

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

MOSAIC REFORM SYNAGOGUE

Company number 8825271

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1. Interpretation

1.1 In these Articles unless there be something in the subject or context inconsistent therewith:-

“Affiliate Congregant member” means an Associate or a Congregant member’s Partner as defined in article 8.8 “

annual general meetings” means annual general meetings of Congregant members and Members respectively convened and held in accordance with article 14;

“articles” means the company’s articles of association and references to an article are to those of these articles;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“the Council” means the governing body of company as described in article 12;

“Chairman” means the person appointed as referred to in article 11.5 (or, if applicable the chairman of a meeting appointed pursuant to article 11.3.5)

“chairman of the meeting” has the meaning given in article 12.3.5;

“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), in so far as they apply to the company;

“Company” or **“the Synagogue”** means the company regulated by these articles of association;

“connected” has the meaning in section 252 of the Companies Act 2006

“the Commission” means the Charity Commission for England and Wales;

“Congregant” or **“Congregant member”** means a person who, whilst not a Member of the Company, is admitted as a congregant of the Synagogue;

“Congregant membership” means membership of the Synagogue in the capacity of congregant rather than that of Member of the Company;

“the Constituent Synagogues” means HEMS, the Company and Mosaic Liberal or any other synagogue in Mosaic Jewish Community from time to time ;

“**director**” means a director of the Company, and includes any person occupying the position of director, by whatever name called including the Honorary Officers. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

“**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;

“**general meetings**” means general meetings of Congregant members and members respectively convened and held in accordance with article 15;

“**HEMS**” means Hatch End Masorti Synagogue Limited

“**Honorary Officers**” means the persons holding the offices described in article 11.2 from time to time;

“**Member**” or “**Member of the Company**” has the meaning given to the expression “member” in section 112 of the Companies Act 2006 and not, for the avoidance of doubt, a Congregant member;

“**Member Undertaking**” means the undertaking to be given to the Company by a Member of the Company pursuant to Article 7.1

“**Mosaic Jewish Community**” means Mosaic Jewish Community Limited, a company limited by guarantee, company number 08825132

“**Mosaic Jewish Community Board**” the board of directors of Mosaic Jewish Community;

“**Mosaic Liberal**” means Mosaic Liberal Synagogue.

“**Movement for Reform Judaism**” means The Movement for Reform Judaism, a private company limited by guarantee with company registration number 07431950, and registered as a charity under number 1117590 or its successor entity;

“**Objects**” the objects set out in article 4;

“**ordinary resolution**” has the meaning given in section 282 of the Companies Act 2006;

“**participate**”, in relation to a directors’ meeting, has the meaning given in article 12.4;

“**Rules**” means the rules of the Synagogue adopted for its conduct and management;

“**special resolution**” has the meaning given in section 283 of the Companies Act 2006;

“**subsidiary**” has the meaning given in section 1159 of the Companies Act 2006; and

“**writing**” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

“**a year**” shall mean a calendar year save where otherwise specifically indicated.

1.2 Unless the context otherwise requires:-

- 1.2.1 other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company;
- 1.2.2 references to articles are to the paragraphs of these articles of association;
- 1.2.3 references to the singular include references to the plural and vice versa;
- 1.2.4 use of the masculine gender shall include the feminine and *vice versa*.

2. **Name**

The name of the Company is Mosaic Reform Synagogue.

3. **Status**

- 3.1 The Synagogue is a company limited by guarantee and a charity regulated by the Commission .
- 3.2 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:-
 - 3.2.1 payment of the company's debts and liabilities contracted before he ceases to be a Member;
 - 3.2.2 payment of the costs, charges and expenses of winding up, and
 - 3.2.3 adjustment of the rights of the contributories among themselves.

4. **Objects**

- 4.1 The objects of the Synagogue are as follows:
 - 4.1.1 the advancement of the Jewish religion, in particular but not exclusively by providing facilities for public worship in the form of a Synagogue;
 - 4.1.2 other charitable purposes for the public benefit as are exclusively charitable according to the law of England and Wales as the trustees may from time to time determine.
- 4.2 The Company has power to do anything which is calculated to further the Objects or is conducive or incidental to doing so. In particular, the Company has power:-
 - 4.2.1 Participate in the activities of Mosaic Jewish Community and to nominate members and officers thereof;
 - 4.2.2 to raise funds by means of grants-in-aid, donations and legacies, subscriptions, levies, fund-raising events. In doing so, the Company must not undertake taxable permanent trading activity and must comply with any relevant statutory regulations;

- 4.2.3 (subject to article 30) to buy, take on lease or in exchange, hire licence or otherwise acquire any property or rights to occupy it and to maintain and equip it for use;
- 4.2.4 (subject to article 30) to sell, lease or otherwise dispose of all or any part of the property belonging to the Company. In exercising this power, the Company must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- 4.2.5 to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Company must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- 4.2.6 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.2.7 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.2.8 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity subject to approval of a special resolution;
- 4.2.9 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.2.10 to employ and remunerate such staff as are necessary for carrying out the Objects including caretakers and such other staff for the operation of the Company as it shall from time to time be necessary. The charity may employ or remunerate a director only to the extent it is permitted to do so by article 12.5 and provided it complies with the conditions in that article;
- 4.2.11 to:
 - 4.2.11.1 deposit or invest funds;
 - 4.2.11.2 employ a professional fund-manager; and
 - 4.2.11.3 arrange for the investments or other property of the Company 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;
- 4.2.12 to pay out of the funds of the charity the costs of forming and registering the Company both as a company and as a charity.
- 4.2.13 to lend money.
- 4.2.14 to take out and maintain policies of insurance in respect of loss by fire or theft, employers and occupiers liability and liability to third parties and to operate in accordance with the terms specified in the policies.;

4.2.15 to pay or reimburse reasonable and necessary out of pocket expenses incurred by a Member of the Company, Director or Congregant member.

