

No: 5890261

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM
and
ARTICLES OF ASSOCIATION**

- of -

MASORTI JUDAISM

(adopted by a Special General Meeting of the Charity on 26 September 2017)

(amended by a Special General Meeting of the Charity on 5th July 2018)

THE COMPANIES ACT 2006

**COMPANY LIMITED BY GUARANTEE
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MEMORANDUM OF ASSOCIATION

- of -

MASORTI JUDAISM

1. NAME

The name of the company is Masorti Judaism ('the Charity').

2. REGISTERED OFFICE

The registered office of the Charity is to be in England and Wales.

3. OBJECTS

The objects for which the Charity is established ('the Objects') are

- 3.1 To promote the practice and teaching of non-fundamentalist traditional Judaism.
- 3.2 To encourage the establishment and growth of non-fundamentalist traditional Judaism in new congregations formed for that purpose
- 3.3 To provide professional, administrative and clergy support for new and existing congregations

4. POWERS

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 4.1 To assist the Constituent Synagogues in carrying out their charitable purposes by promoting and facilitating consultation and co-operation between them
- 4.2 To promote and assist in the establishment and nurturing of congregations of Jews within the United Kingdom
- 4.3 To promote and co-ordinate the education and religious instruction of Jews within the United Kingdom
- 4.4 To promote Jewish learning through publications, conferences, seminars and lectures
- 4.5 To promote sponsor and support organisations and projects for the benefit and welfare of Jewish youth and to encourage and assist Constituent Synagogues and Associates to do likewise
- 4.6 To promote and provide support for Jewish scholarship
- 4.7 To support the work, activities and aspirations of the wider Jewish community
- 4.8 To support the work, activities and aspirations of the wider community and voluntary sector
- 4.9 To foster greater understanding among Jews for charitable purposes only
- 4.10 To foster greater understanding between Jews and non-Jews for charitable purposes only
- 4.11 To promote and establish and provide assistance to institutions for the training of Rabbis and teachers of Judaism

- 4.12 To promote and establish a Rabbinic court to which questions of Jewish law may be referred.
- 4.13 To promote and administer burial schemes for Constituent Synagogues and to cooperate with other organisations or companies carrying on such burial schemes for the benefit of Constituent Synagogues and/or its members
- 4.14 To apply for membership of or affiliation to or representation on such organisations as the Board of Trustees shall from time to time decide
- 4.15 To admit persons to any premises or property owned or controlled by the Charity with or without charge and on such other terms as the Charity may determine
- 4.16 To raise funds. In doing so, the Charity must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- 4.17 To buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 4.18 To sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011.
- 4.19 To borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Charity must comply as appropriate with sections 124 - 126 of the Charities Act 2011 if it wishes to mortgage land;
- 4.20 To co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 4.21 To establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 4.22 To acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity;
- 4.23 To set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 4.24 To employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Trustee only to the extent it is permitted to do so by clause 5 of this Memorandum and provided it complies with the conditions in that clause;
- 4.25 To do any of the following:
 - 4.25.1 deposit or invest funds;
 - 4.25.2 employ a professional fund-manager; and

4.25.3 arrange for the investments or other property of the Charity 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;

- 4.26 To provide indemnity insurance for the directors in accordance with, and subject to the conditions in section 189 of the Charities Act 2011;
- 4.27 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity.
- 4.28 To promote or carry out research
- 4.29 To provide advice
- 4.30 To publish or distribute information
- 4.31 To borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011).
- 4.32 To acquire or hire property of any kind
- 4.33 To let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011)
- 4.34 To make grants or loans of money and to give guarantees
- 4.35 To set aside funds for special purposes or as reserves against future expenditure
- 4.36 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.37 To act as Trustee and to undertake or accept any trusts or obligations which are charitable in accordance with the Objects and which may be lawfully undertaken by the Charity
- 4.38 To establish and support or aid the establishment of any company, institution, society, club, association or other body and subscribe or guarantee money or make grants for purposes calculated to further directly or indirectly the Objects
- 4.39 To apply for, promote and obtain or join in applying for, promoting or obtaining any Act of Parliament, Provisional Order, Royal Charter or Licence of any authority, necessary or desirable for the furtherance or realisation of any of the Objects of the Charity and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as shall be necessary or expedient to protect the interests of the company

- 4.40 To federate or amalgamate with, affiliate or become affiliated to any charitable body having Objects similar to those of the Charity and which by its constitution prohibits the distribution of its income and property amongst its members to an extent at least as great as is imposed on the Charity under or by virtue of clause 5 below and to acquire and undertake all or any part of the assets, liabilities and engagements of any such body, which the Charity may lawfully acquire or undertake
- 4.41 To delegate the management of investments to a financial expert, but only on terms that:
- 4.41.1 the investment policy is set down in writing for the financial expert by the Board of Trustees;
 - 4.41.2 every transaction is reported promptly to the Board of Trustees;
 - 4.41.3 the performance of the investments is reviewed regularly with the Board of Trustees;
 - 4.41.4 the Board of Trustees is entitled to cancel the delegation arrangement at any time;
 - 4.41.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 4.41.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Trustees on receipt;
 - 4.41.7 the financial expert must not do anything outside the powers of the Board of Trustees
- 4.42 To arrange for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board of Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.43 To insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required
- 4.44 To insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as Charity Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.45 Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.46 To enter into contracts to provide services to or on behalf of other bodies or for any other lawful purpose

- 4.47 To establish subsidiary companies to assist or act as agents for the Charity
- 4.48 To do anything else within the law which promotes or helps to promote the Objects and throughout this clause 4 the word "body" includes any association, institution or aggregate of persons, whether incorporated or unincorporated, and whether of a voluntary nature or otherwise and unless inconsistent with the content words importing the plural include the singular and vice versa Provided that:
- 4.48.1 In case the Charity shall take or hold any property which may be subject to any trusts the Charity shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- 4.48.2 In case the Charity shall take or hold any funds provided by or through the medium of a Crown or Government Body the Charity shall only deal with or invest the same in such manner as embodied from time to time in the appropriate grant conditions and financial memoranda.

