Articles;
- 18.2 Any disposal by way of sale or the grant of a lease for a term exceeding 20 years, or any option for sale or grant of a lease for a term exceeding 20 years or any encumbrance, of the whole or any part of (a) of the Synagogue's property in Upper Berkeley Street and/or Seymour Place, London W1H 5AU and/ or (b) its interests in the burial grounds at (i) Edgwarebury Lane, Edgware, (ii) Hoop Lane, Golders Green and/or (iii) Balls Pond Road, Islington.
- 18.3 Any decision to disaffiliate the Synagogue from its membership of Reform Judaism.

19. OBJECTIONS

Any objection to the qualification of any voter at a meeting of the Members must be raised at the meeting at which the vote is tendered (or will otherwise be disallowed) and the decision of the person who is chairing the meeting shall be final.

20. WRITTEN RESOLUTIONS

A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the votes cast by the Members who would have been entitled to vote upon it, had it been proposed at a general meeting of the Members, shall be effective provided that:

- 20.1 a copy of the proposed resolution has been sent to every Member; and
- 20.2 it is contained in an document which has been received at the registered office, in electronic or written form within the period of 20 Clear Days beginning with the circulation date.

21. DIRECTORS

- 21.1 A Director must be aged eighteen years or older.
- 21.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 29.
- 21.3 The number of Directors shall be not less than eight (8) and the maximum shall be as specified in Article 23.1.
- 21.4 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

22. POWERS OF DIRECTORS

- 22.1 The Directors shall manage the business and related activities of the Synagogue and may exercise all the powers of the Synagogue unless they are subject to any restrictions imposed by the Companies Acts and the Charities Act 2011, the Articles, any resolution of the Board and/or the Rules.
- 22.2 No alteration of the Articles or any resolution shall invalidate any prior act of the Directors with retrospective effect.
- 22.3 Any meeting of the Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

23. COMPOSITION OF BOARD OF DIRECTORS

- 23.1 The Board shall comprise the Chairman, any Chairman Elect, the Vice-Chairmen, the Treasurer, the Senior Warden(s) and up to 12 Congregants, elected at a General Meeting of

the Congregants in accordance with the provision of the Rules. The President, the Rabbis and the Executive Director shall be invited to attend Board meetings but are not entitled to vote.

- 23.2 The Board may prescribe bodies within the Synagogue which shall be invited to nominate a representative to attend a meeting or meetings of the Board. Such persons may, if invited to do so by the Chairman, speak at such meeting(s) but shall not be able to vote.
- 23.3 The Board may invite other persons to attend a meeting or meetings of the Board. These persons may include but are not limited to Middle Wardens, being one or joint holders of an office as Warden and who would expect to become Senior Warden(s) in the following year. Such persons shall not be entitled to vote on any matter. They may speak at such meeting(s) if invited to do so by the Chairman.
- 23.4 In any appointment of joint Officers which would otherwise entitle such person to be a Member of the Board, they shall both be entitled to attend and speak at meetings of the Board but shall only have one vote between them. If they are unable to agree as between as to which way to cast their vote they shall both be entitled to vote provided that they vote differently.

24. CHAIRMAN

- 24.1 The Chairman of the Board shall be elected in accordance with the provisions in the Rules.
- 24.2 The role of Chairman may be carried out by more than one eligible individual person jointly on terms to be determined by the Board in which case the Board may decide the manner in which their responsibilities are to be carried out and the manner in which voting rights shall be exercised.
- 24.3 At the discretion of the Chairman a Deputy Chairman may be proposed for appointment to support the Chairman in the performance of his or her duties. In such case, this appointment would require approval of the Board by means of an Ordinary Resolution.

25. THE APPOINTMENT OF DIRECTORS

- 25.1 The Directors shall be appointed and/or elected in accordance with the provisions in the Rules.
- 25.2 The Directors may each serve for a maximum period of three years. At the end of a three (3) year term a Director may not stand for election for another twelve (12) months unless the remaining Directors, by Special Resolution determine otherwise.
- 25.3 Notwithstanding anything to the contrary in this Articles (or in the Rules) no person shall be entitled to be elected as a Director nor sit in any capacity (including that of Vice Chairman or Treasurer) on the Board for a total period or periods in excess of nine (9) years, consecutive or otherwise, provided that this shall not apply to any person currently sitting on such a basis as at the date of adoption of these Articles and such person shall, subject to the remaining provisions of these Articles and the Rules, be permitted to remain on the Board until the end of that person's current term of appointment.

- 25.4 The Directors from time to time shall be the Members of the Company.
- 25.5 The Directors shall give effect to the provisions for the appointment of Elected Directors and Officers contained in the Rules.