5. Application of Income and Property

The income and property of the charity shall be applied solely towards the promotion of the Objects.

6. Services

6.1 The ritual to be used for services shall be agreed upon by the Council and shall be in general conformity with the practice of the Movement for Reform Judaism. Variations and prayers for special occasions may be introduced from time to time by the Rabbi and the Senior Warden or any committee appointed from time to time with authority to deal with matters of ritual ;

6.2 Services shall be conducted on Sabbaths and Holy Days and on other days in such places as the Council shall from time to time appoint.

6.3 Special Services shall also be conducted on such other occasions as the Honorary Officers together with the Senior Warden and the Rabbi may direct or approve .

6.4 The times at which all services shall commence shall be determined and shall be published by notices exhibited in the Synagogue(s), or at such other place or places, including by electronic or digital means as may from time to time be decided by the Council.

7. Membership

7.1 No person may be a Member of the Company unless he has executed and delivered to the Company a Member Undertaking to vote at General Meetings in accordance with the provisions of article 17.3 and to requisition a General Meeting as provided in article 16.2;

7.2 The names of the Members must be entered in the Company's register of members.

7.3 Membership is not transferable.

7.4 Membership is terminated if:

7.4.1 the Member dies;

7.4.2 the Member resigns by written notice to the Company unless, after the resignation, there would be less than two Members in which case the resignation shall be effective when a replacement Member has been nominated by the Council until the next Annual General Meeting;

7.4.3 the Member ceases to be an Honorary Officer unless, after the resignation, there would be less than two Members in which case the resignation shall be effective when a replacement Member has been nominated by the Council until the next Annual General Meeting;

7.4.4 the Member Undertaking is breached or withdrawn.

7.5 In the event that a Member dies, is removed or resigns in accordance with these articles the Council may nominate one person to replace that Member.

8. Congregant membership

- 8.1 Congregants shall not be Members of the Company (except in accordance with article 7) but shall comprise persons who are Congregant Members at the date of adoption of these articles persons of the Jewish faith who, having applied to the Council and paid the appropriate subscription are accepted as Congregant members. The Council shall in its absolute discretion accept, defer or reject such application;
- 8.2 Couples or single parents may apply for family Congregant membership for themselves and their children (if any) aged under 21 and unmarried. They (but not their children) shall each be Congregant members entitled to vote and hold office in the Company. Their children of the Jewish faith shall, on attaining the age of 18 (or marrying below that age) be entitled to apply for full Congregant membership at the appropriate rate of subscription;
- 8.3 Upon any child of the Jewish faith of a family member and achieving the age of 21 the said child shall automatically become a Congregant in their own right unless the child notifies the Company before the start of the financial year in which he/she becomes 21 that he/she does not wish to become a Congregant member. The subscription for such Congregant shall be added to the subscription for the family of which he/she was a member (for Congregant membership purposes) unless the Company is notified that the subscription notice is to be addressed to the new Congregant;
- 8.4 Every Congregant shall be entitled to the right of burial or cremation for himself and those included in family Congregant membership subject to compliance with the terms laid down in the Synagogue's agreement with the Jewish Joint Burial Society.
- 8.5 The membership of any Congregant member may be terminated by resolution at a meeting of the Honorary Officers for non-payment of his subscription within a reasonable period of time or for other good reason at the absolute discretion of the Council. Any such resolution shall require a two thirds majority of those present and voting.
- 8.6 The Council may impose such terms or require a joining fee to be paid upon application for Congregant membership and shall set such terms or fees either by reference to any class of applicant or in relation to any individual application for Congregant membership or family Congregant membership.
- 8.7 In the event of the Council rejecting an application for Congregant membership to any individual or family under the terms of article 8.1, that individual or family shall be informed in writing of the refusal and shall have the right to appeal to the Council in writing at the next meeting of the Council. The notice of refusal shall include the reason for refusal and the date of the next Council meeting to which any written notice of appeal shall be presented.
- 8.8 There shall be additional categories of association with the Synagogue namely:-
- 8.8.1 "Associate" who shall be an individual or couple who belong to another synagogue and who wish to maintain a link with the Synagogue, short of full Congregant membership;
- 8.8.2 "Congregant member's Partner" who shall be the Non-Jewish spouse or life partner of a Congregant Member;
- 8.9 Affiliate Congregant members shall be entitled to receive the monthly magazine and all communications from the Synagogue, and shall be entitled to attend all services and events

(including the High Holy Day services); but shall not be entitled to the voting rights of a Congregant member or to stand for any elected post. Affiliate Congregant members shall be entitled to send any children to the religion school run by Mosaic Jewish Community on payment of an appropriate fee agreed by the Council and by the Board of Mosaic Jewish Community. Affiliate Congregant members shall not be entitled to any burial rights unless individual arrangements for burial have been agreed with both JJBS and the Council. The fee for an Affiliate Congregant member's membership shall be set by the Council. The admission of any person or persons to Affiliate Congregant membership shall be at the absolute discretion of the Council.