5 BENEFITS TO MEMBERS AND TRUSTEES

The income and property of the Charity shall be applied solely towards the promotion of its Objects and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity: Provided that nothing in the Memorandum shall prevent any payment in good faith by the Charity:

- 5.1 of reasonable remuneration to any Trustee for the provision of any services to the Charity including but not limited to the conduct of any religious or educational activities but so that:
- 5.1.1 no remuneration shall be paid in respect of any duties as a Trustee;
- 5.1.2 the amount of such remuneration shall be decided by the Trustees who shall not be so remunerated and the Trustee or Trustees to be so remunerated shall be absent from any meetings at which their appointment, remuneration and conditions of service are discussed and shall not vote on such matters;
- 5.1.3 not more than two Trustees or a minority of the Trustees (whichever is the lesser) shall be so remunerated
- 5.2 of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his, when instructed by the Charity to act in a professional capacity on its behalf Provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

- 5.3 of interest on money lent by any Constituent Synagogue or Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Board of Trustees;
- 5.4 of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
- 5.5 of reasonable and proper rent for premises demised or let by any Constituent Synagogue or a Trustee;
- 5.6 to any Trustee of reasonable out-of-pocket expenses.

6 LIMITED LIABILITY

The liability of members is limited

7 GUARANTEE

Every member promises, if the Charity is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the member was a member.

8 ALTERATIONS TO THE MEMORANDUM AND ARTICLES

The Memorandum and Articles may be amended or altered in accordance with the procedures set out in the Act provided that no amendment or alteration shall be made to clause 3 (Objects), this clause 8 or clause 9 (Dissolution) of the Memorandum without the approval of the Commission or other authority having charitable jurisdiction and no alteration shall be made which would have the effect of causing the Charity to cease to be a Charity.

9 DISSOLUTION

- 9.1 If the Charity is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
 - 9.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as, or similar to, the Objects
 - 9.1.2 directly for the Objects or charitable purposes within or similar to the Objects

9.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance

9.2 A final report and statement of account must be sent to the Commission

10 INTERPRETATION

10.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

10.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

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ARTICLES OF ASSOCIATION

- of -

MASORTI JUDAISM

1. INTERPRETATION

1.1 In the Memorandum and in these Articles:

1.1.1 'the Act' means the Companies Act 2006

1.1.2 'AGM' means an annual general meeting of the Charity

1.1.3 'these Articles' means these Articles of Association

1.1.4 'authorised representative' means an individual who is authorised by a Constituent Synagogue to act on its behalf in accordance with Article 3

- 1.1.5 'Associates' shall mean those bodies or individuals as are referred to in Article 2.6
- 1.1.6 'The Board of Trustees' means the Board of Trustees of the Charity; and 'the Charity's Committees' means committees appointed by the Board of Trustees for the conduct and management of the affairs of the Charity in accordance with Article 11
- 1.1.7 'business day' means the period of 24 hours from midnight following the relevant event during which period National Westminster Bank plc is open to the public for normal business
- 1.1.8 'the Charity' means the company governed by these Articles
- 1.1.9 'Charity Trustee' has the meaning prescribed by section 177 of the Charities Act 2011
- 1.1.10 'the Commission' means the Charity Commissioners for England and Wales
- 1.1.11 'Congregant' means an individual member of a Constituent Synagogue entitled in his own right to vote at its General Meetings (whether he pays the full subscription, a lesser sum or nothing, and whether or not he is in arrears)
- 1.1.12 'Constituent Synagogue' means any of the following and 'Constituent Synagogues' means all of them:

<u>Name</u>	<u>Charity Number</u>
Edgware Masorti Synagogue	1117623
Elstree and Borehamwood Masorti Community	1139041
Hatch End Masorti Synagogue	1080951
Kol Nefesh Masorti Synagogue	1081444
New Essex Masorti Synagogue	297101
New London Synagogue	1133578
New North London Synagogue	269071
New Stoke Newington Shul	-
St Albans Masorti Synagogue	1011446

and any further congregations of Jews which may be admitted after the date of the adoption of these Articles as members of the Charity.