26. PROVISIONS RELATING TO DIRECTORS

- 26.1 The Officers (excluding the Senior Warden(s)) shall take office immediately after the General Meeting of their appointment, unless otherwise agreed with the person who the incoming person is replacing and confirmed by a Special Resolution of the Board.
- 26.2 The Directors may appoint a person who is willing to act as an additional Director or to fill a casual vacancy, by Ordinary Resolution.
- 26.3 A Director appointed by a resolution of the other Directors to fill a casual vacancy or as an additional Director must retire at the next Annual General Meeting of the Congregants but may stand for re-election, subject to Article 25.
27. The appointment of a Director must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

28. RETIREMENT OF DIRECTORS

- 28.1 The Directors shall retire in accordance with the provisions of these Articles.
- 28.2 If a Director is required to retire at a General Meeting of the Congregants the retirement shall take effect upon the conclusion of that meeting unless the resolution specifies a later time.

29. DISQUALIFICATION AND REMOVAL OF DIRECTORS

A person shall be automatically disqualified from acting as a Director and a Director shall cease to hold office if he or she:

- 29.1 ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law or by direction of the Charity Commission from being a Director;
- 29.2 is disqualified from acting as a Director by virtue of section S178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 29.3 ceases to be a Congregant entitled to hold office in the Synagogue as provided in Appendix 1 to the Rules;
- 29.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 29.5 resigns as a Director by notice to the Synagogue (but only if at least two Directors will remain in office when the notice of resignation is to take effect);

- 29.6 is absent without the permission of the Chairman in consultation with the Directors from all their meetings held within a period of six consecutive months and the other Directors resolve that his or her office be vacated;
- 29.7 is removed from office in accordance with the provisions of the Rules; or
- 29.8 by their affiliation or involvement with another organisation or by virtue of any activity which gives rise to a conflict of interest, as determined by the Board.

30. REMUNERATION OF DIRECTORS

The Directors shall not be paid any remuneration unless it is authorised by Article 7.

31. PROCEEDINGS OF DIRECTORS

- 31.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles and the Companies Acts.
- 31.2 Any Director may call a meeting of the Directors.
- 31.3 Questions arising at a meeting shall be decided by Ordinary Resolution unless otherwise provided in these Articles.
- 31.4 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 31.5 A meeting may, with the consent of the Chairman or (if he is chairing the meeting concerned) the Deputy Chairman or any other person chairing the meeting, be held by suitable telephonic or electronic means agreed by the Directors in which each participant may communicate with all the other participants.

32. THE BOARD

- 32.1 The Board shall meet at least six times a year, notice of which meetings shall be given no less than 20 Clear Days in advance, except in the case of emergencies in the discretion of the Chairman and, in his absence, the Deputy Chairman (if any) when 24 hours shall suffice.
- 32.2 At meetings of the Board, five Directors shall constitute a quorum.
- 32.3 If no quorum is present at a meeting, the meeting shall be adjourned to the same day in the following week at the same time and place or on such other date, time and place as the Chairman shall determine, and at such further meeting the Directors present shall be a quorum.
- 32.4 If any meeting is adjourned in accordance with Article 32.3, notice in writing shall be given to all those entitled to receive such notice, so that they shall receive it three (3) Clear Days before the adjourned meeting.

- 32.5 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants as permitted pursuant to Article 31.5.
- 32.6 A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote. If the number of Directors is fewer than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

33. THE CHAIRMAN

- 33.1 The Chairman and, in his/her absence, the Deputy Chairman (if any) shall chair meetings of the Board.
- 33.2 If neither Chairman nor Deputy Chairman is present at a meeting of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- 33.3 The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors or authorised by the Rules.

34. RESOLUTIONS

- 34.1 A resolution in writing or in telephonic or electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that:
- 34.1.1 a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - 34.1.2 a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.
- 34.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

35. DELEGATION

- 35.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

- 35.2 The Directors may impose conditions when delegating, including the conditions that:
- 35.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate; and/or
 - 35.2.2 no expenditure may be incurred on behalf of the Synagogue except in accordance with a budget previously agreed with the Directors.
- 35.3 The Directors may revoke or alter a delegation by notice in writing to those to whom the delegation has been made (which shall be recorded in the minute book) but any decision or action taken prior to that revocation, which would otherwise have been valid, shall remain valid.
- 35.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors and minuted accordingly.

36. DECLARATION OF DIRECTORS' INTERESTS

A Director must declare the nature and extent of any interest, direct or indirect, which he or she or, to his or her knowledge, any Connected Person has in relation to or connected with a proposed transaction or arrangement with the Synagogue or in any transaction or arrangement entered into or about to be entered into by the Synagogue which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Synagogue and any personal interest (including but not limited to any personal financial interest) or, to his or her knowledge, that of any Connected Person.