9. **Subscriptions**

- 9.1 The Council shall decide on the annual rates of subscription for individual and family Congregant membership and may set differing rates for different age groups. Subscriptions shall fall due for payment in advance of each year commencing 1st January. In deciding the annual rates of subscription the Council shall consult with the equivalent bodies of the other Constituent Synagogues in order to achieve, as far as is practicable, harmonisation and equalisation of subscription rates across the Community
- 9.2 New Congregant members during their first year of Congregant membership shall be required to pay only a rateable proportion of the subscription calculated from the date of joining until the end of the Synagogue financial year, together with a joining fee at such rate as the Council may from time to time determine.
- 9.3 Subscriptions may be paid upon such terms as the Council shall determine.
- 9.4 The Honorary Officers may agree to waive all or part of the subscription due from a Congregant member or accept such instalment payments as they think fit at their absolute discretion.
- 9.5 The Honorary Officers may increase the subscriptions of any Congregant member who pays income tax at the higher rate, such that the net cost of the subscription to the Congregant member shall be the same as the net cost would have been had that Congregant member been a basic rate taxpayer.

10. **Rabbi**

A resolution passed at a General Meeting shall be required authorising the engagement of a Rabbi or Rabbis. References to "Rabbi" shall include references to joint Rabbis if applicable.

11. **Honorary officers**

- 11.1 Subject to the articles, the Honorary Officers shall constitute a sub-committee of the Council responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company
- 11.2 The Honorary Officers shall each be directors of the Company and shall consist of a Chairman, Vice Chairman, an Honorary Secretary and an Honorary Treasurer.
- 11.3 Each of these posts may be occupied by one person or two people on a joint basis. References to the relevant post holder shall be to the individual or joint holders of the relevant post.

- 11.4 In the event of any these offices not being filled at the initial General Meeting and/or subsequent Annual General Meeting or falling vacant during the year, the Council may appoint a suitable Congregant member to hold office until the next Annual General Meeting;
- 11.5 The Chairman shall be elected for an initial term of 2 years and shall be eligible for re-election for a further year so that he shall not hold such office for more than 3 consecutive years but shall thereafter be eligible for re-election at any Annual General Meeting following that at which he retired;
- 11.6 The Vice-Chairman, Honorary Treasurer and Honorary Secretary shall be elected from year to year but shall not hold such office for more than 6 consecutive years but shall thereafter be eligible for re-election to the same office at any Annual General Meeting following that at which they retired;
- 11.7 A retiring Honorary Officer may stand for election for another office at the same Annual General Meeting at which he retires provided that no person shall be an Honorary Officer for a consecutive period of more than 6 years unless at the end of or within such period he is elected Chairman.
- 11.8 In the event that an Honorary Officer retires early between Annual General Meetings he shall be deemed for the purposes of calculation of eligibility for re-election only to have retired at the next following Annual General Meeting.
- 11.9 where, by reason of the date of the Annual General Meeting or an annual general meeting of a sub-committee, any provision of these articles relating to a period of office would result in any post of Honorary Officer and/or elected members of the Council falling vacant the year shall be deemed to extend until the subsequent Annual General Meeting of the Synagogue or annual general meeting of the particular sub-committee as appropriate;
- 11.10 The Honorary Officers shall meet at least 6 times in each year and shall make recommendations as appropriate to the Council.
- 11.11 The Rabbi(s) shall be entitled to attend all meetings of the Honorary Officers, participate in all discussions at such meetings, save for those discussions relating to the employment of the Rabbi(s) but shall not be entitled to vote upon any issue to be decided thereat.

12. **Council**

12.1 *Constitution*

- 12.1.1 The management of the Synagogue's affairs shall be vested in a Council, each member of which shall be a director.
- 12.1.2 The Council shall be made up of no more than 16 Congregant members, and shall consist of the following
- 12.1.2.1 Each of Honorary Officers:-
- 12.1.2.2 A representative of the Ritual Sub-Committee nominated by the chairman of that committee;
- 12.1.2.3 The Synagogue's representative to Mosaic Jewish Community Board;

- 12.1.2.4 Additional Congregant members as shall be elected at an Annual General Meeting;
- 12.1.2.5 A President if elected in accordance with article 28;
- 12.1.2.6 Up to 3 additional members who may be co-opted by the Council to hold office until the next Annual General Meeting.

12.2 *Period of Office*

- 12.2.1 Persons elected at the Annual General Meeting shall be members of the Council until the next Annual General Meeting but shall thereafter be eligible for re-election save that no elected or co-opted member of the Council may remain a member of the Council for a period of more than 6 consecutive years unless within that time elected as an Honorary Officer, but shall be eligible for re-election at an Annual General Meeting subsequent to that at which he must retire pursuant to this article 12.2.1.
- 12.2.2 A person shall cease to be a member of Council as soon:-
 - 12.2.2.1 he ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - 12.2.2.2 he is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re- enactment or modification of those provisions);
 - 12.2.2.3 he ceases to be a Congregant;
 - 12.2.2.4 a bankruptcy order is made against him;
 - 12.2.2.5 a composition is made with his creditors generally in satisfaction of his debts;
 - 12.2.2.6 a registered medical practitioner who is treating him gives a written opinion to the company stating that he has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 12.2.2.7 notification is received by the Synagogue from the him that he is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two directors will remain in office when the notice of resignation is to take effect);
 - 12.2.2.8 he is absent without the permission of the Council from all the meetings held within a period of six consecutive months and the Council resolves that his or her office be vacated; or
 - 12.2.2.9 he is removed pursuant to article 12.10.