- 1.1.13 'Chief Executive' means the chief executive of the Charity appointed in accordance with Article 9
- 1.1.14 'Constituent Synagogue Council' means in relation to a Constituent Synagogue its primary elected arm of governance (or its members in general meeting where its constitution does not provide for an elected arm of governance)
- 1.1.15 'EGM' means an extraordinary general meeting of the Charity
- 1.1.16 'financial expert' means an individual, company or firm who is an authorized person or an exempted person within the meaning of the Financial Services Act 2000
- 1.1.17 'Judaism' means the Jewish faith and "Jews" shall mean persons professing to follow the Jewish faith
- 1.1.18 'Marom' means that section of the Charity designated by the Charity or by resolution of the Board of Trustees to serve the needs of young persons between the ages of 18 and 30 whose family members shall be members of the Constituent Synagogues or Associates or such young persons between those ages who otherwise have expressed in any formal or informal manner their wish to support one or more of the Objects
 - 1.1.18.1
- 1.1.19 'material benefit' means a benefit which may not be financial but has a monetary value
- 1.1.20 'member' and 'membership' refer to membership of the Charity
- 1.1.21 'Memorandum' means the Charity's Memorandum of Association
- 1.1.22 'month' means calendar month
- 1.1.23 'Noam' means that section of the Charity designated by the Charity or by resolution of the Board of Trustees to serve the needs of young persons under the age of 23 whose family members shall be members of the Constituent Synagogues or Associates or such young persons under the age of 23 who otherwise have expressed in any formal or informal manner their wish to support one or more of the Objects
- 1.1.24 'The Nominations Committee' means that subcommittee of the Board of Trustees designated by the Co-chairs for the purposes of Article 5.10
- 1.1.25 'the Objects' means the Objects of the Charity as defined in clause 3 of the Memorandum

- 1.1.26 'Officer' means an officer of the Charity appointed in accordance with Articles 5 and 6
- 1.1.27 'the Prescribed Date' means, in relation to a Constituent Synagogue the date with effect from which the Board of Trustees resolves to accept such Synagogue's application to become a member of the Charity
- 1.1.28 'Rules' means any rules adopted by the Board of Trustees under Article 13
- 1.1.29 'taxable permanent trading activity' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds for the ultimate benefit of the Charity and not for the purpose of actually carrying out the Objects
- 1.1.30 'Treasurer' means any member of the Board of Trustees so nominated and appointed to that position
- 1.1.31 'Trustee' means a member of the Board of Trustees of the Charity
- 1.1.32 'written' or 'in writing' refers to a legible document on paper or in electronic form by email
- 1.1.33 'year' means calendar year unless otherwise defined
- 1.2 The expressions "majority vote" and "two-thirds majority vote" shall respectively mean (i) more than half and (ii) at least two-thirds of the total number of votes capable of being exercised on the matter in question by Trustees who are present at a meeting of the Board of Trustees where a vote is to be taken.
- 1.3 Words importing the masculine gender shall include the feminine.
- 1.4 Where these Articles refers to the Chief Executive of the Charity or the Secretary or Chief Executive of a Constituent Synagogue giving or receiving any notice or doing anything else then, unless the context otherwise requires, such reference will be treated as including, as an alternative to such Chief Executive or Secretary, the Chair or Treasurer of the Charity or the Chair or Treasurer of the relevant Constituent Synagogue.
- 1.5 Expressions defined in the Act have the same meaning.
- 1.6 References to an Act of Parliament are to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

2. MEMBERSHIP

- 2.1 There is no maximum number of members.
- 2.2 The Charity must maintain a register of members.

- 2.3 The members of the Charity at the date of adoption of these Articles are
- 2.3.1 the Constituent Synagogues listed in Article 1.1.11 above.
 - 2.3.2 each of the Chairs of Noam and Marom during the period they respectively hold office, provided that each such Chair may, if he so wishes, nominate some other person to be the relevant member of the Charity for a period of not less than one year from the date of such nomination.
- 2.4 Thereafter the members of the Charity shall be those so specified together with any Synagogue admitted to membership under Article 2.5 and the person or persons holding office as the Chair or Chairs of Noam and Marom.
- 2.5 The Board of Trustees may by a two-thirds majority vote at its discretion admit as a member of the Charity any congregation of Jews which has satisfied the Board of Trustees that it is properly constituted as a Charity and is willing to be bound by the Memorandum and Articles. Following any such admission as a member the congregation of Jews so admitted shall be counted as a Constituent Synagogue for all purposes of these Articles.
- 2.6 The Board of Trustees may by Rules prescribe for the admission and removal of one or more categories of Associate status for individuals and bodies of persons formed for religious or educational purposes (including synagogues, informal community groups and educational institutions) and may prescribe rates of subscription to be paid by such Associates and such other terms and with such rights but only such rights consistent with the terms of these Articles as the Board of Trustees may by such Rules and from time to time determine.
- 2.7 The membership of the Charity of a Constituent Synagogue shall terminate in the following circumstances:
- 2.7.1 if the Constituent Synagogue gives the Charity not less than six months' written notice of its intention to resign from the Charity; or
 - 2.7.2 if the Constituent Synagogue is more than six months in arrears with any financial contribution (determined in accordance with these Articles and any Rules made under Article 13) and the Board of Trustees resolves by a two thirds majority to terminate its membership; or
 - 2.7.3 if the Board of Trustees shall resolve by a two-thirds majority vote that it is not in the interests of the Charity that the Constituent Synagogue should continue to be a member of the Charity and the resolution is supported by a resolution of the members passed by at least three-quarters of the other members in accordance with the weighting voting procedure of the Charity in general meeting.
- 2.8 Not less than fourteen days' notice of the meeting of the Board of Trustees at which a resolution to terminate the membership of a Constituent Synagogue is to be proposed shall be given to the Secretary of that Constituent Synagogue together with a

statement of the reasons for the proposed termination. The Constituent Synagogue shall be entitled by its authorised representative to attend the meeting of the Board of Trustees and be heard on the resolution. The Chief Executive of the Charity shall forthwith after the meeting at which the resolution has been proposed give notice in writing to the Secretary of the Constituent Synagogue to which the resolution refers of the passing or otherwise of such resolution.