37. CONFLICTS OF INTEREST AND CONFLICT OF LOYALTIES

- 37.1 If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:
- 37.1.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 37.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
 - 37.1.3 the unconflicted Directors consider it is in the interests of the Synagogue to authorise the conflict of interest in the circumstances applying.
- 37.2 In this Article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

38. VALIDITY OF DIRECTORS' DECISIONS

38.1 Subject to Article 38.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

38.1.1 who was disqualified from holding office;

38.1.2 who had previously retired or who had been obliged by the constitution to vacate office; or

38.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

if without:

(a) the vote of that Director; and

(b) that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

38.2 Article 38.1 does not permit a Director or a Connected Person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 38.1 the resolution would have been void, or if the Director has not complied with Article 37.

39. SEAL

If the Synagogue has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary (if any) or by a second Director.

40. MINUTES

The Directors must keep minutes of all:

40.1 appointments of Officers made by the Directors;

40.2 proceedings at meeting of the Board; and

40.3 meetings of the Directors and committees of Directors including:

40.3.1 the names of the Directors present at the meeting;

40.3.2 the decisions made at the meetings;

40.3.3 where appropriate the material reasons for the decisions; and

- 40.3.4 any aspect of a discussion leading to a decision which any Director wishes to have recorded.

41. ACCOUNTS

- 41.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 41.2 The Directors must keep accounting records as required by the Companies Acts.
- 41.3 The Directors shall appoint an independent firm of qualified accountants to conduct an annual audit and provide an opinion on the accounts. The Directors are empowered to agree the remuneration of the auditors.

42. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

- 42.1 The Directors must comply with the requirements of the Charities Act 2011 with regard to:
 - 42.1.1 the statements of account of the Synagogue;
 - 42.1.2 preparation of an Annual Report and its transmission to the Commission; and
 - 42.1.3 preparation of an Annual Return and its transmission to the Commission.
- 42.2 The Directors must notify the Commission promptly of any changes to the Synagogue's entry on the Central Register of Charities.

43. MEANS OF COMMUNICATION TO BE USED

- 43.1 Subject to the Articles, anything sent or supplied by or to the Synagogue under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Synagogue.
- 43.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being and any notice to be given to or by any person pursuant to the Articles:
 - 43.2.1 must be in writing; and
 - 43.2.2 may be given using electronic communications as hereafter provided.

44. NOTICES

- 44.1 The Synagogue may give any notice to a Member either:

- 44.1.1 personally;
- 44.1.2 by sending it by post in a prepaid envelope addressed to the Member at his or her address;
- 44.1.3 by leaving it at the address of the Member;
- 44.1.4 by giving it using electronic communications to the Member's email address; or
- 44.1.5 by making it available on a website which alternative method shall only be used where the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner or if the recipient is deemed to have so agreed in accordance with the Companies Acts.

44.2 A Member who does not register an address with the Synagogue or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Synagogue.

45. A Member present in person at any meeting of the Synagogue shall be deemed to have received notice of the meeting and of the purposes for which it was called.

46. PROOF OF SERVICE

46.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

46.2 Proof that a electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.

46.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:

46.3.1 two (2) Clear Days after the envelope containing it was posted; or

46.3.2 In the case of an electronic form of communication, on the next following Clear Day after it was sent.

47. RULES

47.1 The Directors may from time to time make such reasonable and proper Rules as they may deem necessary or expedient for the proper conduct and management of the Synagogue subject to such Rules being approved by a resolution passed at a General Meeting of the Congregants.

47.2 The Directors may adopt such means as they think sufficient to bring the Rules to the notice of the Congregants of the Synagogue.

47.3 The Rules shall be binding on all Members and Congregants of the Synagogue. No Rule shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the Articles.

48. DISSOLUTION

48.1 The Members of the Synagogue may at any time before, and in expectation of, its dissolution resolve that any net assets of the Synagogue after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Synagogue be applied or transferred in any of the following ways:

48.1.1 directly for the Objects;

48.1.2 by transfer to any synagogue, charity or charities for purposes similar to the Objects; and/or

48.1.3 to any synagogue, charity or charities for use for particular purposes that fall within the Objects.

48.2 Subject to any such resolution of the members of the Synagogue, the Directors of the Synagogue may at any time before and in expectation of its dissolution resolve that any net assets of the Synagogue after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Synagogue be applied or transferred:

48.2.1 directly for the Objects;

48.2.2 by transfer to any synagogue or charities for purposes similar to the Objects;

48.2.3 to any synagogue or charities for use for particular purposes that fall within the Objects.

48.3 In no circumstances shall the net assets of the Synagogue be paid to or distributed among the Members of the Synagogue and if no resolution in accordance with Article 48.2 is passed by the Members or the Directors the net assets of the Synagogue shall be applied for charitable purposes as directed by a competent court and/or the Commission.