12.3 *Conduct of Business*

- 12.3.1 The Council shall meet not less than 4 times a year and otherwise as deemed necessary by the Honorary Officers. The Chairman, or in his absence, another Honorary Officer shall preside at each meeting of the Council;
- 12.3.2 The quorum for meetings of the Council shall be one third of its total membership or 3 persons, whichever is the greater;
- 12.3.3 If the total number of members of Council for the time being is less than the quorum required, Council must not take any decision other than a decision to:-
- 12.3.3.1 call another Council meeting ;
 - 12.3.3.2 appoint further members of Council; or
 - 12.3.3.3 call a general meeting so as to enable the members to appoint further directors.
- 12.3.4 The Chairman shall chair their meetings of the Board.
- 12.3.5 If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.
- 12.3.6 Save as specifically provided in these articles all votes of the Council shall be decided by a simple majority of those present. Each member of the Council shall be entitled to 1 vote save that in the event of an equal vote the Chairman of the meeting shall have a second or casting vote;
- 12.3.7 Subject to the articles, Council may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Council members.
- 12.3.8 Meetings of the Council shall be called by an Honorary Officer. A meeting of the Council shall also be called within not less than 7 days nor more than 21 days of a request of 3 or more members of the Council who shall state, in writing, to the Honorary Secretary or Chairman the matter or matters they wish to be discussed at the meeting, such meeting to take place within 14 days of being called, (or sooner in the case of an emergency);
- 12.3.9 Reasonable notice of any Council meeting must be given and shall indicate:-
- 12.3.9.1 its proposed date and time;
 - 12.3.9.2 where it is to take place; and
 - 12.3.9.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 12.3.10 Notice of a Council meeting must be given to each member of the Council, but need not be in writing.

- 12.3.11 Notice of a Council meeting need not be given to members of Council who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 12.3.12 The Council may appoint such staff as it considers appropriate at such remuneration (if any) as is reasonable to assist it in the running of the Synagogue's affairs.
- 12.3.13 The Honorary Officers, subject to the control of the Council, shall exercise such powers as may from time to time be delegated to them by Council. The acts and proceedings of the Honorary Officers shall be regularly reported to Council.
- 12.3.14 The Council may appoint:-
 - 12.3.14.1 one or more wardens to assist the Senior Warden in the performance of his or her duties;
 - 12.3.14.2 a specific representative to sit on Mosaic Jewish Community Board and
 - 12.3.14.3 a person to be a member of Mosaic Jewish Community by giving written notice of such appointment to Mosaic Jewish Community and may remove such member by giving written notice to Mosaic Jewish Community to that effect.

12.4 Participation in Council meetings

- 12.4.1 Subject to the articles, directors participate in a Council meeting, or part of a such meeting, when:-
 - 12.4.1.1 the meeting has been called and takes place in accordance with the articles, and
 - 12.4.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.4.2 In determining whether members of Council are participating in a Council meeting, it is irrelevant where any of them is situated or how they communicate with each other.
- 12.4.3 If all the members of Council participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
- 12.4.4 Minutes of the proceedings of the Council shall be kept, and any member of the Council shall be entitled to see such Minutes on request.

12.5 *Conflicts of Interest.*

- 12.5.1 No Member of the Council may be paid or receive any other benefit for being a Member of the Council.
- 12.5.2 A Member of the Council may:-
- 12.5.2.1 sell goods, services or any interest in land to the Synagogue;
 - 12.5.2.2 be employed by the Synagogue in a remunerated position, in a part time post in the religion classes provided by or on its behalf; or
 - 12.5.2.3 receive any other financial benefit from the Synagogue, if the benefit is authorised by the Council in accordance with the conditions in article 12.5.3 or authorised by the court or the Charity Commission. In this article a 'financial benefit' means a benefit, direct or indirect which is either money or has a monetary value.
- 12.5.3 If it is proposed that a Member of the Council should receive a benefit from the Synagogue that is not already permitted under article 12.5.2 he must:
- 12.5.3.1 declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared;
 - 12.5.3.2 be absent from that part of any meeting at which the proposal is discussed and take no part in any discussion of it;
 - 12.5.3.3 not be counted in determining whether the meeting is quorate; and
 - 12.5.3.4 not vote on the proposal.
- 12.5.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 12.5.5 In cases covered by article 12.5.2.3 those members of Council who do not stand to receive the proposed benefit must be satisfied that it is in the interests of the Synagogue to contract with or employ that member of the Council rather than with someone who is not a member of the Council and they must record the reason for their decision in the minutes. In reaching that decision the Council must balance the advantage of contracting with or employing a member of the Council against the disadvantage of doing so (especially the loss of the member of the Council's services as a result of dealing with the member of the Council's conflict of interest).