- 2.9 Not less than fourteen days' notice of the general meeting of the Charity at which a resolution to terminate the membership of a Constituent Synagogue is to be proposed shall be given to the Secretary of that Constituent Synagogue together with a statement of the reasons for the proposed termination. The Constituent Synagogue shall be entitled by its authorised representative to attend the general meeting of the Charity and be heard on the resolution. The Chief Executive of the Charity shall forthwith after the meeting at which the resolution has been proposed give notice in writing to the Secretary of the Constituent Synagogue to which the resolution refers of the passing or otherwise of such resolution.
- 2.10 If and for so long as a Constituent Synagogue is more than three months in arrears with any financial contribution (determined by Rules adopted by the Board of Trustees in accordance with Article 13), the Board of Trustees may (without prejudice to its other powers under these Articles) resolve to suspend the rights of the defaulting Synagogue provided by these Articles until such time as all the defaulting Synagogue's arrears have been paid in full.
- 2.11 Membership of the Charity is not transferable.

3. PROVISIONS REGULATING THE REPRESENTATION AND MEMBERSHIP OF CONSTITUENT SYNAGOGUES

- 3.1 Each Constituent Synagogue which is a corporation shall notify the Secretary or Chief Executive in writing from time to time of the name and address of the individual who is authorised on behalf of that corporation to represent it as a member of the Charity. Any such representative shall cease to be such a representative as and when he or she ceases to be a member of that Constituent Synagogue Council. Such a representative shall be entitled to exercise all the rights and powers conferred upon the Constituent Synagogue as a member of the Charity under these Articles and the Memorandum.
- 3.2 In the case of a Constituent Synagogue which is established as an unincorporated association, whether registered as a Charity or not, such Constituent Synagogue shall notify the Secretary or Chief Executive in writing from time to time of the name and address of the individual, who must be a Congregant of the Constituent Synagogue and a member of that member's Constituent Synagogue Council, who is to represent that Constituent Synagogue. Upon receipt of such written notice the individual shall become a member of the Charity with immediate effect. Any such member of the Charity Council shall cease to be a member of the Charity as and when he or she ceases to be a member of that Constituent Synagogue Council.

- 3.3 Any individual who is a member of the Charity by virtue of Article 3.2 shall with immediate effect cease to be a member of the Charity upon receipt by the Secretary or Chief Executive from a Constituent Synagogue of a notice in writing stating that the individual in question is no longer the representative of the Constituent Synagogue and shall name a successor representative under Article 3.2.
- 3.4 If any member of the Charity who is the representative of any unincorporated Constituent Synagogue shall die, then, upon receipt, the individual whose name is notified in writing to the Secretary or Chief Executive by the Constituent Synagogue as the successor member of the Charity to the deceased member in question shall become a member of the Charity with immediate effect.
- 3.5 In this Article, any written notice shall be treated for all purposes as having been received:
- 3.5.1 24 hours after being sent by electronic means or delivered by hand to the registered office of the Charity
 - 3.5.2 two business days after being sent by first class post to that address
 - 3.5.3 three business days after being sent by second class or overseas post to that address.

4. GENERAL MEETINGS

- 4.1 Members are entitled to attend general meetings by an authorised representative. General meetings shall be called on at least 21 clear days' written notice, specifying the business to be discussed. The Board of Trustees shall notify the Charity's auditors of any general meeting in accordance with section 390 of the Act.
- 4.2 The quorum for a general meeting is for at least one half of the members to be represented who shall together hold at least 50% of the votes identified under the Rules referred to in Articles 4.5. and 13.1.2.
- 4.3 One of the Co-Chairs or in his absence some other Trustee nominated by the Board of Trustees shall preside as chairman of the meeting, but if neither Co- Chair nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the persons present shall elect one of their number to be chairman.
- 4.4 Except where otherwise provided by these Articles or by the Act, every issue is decided by a majority of votes cast.
- 4.5 The number of votes exercisable by each member shall be determined in accordance with the Rules in accordance with Article 13 governing the weighting of the votes of members at general meetings of the Charity. The chair of the meeting shall not have a second or casting vote.

- 4.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature).
- 4.7 The Charity must hold an AGM in every year and not more than 15 months shall elapse between AGMs
- 4.8 At an AGM the members
- 4.8.1 shall deal with such business as is required by the Act to be dealt with at an AGM together with such other business as may be included in the notice of meeting
 - 4.8.2 shall subject to the provisions of these Articles elect any persons willing to act as such to serve as Officers for the terms specified in Article 5. Any person elected as an Officer pursuant to these provisions shall by virtue of such election also be a Trustee and a member of the Board of Trustees.
 - 4.8.3 shall elect the remaining members of the Board of Trustees subject to the maximum number of Trustees allowed under these Articles.
 - 4.8.4 shall subject to the provisions of Article 5.6 have power to re-elect any such Trustee who shall offer himself/herself re-election for the term specified in Article 5.6
 - 4.8.5 shall have power to dismiss any Trustee provided that not less than 28 days' notice shall have been given to any such Trustee of the resolution to that effect and provided that such notice shall contain the reason or reasons contended by the proposer of that resolution for any such proposed dismissal
 - 4.8.6 shall receive from the Co-Chairs, the Treasurer the Secretary and the Chief Executive reports on the activities of the Charity over the period since the last AGM
 - 4.8.7 shall be asked to approve the accounts of the Charity and to nominate auditors for the forthcoming period
- 4.9 The authorised representatives of the Constituent Synagogues and the Trustees are entitled to attend the AGM as of right. In addition, the Board of Trustees shall also invite all members of the Charity's Committees, the Associates and such other persons as the Board of Trustees shall think fit (together the 'invited participants') to attend and to speak in person or by their duly authorised representative at the AGM. Such invited participants shall not by virtue of their entitlement to attend and speak at the AGM only, have any entitlement to vote on any resolution proposed at the AGM.
- 4.10 Any general meeting which is not an AGM is an EGM.
- 4.11 Notwithstanding the provisions of Article 5 (and the powers and responsibilities of the Trustees there set out), the members of the Charity in general meeting shall have