- 12.5.6 The Company may only rely upon the authority provided by -article 12.5.5 article if each of the following conditions is satisfied:
- 12.5.6.1 The amount or maximum amount of the payment for the goods, services or land is set out in an agreement in writing between the Company or members of Council (as the case may be) and the member of Council or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods, services or land in question to or on behalf of the Company.
 - 12.5.6.2 The amount or maximum amount of the payment does not exceed what is reasonable in the circumstances for the supply in question.
- 12.5.7 The Council may only authorise a transaction falling within this article if those voting comprise a majority of members of the Council who do not stand to receive the proposed benefit.
- 12.5.8 The reason for the Council's decision pursuant to article 12.5.5 shall be recorded in the minutes of the meeting.
- 12.5.9 If the Council fails to follow this procedure, the resolution to confer a benefit upon the member of the Council will be void and the member of the Council must repay to the Synagogue the value of any benefit received by the member of the Council from the Synagogue.
- 12.5.10 If a conflict of interests 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 un-conflicted members of the Council may authorise such a conflict of interests where the following conditions apply:
- 12.5.10.1 the conflicted person is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - 12.5.10.2 the conflicted person does not vote on any such matter and is not to be counted when considering whether a quorum is present at the meeting; and
 - 12.5.10.3 those un-conflicted consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.
- 12.5.11 In this article 12.5.11 a conflict of interests 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 member of the Council or to a connected person.
- 12.5.12 A member of the Council must absent himself or herself from any discussions of the Council 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) and take no part in the voting upon the matter.

12.5.13 In this article 12.5, "member of the Council" shall include any person, firm or company connected with the member of the Council.

12.6 *Council committees*

12.6.1 The Council may delegate any of the powers conferred on it under the articles or otherwise to such persons or committees on such terms and conditions as it deems fit, and in the case of a committee its composition and functions shall be as set out in Articles 12.3. and Article 12.4 shall apply to its conduct . The chairmanship of the Ritual Sub-committee if it is formed, shall be as set out in article 12.7.

12.6.2 Committees to which the Council delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by the Council.

12.6.3 The Council may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not inconsistent with them.

12.6.4 Such committees may assist the Council in the running of the Synagogue's affairs. They may themselves form such subgroups for specific purposes as they require.

12.6.5 The Chairman of the Synagogue shall receive notice of all meetings to be held by such committees and shall be entitled to attend in person or nominate another member of the Council to attend meetings, but shall have no vote.

12.6.6 The Council shall require each committee to submit a periodic report in writing of its activities. Committees shall keep and, if required, produce to Council the minutes of their meetings and proceedings.

12.6.7 All committees shall work under the direction of the Council and all save for the Honorary Officers' committee the Council may dissolve a committee or revoke any delegation in whole or part, or alter the committee's terms and conditions.at any time .

12.6.8 Each committee, save for the Honorary Officers' committee and the Ritual committee shall appoint its own Chairman, but if in the case of the Ritual committee such Chairman is not a member of Council, Council will appoint one of its members to liaise with that -committee.

12.7 *Ritual Sub-committee*

12.7.1 The Council may form a Ritual committee whose function will be to:-

12.7.1.1 Recommend to the Council the format of religious services of the Synagogue;

- 12.7.1.2 Ensure that religious services are conducted in accordance with the religious rites and practices approved and/or adopted by the Council for the Synagogue; and
- 12.7.1.3 Advise Council on the appointment of wardens to assist the Senior Warden in accordance with article 12.3.4
- 12.7.2 The chairman of the Ritual Committee shall:
 - 12.7.2.1 be elected at the Annual General Meeting of the Synagogue;
 - 12.7.2.2 ensure that the functions of the committee are fulfilled.;
 - 12.7.2.3 represent and report on the activities of the-committee to the Council;
 - 12.7.2.4 make known to the Synagogue the activities of the committee, and so far as is reasonably possible or practicable encourage the participation of other Congregant in the committee and its activities; and
 - 12.7.2.5 ensure that regular meetings of the committee take place for all Congregant members who have made known to the Chairman of the committee their willingness to participate in such meetings and that proper notice of such meetings is sent to the Honorary Secretary as well as to all members of the committee.

12.8 *Wardens and Senior Wardens*

- 12.8.1 The Senior Warden shall supervise the activities of the wardens appointed in accordance with article 12.3.4 and shall ensure that the duties of the wardens are carried out;
- 12.8.2 A warden or the Senior Warden shall be present at every service to ensure that it is conducted in a proper and dignified manner and to assign duties (mitzvot) to participants.
- 12.8.3 The Senior Warden shall be entitled to attend meetings of the Honorary Officers and Council. The Senior Warden, if so attending, shall not be entitled to vote and may participate in all discussions.

12.9 *Removal from office*

- 12.9.1 In the event of either:
 - 12.9.1.1 The Honorary Officers recommending to the Council, and/or;
 - 12.9.1.2 At least 6 Congregant members making a request in writing to the Honorary Secretary and/or Chairman

that the activities and/or suitability for office of a chairman of a committee or member of the Council ought to be investigated, the Council shall establish a Panel of Investigation.

- 12.9.2 The Panel of Investigation shall consist of 3 Congregant members one of whom shall be an Honorary Officer.
- 12.9.3 In the event of the Council being unable to agree by a simple majority upon each of the members of the Panel of Investigation, the Panel of Investigation shall consist of the Honorary Secretary (or failing availability of the Honorary Secretary another Honorary Officer nominated by the Chairman) together with 2 Congregants nominated by the Rabbi, other than the individual who is to be the subject of the investigation.
- 12.9.4 The Panel of Investigation shall take all reasonable steps including obtaining representations from the complainants and of the individual concerned to consider and investigate the reasons for the recommendation and/or request giving rise to its establishment and shall as soon as it is reasonably practicable but in any event within 8 weeks report its findings to the Council together with any recommendations as appropriate.
- 12.9.5 The Council shall consider the findings and any recommendations of the Panel of Investigation and may, if satisfied that the particular individual should cease to hold office, by a two thirds majority of all members of the Council entitled to vote remove such person from their office.

13. Annual Report and Return and Register of Charities

- 13.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:-
 - 13.1.1 transmission of a copy of the statements of account to the Commission;
 - 13.1.2 preparation of an Annual Report and Annual Return and the transmission of copies of it to the Commission;
 - 13.1.3 preparation of an Annual Return and its transmission to the Registrar of Companies
- 13.2 The directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.

14. General meetings

- 14.1 The Annual General Meetings, notice of which shall be given to Members of the Company and Congregant members not less than thirty-five days before the meeting is due to take place, shall be held at least once in every calendar year provided that there shall not be an interval of more than 18 calendar months between Annual General Meetings;
- 14.2 Every General Meeting of the Company shall be preceded by a meeting of Congregant members which shall be open to all Members of the Company and Congregant members who shall be entitled to speak and vote provided that they are not disqualified from voting by the Rules or standing orders.
- 14.3 General Meetings shall be open to all Affiliate Congregants who shall not be entitled to or vote.
- 14.4 The business of the Annual General Meetings shall include:

- 14.4.1 approval of the Minutes of the previous Annual General Meeting and of any General Meetings held since such Annual General Meeting;
- 14.4.2 receipt of the report of the Chairman of the Council and its committees and of such other bodies or organisations as the Council may request;
- 14.4.3 receipt of the Honorary Treasurer's report and the income and expenditure account and balance sheet for the subscription period ending on the 31st December prior to the Annual General Meeting together with the report of the auditor :
- 14.4.4 receipt of the Honorary Treasurer's estimate of income and expenditure for the subscription period commencing on 1st January immediately before the Annual General Meeting;
- 14.4.5 election of the Honorary Officers (as provided for by article 12.2, the Chairman of the Ritual committee the Senior Warden, Mosaic Jewish Community liaison Officer and other members of the Council (as provided for by article 12.1.2.4) for the ensuing year;
- 14.4.6 election of the auditor for the ensuing year;
- 14.4.7 election of an Honorary Solicitor for the ensuing year;
- 14.4.8 transaction of such other business of which notice shall have been given by the Council in the notice convening the meeting; and
- 14.4.9 transaction of such other business as any six Congregant members may, not less than twenty-one days before the meeting, have requested the Council in writing to place on the agenda. The nature of such business shall be communicated to the Members of the Company and Congregant members not less than seven days before the date of the meeting.

15. Elections

The election of the Honorary Officers and Council shall be conducted in the following manner:-

- 15.1 The notice convening the meetings shall state that any two Congregant members may nominate in writing the persons whom they wish to be elected as an Honorary Officer or to the Council. Such nomination shall be addressed to the Council at the Company's registered office and received not later than twenty-one days before the meetings. A person nominated shall signify in writing on the nomination paper that he or she is willing to serve if elected and is not disqualified from so doing.
- 15.2 A list of the names of the persons who have been nominated and are willing to serve shall be communicated to Members of the Company and the Congregant members not less than seven days before the date of the meeting.
- 15.3 In the event of no nominations for any Honorary Officer post or any other position set out in article 13.1 or of an insufficient number of nominations for members of Council having been received , the Chairman shall ask for further nominations to be made at the meeting by any two Members of the Company eligible to vote.

- 15.4 In the event of only one person having been nominated for any Honorary Officer post or for Chairman of the Ritual committee, Senior Warden or Mosaic Jewish Community liaison officer the Chairman shall declare such person to have been duly elected;
- 15.5 In the event of the number of persons nominated to serve on the Council not exceeding the number permitted under these articles the Chairman shall declare such persons to have been duly elected;
- 15.6 In the event of the number of persons nominated to serve on the Council exceeding the number permitted under these articles the election shall take place by vote as provided for by article 17.;
- 15.7 If there is an equality of votes for the last eligible place on the Council the person to be elected shall be selected by drawing lots;
- 15.8 If there is an equality of votes for the election of an Honorary Officer, or for the Chairman of the Ritual committee, Senior Warden or Mosaic Jewish Community liaison officer the person to be elected shall be selected by drawing lots.
16. **Special general meeting**
- 16.1 Special General Meetings may be called:-
- 16.1.1 at any time by the Council; or
- 16.1.2 by the Chairman upon request in writing to him made by any Member of the Company acting in accordance with a Congregant member's request as described in articles 16.2 and 16.3
- 16.2 Congregant members may request the calling of Special General Meetings not earlier than six weeks after the last General Meeting by giving written notice to the Council. On receipt of such requests from not less than twenty fully paid up Congregant members notice of such requests shall be given to all the Members of the Company who shall be deemed to request the calling of the Special General Meeting.
- 16.3 Any request for Special General Meetings must state the purpose of such meeting and contain the text of any resolution which the requisitioners wish to be considered by such meeting and the details shall be circulated to the Members of the Company and the Congregant members in the notice convening the meeting.
- 16.4 Within 14 days after being given notice of the request for such Special General Meetings, the General Meetings shall be convened for a date within 1 calendar month thereafter. 14 days (or 21 days in the case of a meeting at which a special resolution is to be proposed) before the general meetings the Company shall send to each Member of the Company and Congregant member notice of the time and place of the General Meetings, an agenda for the meeting and the text of all resolutions proposed. In the event that the Company fails to send the appropriate notice within the said 14 day period the requisitioners may serve notice on each Member of the Company and Congregant member.
- 16.5 If the Company does not comply with article 16.4 the provisions of section 306 of the Companies Acts shall apply with the reference therein to "member" being deemed to include Congregant member.