ultimate control of the Charity and, for the avoidance of doubt, shall have power to set aside vary or otherwise amend any prior decision of the Board of Trustees (provided that any such setting aside variation or amendment shall not prejudice any third party rights under any such earlier decision) or to overrule reject amend or vary any proposal made to the general meeting by the Board of Trustees or by any one or more of such Trustees.

5. THE BOARD OF TRUSTEES

- 5.1 The members of the Board of Trustees as Charity Trustees have day to day control of the Charity and its property and funds and are responsible for the conduct and management of the business and the affairs of the Charity provided that ultimate control of the Charity rests in the members in general meeting pursuant to Article 4.11. The Board of Trustees shall exercise all the powers of the Charity which are not reserved by these Articles or by the Act to a general meeting.
- 5.2 Every member of the Board of Trustees must sign a declaration of willingness to act as a Charity Trustee of the Charity before he is eligible to vote at any meeting of the Board of Trustees.
- 5.3 The members of the Board of Trustees shall be those persons specified in this Article.
- 5.4 There shall not be more than nine elected members of the Board of Trustees to include the Co-Chairs and a Treasurer. The Board of Trustees (other than those who are co-opted Trustees) shall additionally have power to co-opt up to three additional members who shall be entitled to serve as members of the Board of Trustees until the next AGM. Additionally, the immediately retiring Chair or Co-Chair shall be an ex officio member of the Board of Trustees in accordance with clause 5.7.
- 5.5 The first Board of Trustees elected under these Articles shall be so elected at the AGM to be held immediately following the adoption of these Articles at an EGM convened for that latter purpose.
- 5.6 The term of office of each Trustee shall be three years from the date of such election or the period between any nomination pursuant to the provisions of Article 5.17 and the next AGM (save for co-opted members who shall only be entitled to serve until the next AGM as set out in Article 5.4). Any such latter period shall not be included in the total period of office referred to in this Article. Upon termination of his first period of office, any Trustee who is not an officer shall be eligible for re-election for a further period of three years and again at the expiration of the sixth year of office, provided that no Trustee shall serve as a Trustee for a period of more than nine years in total in any one or more of such capacities. No Chair or Co-Chair or Treasurer shall serve for more than a single term in that capacity. No Trustee shall be eligible for re-election as a Trustee after serving three successive or cumulative terms of office.

- 5.7 A Chair or Co-Chair shall be an ex officio member of the Board of Trustees for twelve months following the end of his or her term of office, save if he is then elected to be a Trustee.
- 5.8 Save in respect of the period between September 2017 and September 2020 any period of service as a Trustee or Officer of the Charity prior to the date of adoption of these Articles shall be included in the maximum period or periods of office referred to in Article 5.6.
- 5.9 The members of the Board of Trustees shall have power to elect from one of their number a Vice-Chair of that Board.
- 5.10 Except in relation to the election of the Board of Trustees to be held at the AGM in 2017, membership of the Board of Trustees shall be open only to the persons who have been nominated for such election by a Nominations Committee convened for that purpose. The Nominations Committee shall be formed from the two Co-chairs and two others (who need not be Trustees) but who shall be first approved by the members of the Charity. Those persons sitting as the Nominations Committee shall;
- 5.10.1 Announce or advertise in such manner as they shall think fit but including notice to each of the Constituent Synagogues and Associates the fact that an election for membership of the Board of Trustees is to be held and the date time and location of the relevant AGM at which such election will take place
- 5.10.2 Invite those so notified to nominate candidates for election to the Board of Trustees
- 5.10.3 Take account of the Charity's policy or policies on equality inclusion and diversity in relation to gender age and other potentially discriminatory factors and of the skills and needs of the Charity (after having regard to the skills of the current Board of Trustees and of any retiring members)
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- 5.10.4 Produce a list of candidates eligible for election as Trustees at the AGM. For the avoidance of doubt the Nominations Committee shall be under no obligation to produce a list which exceeds the number of vacancies but it may do so if it considers it appropriate to do so.
- 5.10.5 In the event that the Nominations Committee produces a list with more names than vacancies, it shall propose, for approval by the Board, appropriate arrangements for the process of election including the circulation of information about candidates before the AGM and arrangements for candidates to speak at the AGM.
- 5.11 Meetings of Trustees
- 5.11.1 The Board of Trustees shall meet not less than six times in each year.

5.11.2 Meetings of the Board of Trustees shall be convened by not less than 14 days' written notice (except in an emergency). The notice shall specify the time and place of the meeting and the general nature of the business to be transacted.