- 16.6 The provisions as to Annual General Meetings relating to quorums, voting and resolutions shall apply equally to any General Meeting.
17. **Procedure at General Meetings**
- 17.1 The Chairman or in his absence then one of the Vice-Chairmen shall chair all General Meetings of Members of the Company and of Congregant members.
- 17.2 A quorum for a General Meeting shall be five per cent of all adult Congregant members for meetings of Congregant members and two Members of the Company for meetings of the Company, provided that in the event of the Synagogue having fewer than 600 adult Congregant members the quorum for meetings of Congregant members shall be 30 Congregant members.
- 17.3 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 17.4 The chairman may adjourn a general meeting at which a quorum is present if:-
- 17.4.1 the meeting consents to an adjournment, or
 - 17.4.2 it appears to the chairman that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 17.5 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 17.6 When adjourning a general meeting, the chairman of the meeting must:-
- 17.6.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 17.6.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 17.7 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):-
- 17.7.1 to the same persons to whom notice of general meetings is required to be given, and
 - 17.7.2 containing the same information which such notice is required to contain.
- 17.8 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 17.9 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:-
- 17.9.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not

less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

- 17.9.2 the proposed amendment does not, in the reasonable opinion of the chairman, materially alter the scope of the resolution.
- 17.10 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:-
 - 17.10.1 the chairman proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - 17.10.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
 - 17.10.3 If the chairman, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.
- 17.11 Subject to the Act, at any General Meeting of Members of the Company and of Congregant members every Member of the Company or Congregant member (as the case may be) who is present in person (or by proxy) shall on a show of hands have one vote and every Member of the Company and of Congregant members present in person (or by proxy) shall on a poll have one vote.
- 17.12 In the event of an equal vote the Chairman of the meeting shall have a second or casting vote.
- 17.13 Matters dealt with at a general meeting of Congregant members (pursuant to Article 14.2) shall immediately thereafter be put to the Members of the Company present at a General Meeting of the Company who, in accordance with their Member Undertaking shall vote in such a way as to mirror the votes at the meeting of Congregant members . For the avoidance of doubt,:-
 - 17.13.1 the purpose of the Member Undertaking is to place the Congregant members, so far as voting rights are concerned, in a similar position to those of members of a company limited by guarantee; and
 - 17.13.2 nothing by virtue of the Member's Undertaking confers any rights or duties on Congregant members as directors of the Company.
- 17.14 The Synagogue may adopt Standing Orders to govern the conduct of General Meetings.
- 18. **Poll votes**
- 18.1 A poll on a resolution may be demanded at any General Meeting of the Company or of Congregant members:-
 - 18.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 18.1.2 at the meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 18.2 A poll may be demanded by:-

- 18.2.1 the chairman of the meeting;
- 18.2.2 the directors; or
- 18.2.3 two or more persons having the right to vote on the resolution;

18.3 A demand for a poll may be withdrawn if:-

- 18.3.1 the poll has not yet been taken, and
- 18.3.2 the chairman of the meeting consents to the withdrawal.

A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made" as a new paragraph at the end of that article.

18.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

19. **Content of proxy notices**

19.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:-

- 19.1.1 states the name and address of the Member or Congregant member appointing the proxy;
- 19.1.2 identifies the person appointed to be that person's proxy and the relevant meeting;
- 19.1.3 is signed by or on behalf of the person appointing the proxy, or is authenticated in such manner as the directors may determine; and
- 19.1.4 is delivered to the Company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate

and a proxy notice which is not delivered in such manner shall be invalid unless the directors, in their discretion, accept the notice at any time before the meeting.

19.2 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

19.3 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.

19.4 Unless a proxy notice indicates otherwise, it must be treated as:-

- 19.4.1 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
- 19.4.2 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.

20. Delivery of proxy notices

- 20.1 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 of the Company or of Congregant mebers remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 20.2 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 20.3 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.
- 20.4 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.

21. Finance

- 21.1 The financial year of the Company shall run from 1 January to 31December.
- 21.2 The accounts of the Company for the previous calendar year shall be audited before circulation to Congregant members and Members of the Company with the notices given under article 14.1, and they shall be audited by a registered auditor who shall be elected for the ensuing year at the Annual General Meeting. Of the Company.
- 21.3 The Council shall decide in what manner appropriate payments from the Company's funds are to be authorised.

22. Change Of Constitution

- 22.1 These articles shall not be altered or repealed, save at a meeting which shall be either an annual general meeting or general meeting the notice of which shall contain the text of the proposed amendment.
- 22.2 Not less than twenty-one days notice respectively of such resolution must be given to the Congregant members and to the Members of the Company. No amendment to articles 4 (Objects) , 26 (Dissolution) or this article shall be made without the written approval of the Commissioner and no amendment shall be made which would cause the Synagogue to cease to be a charity at law

23. Means of communication to be used

- 23.1 Subject to the articles, anything sent or supplied by or to the company 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 company.
- 23.2 Subject to the articles, any notice or document to be sent or supplied to a member of Council in connection with the taking of decisions by members of Council may also be sent or supplied by the means by which that member of Council has asked to be sent or supplied with such notices or documents for the time being.

23.3 A member of Council may agree with the Company that notices or documents sent to that member of Council in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

24. **No right to inspect accounts and other records**

Except as provided by law or authorised by Council or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a Congregant member.

25. **Indemnity and insurance**

25.1.1 Subject to article 25.1.2, a relevant member of Council may be indemnified out of the Company's assets against:-

25.1.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company; or

25.1.1.2 any other liability incurred by that member of Council as an officer of the Company.

25.1.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

25.1.3 In this article a "relevant member of Council" means any director or member of Council or former director member of Council.

25.1.4 Council may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant member of Council in respect of any relevant loss. in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011

25.2 In article 25.1.4 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant member of Council in connection with that director's duties or powers in relation to the Company

26. **Dissolution of the synagogue and disposal of assets**

If at a Special General Meeting (which has been called with the due notice under these articles) or an Annual General Meeting the Synagogue decides by a two-thirds majority of those Congregant members and Members of the Company respectively present and voting that the Synagogue be dissolved any assets remaining after the satisfaction of all proper debts and liabilities shall be placed either under the control of the Treasurer of Mosaic Jewish Community or under the control of the Treasurer of the Movement for Reform Judaism for distribution by that body to such Reform Congregations within a radius of ten miles of Mosaic Reform Synagogue (or if there are none within that radius, such larger radius as is necessary to contain one such congregation) as that body shall decide, subject to the approval of the Commission

27. **Affiliations**

- 27.1 The Synagogue shall be affiliated to the Movement for Reform Judaism. The Council shall nominate any two persons from time to time selected from the Honorary Officers and the Rabbi to attend meetings and conduct relations with the Movement for Reform Judaism. These representatives shall, when required by the Council, present reports to it concerning their activities in connection with the Movement for Reform.
- 27.2 [The Synagogue shall become a member of the Jewish Joint Burial Society by signing the Jewish Joint Burial Society membership agreement. The Council shall from time to time appoint a Governor and an Alternate Governor to represent the synagogue on the Jewish Joint Burial Society.]
- 27.3 The Synagogue also may be represented on or affiliated to the Board of Deputies of British Jews and such other bodies or organisations as the Council (subject to ratification by the Members at the next Annual General Meeting) or the Members in General Meeting may decide. The Synagogue's representatives or delegates to such bodies or organisations (hereinafter referred to as "the Representatives") shall be elected by the Members at the Annual General Meeting but when this is not expedient by the Council (subject to ratification as aforesaid) which shall also have power to fill casual vacancies. The Representatives shall when required by the Council present reports to it.

28. **President**

- 28.1 The Council shall have the right at its discretion to nominate for election by Congregant members and Members of the Company respectively at General Meetings a President of the Synagogue who shall serve for a term of not exceeding three consecutive years.
- 28.2 The President shall have the right to attend all meetings of the Council or General Meetings and the right to vote thereat.
- 28.3 The role of President is to advise the Council based on his knowledge and experience of the community, and if necessary to intervene if conflict arises in the community that is not resolved by the Chairman or Rabbi.

29. **Rules**

- 29.1 Council may from time to time make such reasonable and proper rules or bye laws as it may deem necessary or expedient for the proper conduct and management of the Synagogue.
- 29.2 The bye laws may regulate the following matters but are not restricted to them:-
- 29.2.1 the admission of Congregant members and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by Congregant members;
 - 29.2.2 the conduct of Congregant members in relation to one another, and to the Synagogue's employees and volunteers;
 - 29.2.3 the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - 29.2.4 the procedure at general meetings and meetings of Council in so far as such procedure is not regulated by the Companies Acts or by the articles;

29.2.5 generally, all such matters as are commonly the subject matter of synagogue rules.

30. **New building**

30.1 A resolution passed by simple majority of those present and voting at a General Meetings of Congregant Members and Members of the Company respectively shall be required to authorise the purchase, taking, sale ,grant or charge (as appropriate) of any freehold or leasehold property or land or any licence to occupy the same unless such licence is to Mosaic Jewish Community, HEMS, Mosaic Liberal, or any other constituent synagogue of Mosaic Jewish Community.

31. **Mosaic Jewish Community**

31.1 The Synagogue will be a Constituent Synagogue of Mosaic Jewish Community and as such shall;

31.1.1 permit Mosaic Jewish Community to be the primary provider of the following cross communal activities on behalf of the Synagogue;

31.1.1.1 education for adults and children, social, cultural and sporting activities, youth development programmes, outreach and charitable work, inter-communal dialogue with Jews in other synagogues and organisations and inter-faith dialogue;

31.1.1.2 marketing and development;

31.1.1.3 administration;

31.1.1.4 security;

31.1.1.5 repairs and maintenance of any premises occupied by Community; and

31.1.2 make an annual contribution to Mosaic Jewish Community to fund Mosaic Jewish Community operating budget.