5.11.3 All questions to be voted upon at a meeting of the Board of Trustees shall be proposed and seconded. The declaration of the Chair of the meeting shall be conclusive evidence of the result of the vote.

5.11.4 The Board of Trustees shall make provision for minutes of its meetings to be recorded and kept.

5.12 Proceedings of the Board of Trustees

5.12.1 The Trustees may regulate their proceedings as they think fit, subject to the provisions of the Articles.

5.12.2 any Trustee may call a meeting of the Trustees.

5.12.3 the Chief Executive must call a meeting of the Trustees if requested to do so by a Trustee.

5.12.4 Questions arising at a meeting shall be decided by a majority of votes of the Trustees present and eligible to vote at that meeting.

5.12.5 In the case of an equality of votes the person who is chairing the meeting shall have a second or casting vote.

5.12.6 A meeting may be held by suitable electronic means agreed by the Trustees in which each participant may communicate with all the other participants.

5.13 Quorum

5.13.1 No decision may be made by a meeting of the Trustees unless a quorum is present at the time the decision is purported to be made. For the purpose of this provision, "present" includes being present by agreed suitable electronic means as defined in Article 5.12.6.

5.13.2 The quorum shall be five Trustees or such larger number as may be decided from time to time by the Trustees.

5.13.3 A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.

5.13.4 If the number of Trustees is less than the number fixed as the quorum the continuing Trustees may only act only for the purpose of filling vacancies or of calling a general meeting.

5.14 A meeting of the Trustees shall be chaired by one of the Co-chairs. If neither Co-chair or any Vice-chair is present within ten minutes of the time appointed for the meeting, the Trustees present may appoint one of their number to chair that meeting. The

person so appointed (in the absence of a Co-chair or Vice-chair) shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Trustees.

5.15 Resolutions

5.15.1 A resolution in writing or in electronic form agreed by all the Trustees entitled to receive notice of a meeting of the Board of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees duly convened and held.

5.15.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more of the Trustees has signified their agreement.

5.16 Subject to the provisions of these Articles the Board of Trustees shall have power to

5.16.1 adopt systems and practices formally or informally

5.16.2 adopt such policies as to the manner in which the Charity or the Board of Trustees shall be managed and/or operate as it thinks fit

5.16.3 decide on any other appropriate skills it considers necessary for the nomination of any individual as a candidate for the position of Trustee

5.16.4 carry out a skills audit as to the competences experience and knowledge of the Board of Trustees at any given time

5.16.5 decide if there shall be informal meetings of the Trustees and when and how often such informal meetings shall occur and the procedures if any to be followed at such meetings

5.16.6 allocate to individual members of the Board of Trustees particular roles or portfolios with the intent that the person so allocated shall have primary responsibility for that aspect of the work of the Charity provided that any decision of the Trustees (other than an urgent decision required to be made prior to the next meeting of the board of Trustees) shall be made only by and at a quorate meeting of the Board of Trustees

5.17 The Chief Executive shall invite to any formal meeting of the Trustees as is referred to in Article 5.11

5.17.1 The Noam and Marom Director or Directors or their duly authorised representative/s.

5.17.2 In addition he may at the discretion of the Board invite any one of the persons who shall serve any of the Constituent Synagogues or any of the Associates or the Charity in the capacity of a Rabbi or Cantor or, if thought fit, more than one of such persons

- 5.17.3 Any such person so invited to a meeting of the Board of Trustees in accordance with Article 5.17 shall be entitled to speak on any matter at such meeting but shall not have a vote on any decision of the Board of Trustees
- 5.17 If any Trustee shall resign die or be removed from office during his/her period of office the remaining Trustees shall have power to appoint some other person as a Trustee and who shall hold office only until the next AGM of the Charity. The Trustees shall take account of the factors set out in Article 5.10.3 in making such an appointment
- 5.18 A technical defect in the appointment of a Trustee of which the members of the Board of Trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 5.19 Trustees shall make all reasonable efforts to attend meetings of the Board of Trustees personally.
- 5.20 The Board of Trustees may invite any person to attend meetings of the Board of Trustees as observers but such persons shall not without the invitation of the Chair of the meeting be entitled to speak at any such meeting
- 5.21 The accidental omission to give notice of a meeting of the Board of Trustees to or the non-receipt (following due dispatch) of notice of a meeting of the Board of Trustees by one or more members of the Board of Trustees shall not invalidate the proceedings of that meeting.

6. OFFICERS

- 6.1 There shall be three Officers of the Charity, namely two Co-Chairs and a Treasurer who shall, subject article 6.2, be appointed at the AGM of the Charity in accordance with the procedure referred to in Articles 4.8.2 and 5.10.
- 6.2 The first Co-chairs of the Charity (with effect from the date of adoption of these Articles) and who shall hold office from the date of the AGM referred to in article 5.6 and for the period there specified shall be those persons holding each such office at the date of adoption of these Articles.
- 6.3 No person may be an Officer of the Charity while holding the office of a Chair or Treasurer of a Constituent Synagogue or Associate. However, a person who is about to cease to hold such a Synagogue or Associate position may be nominated to be an Officer of the Charity.

7. TERMINATION OF APPOINTMENT OF TRUSTEES AND OFFICERS

- 7.1 The term of office of every Trustee whether or not he is also an Officer automatically terminates if:
- 7.1.1 he ceases to be eligible to be a Trustee in accordance with these Articles; or

- 7.1.2 he resigns by notice in writing to the Secretary; or
 - 7.1.3 he is disqualified under the Charities Act 2011 from acting as a Charity Trustee; or
 - 7.1.4 he is incapable, whether mentally or physically, of managing his or her own affairs; or
 - 7.1.5 the period in office to which he has been appointed in accordance with any Rules adopted under Article 13 has expired.
- 7.2 In addition to the provisions of Article 7.1, the term of office of every Officer or Trustee shall also terminate if:
- 7.2.1 he is absent from four consecutive meetings of the Board of Trustees without (in the opinion of the Board of Trustees) reasonable cause; or
 - 7.2.2 he ceases to be eligible to be an Officer or Trustee in accordance with these Articles; or
 - 7.2.3 the Trustees resolve by a two-thirds majority that it is not in the interest of the Charity that any Officer or Trustee shall continue to serve as such;
- 7.3 Not less than fourteen days' notice of the meeting of the Board of Trustees at which a resolution to terminate the office of Trustee or an Officer under Articles 7.1.4, 7.2.1 or 7.2.3 is to be proposed shall be given to the person to whom the resolution refers, together with a statement of the reasons for such proposed termination, and such Officer shall be entitled to be heard on the resolution at the meeting. The Chief Executive shall forthwith after the meeting at which such a resolution has been proposed give notice in writing to the person to whom the resolution refers of the passing or otherwise of such resolution.

8. SYNAGOGUES CHAIRS' FORUM

- 8.1 Each Constituent Synagogue and Associate shall notify to the Chief Executive the name of the chair or such other person as it wishes to be a member of the Synagogue Chair's Forum ("the Forum").
- 8.2 The Forum shall meet not less than three times in each calendar year, and in addition, on the same date and place as the AGM. At least 28 days' notice of each Forum shall be given.
- 8.3 The Forum shall be chaired by one of the Co-chairs of the Charity or in his absence by one other Trustee of the Charity.
- 8.4 The Chief Executive shall invite to each such meeting of the Forum the persons so notified to him/her under Article 8.1 and shall send to each such person the minutes of any meeting of the Trustees and of any AGM and/or EGM held (in any such case)

since the last meeting of the Forum so that such documents shall be provided in electronic or paper form not less than fourteen days before the relevant meeting of the Forum.

8.5 The Forum shall have power to deal with the matters listed at Article 8.6 but shall not itself be a general meeting of the Charity with power to make such decisions as are set out in Article 4.

8.6 The matters referred to in Article 8.5 are

8.6.1 to allow the Board of Trustees and/or the Chief Executive to report to the members of the Forum on the work of the Charity

8.6.2 to allow the members of the Forum to report to each other and to the Trustees and the Chief Executive on the work of each body so represented at that meeting of the Forum

8.6.3 to allow informal discussion between all such parties as to the present and past work of the Charity, its present and future policies, the further development of the Charity and such other matters as any one or more of those persons shall think fit but relating to the work of the Charity

8.7 Without prejudice to the provisions of Article 8.6 the following matters shall be included in the agenda for a meeting of the Forum

- Community Updates
- Common Challenges
- Opportunities for Collaborative Working across Communities
- Shared Resources
- Problem Solving
- Communicating about Community and Movement Initiatives

8.8 Following any such meeting of the Forum, the Co-chair, such other Trustee who shall have chaired that meeting or the Chief Executive shall prepare a minute or written report as to the matters discussed or agreed at that meeting which shall be sent to the members of the Forum to approve within 28 days and shall present that minute or report, as a formal agenda item, at the next meeting of the Board of Trustees held after that meeting of the Forum

8.9 The Chief Executive shall as part of his/ her duties attend any meeting of the Forum called under this Article and shall provide such information to the members of the Forum as to the work, policies and development of the Charity as they shall properly request

9. CHIEF EXECUTIVE

- 9.1 The Board of Trustees shall appoint a Chief Executive who shall have day-to-day management of the affairs of the Charity.
- 9.2 The Board of Trustees shall have power to dismiss or take other disciplinary action against the Chief Executive in appropriate circumstances and subject to the Charity's Disciplinary Policy and the law of England and Wales
- 9.3 Subject to the direction control and guidance of the Board of Trustees the Chief Executive shall
 - 9.3.1 be responsible for the implementation of any policies and strategies or other decisions of the Board of Trustees and for reporting on such implementation to the co-chairs and/or to the Board of Trustees
 - 9.3.2 be responsible for the overall operation and management of the Charity in such manner as is set out in greater detail in his/her job description
 - 9.3.3 prepare a written report before each formal meeting of the Board of Trustees as to matters which in his/her opinion are of sufficient importance to the work and Objects of the Charity as to require notification to the Board of Trustees and as have occurred/arisen to the last such meeting
 - 9.3.4 be responsible for the line management of other employees of the Charity with power to take such decisions as to their employment as are set out in Article 9.2 and in accordance with the Charity's Disciplinary Policy
- 9.4 The line manager of the Chief Executive shall be one of the Co-chairs of the Charity to whom the Chief Executive shall report, on such occasions and at such frequencies as he/she shall think fit, any matter which in his/her opinion requires a decision or recommendation of the Trustees. That Co-chair will make himself/herself available at all reasonable times for receipt of such reports
- 9.5 No individual Trustee other than the relevant Co-Chair shall instruct or direct the Chief Executive or any other employee of the Charity as to the nature extent or conduct of his/her duties to the intent that all such employees shall report to the Chief Executive who in turn shall report to Co-chair and/or to the Board of Trustees as a whole provided that one of the Co-chairs may authorise any individual Trustee who has the primary responsibility for any particular aspect of work of the Charity or who chairs any subcommittee or working group to communicate directly with the Chief Executive or any other employee in relation to such an area of responsibility or the work of that subcommittee or working group but not otherwise
- 9.6 The Chief Executive shall be entitled to receive notice of attend and speak at Board of Trustees meetings but shall not have the right to vote at such meetings.
- 9.7 The Chief Executive or any other employee of the Charity shall withdraw from any meeting of the Board of Trustees at which his appointment, remuneration or other terms of engagement, or other matters in which he has a personal interest, are to be discussed.

10. COMMITTEES

- 10.1 The Board of Trustees may appoint such Committees as the Board of Trustees shall from time to time deem necessary or appropriate for the conduct and management of the affairs of the Charity upon such terms and upon such Rules made under Article 13 as the Board of Trustees may, subject always to the provisions of the Articles, determine.
- 10.2 The following provisions shall apply to all Committees of the Charity save as provided to the contrary in the Rules relating to any such Committee:
- 10.2.1 It shall not be necessary for the members of such Committees to be members of the Board of Trustees
- 10.2.2 The Officers and any other Trustee and the Chief Executive of the Charity shall be entitled ex officio to attend all meetings of such Committees;
- 10.2.3 Such Committees may meet together, adjourn and regulate their meetings as they shall think fit;
- 10.2.4 All such Committees shall provide the Board of Trustees with regular, prompt and detailed written reports of their proceedings and activities.

11. FINANCE

- 11.1 The administration and activities of the Charity shall be funded by:
- 11.1.1 regular financial contributions from the Constituent Synagogues to be determined in accordance with Rules made by the Board of Trustees under Article 13.1; and
- 11.1.2 voluntary donations and other methods of fund-raising and income generation as decided by the Board of Trustees from time to time.

12. THE TREASURER AND BANK ACCOUNTS

- 12.1 The Treasurer shall be subject to the directions and policies of the Board of Trustees as the Board of Trustees may from time to time determine.
- 12.2 Proper books of account shall be kept on behalf of the Board of Trustees and entries made therein of all receipts and payments.
- 12.3 All monies received on behalf of the Charity shall be paid into the account of the Charity with the bankers appointed by the Board of Trustees and at least two

signatures shall be required for all cheques drawn on such account and for all instructions relating thereto, one such signature being by one of the Co-Chairs or the Treasurer and the other by any Officer or Trustee (other than the first signatory),. Subject to the above, the Board of Trustees may from time to time by writing under the hands of the majority of the Trustees designate those of its members (and either or both the Chief Executive and/or the Noam/Marom Director should the Board of Trustees so think fit) who are authorised to sign cheques, contracts, deeds and other instruments on behalf of the Charity.

13. RULE- MAKING POWERS

13.1 The Board of Trustees may from time to time by a two-thirds majority vote make or alter Rules for the proper conduct and management of the Charity and its Committees, for the purposes of prescribing classes of and conditions of membership of the Charity and for the regulation of any matter specified in any Article to be governed by Rules. In particular but without limitation, the Board of Trustees may by such Rules regulate:

13.1.1 the admission and classification of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

13.1.2 the weighting of votes attributable to each person or body entitled to attend and vote at general meetings of the Charity (save that any change in such weighting must be approved at a general meeting of the Charity);

13.1.3 the prescribing of maximum periods and/or consecutive periods of office for Trustees and Officers not inconsistent with the provisions of these Articles, the conduct of members of the Board of Trustees in relation to one another, and to the Charity's employees;

13.1.4 the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;

13.1.5 the procedure at general meetings and meetings of the Board of Trustees and its Committees in so far as such procedure is not regulated by these Articles and is not inconsistent with these Articles;

13.1.6 the calculation of any amounts payable by any Constituent Synagogue or Associate under Article 11; and

13.1.7 generally, all such matters relating to the Charity and its activities as they may think fit, as are not inconsistent with these Articles or contrary to the law relating to charities.

13.2 No Rule shall be made or altered so as to be inconsistent with anything contained in these Articles.

14. REPORTING REQUIREMENTS

14.1 The Trustees must comply with the requirements of the Act and of the Charities Act 2011 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

14.1.1 annual reports

14.1.2 annual returns

14.1.3 annual statements of account

14.2 The Trustees must keep proper records of

14.2.1 all proceedings at general meetings

14.2.2 all proceedings at meetings of the Trustees

14.2.3 all reports of committees; and

14.2.4 all professional advice obtained.

14.3 Accounting records relating to the Charity must be made available for inspection by any Trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not Trustees if the Trustees so decide.

15. NOTICES

15.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means.

15.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.

15.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

15.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address

15.3.2 two business days after being sent by first class post to that address

15.3.3 three business days after being sent by second class or overseas post to that address

15.3.4 on being handed to the member personally

15.3.5 as soon as the member acknowledges actual receipt

15.4 A technical defect in the giving of notice of which the Trustees are unaware at the time does not invalidate decisions taken at a meeting

16. DISSOLUTION

16.1 The provisions of the Memorandum relating to dissolution of the Charity take effect as though repeated here.