

Constitution of the Brighton & Hove Reform Synagogue

14 July 2013

A Charitable Incorporated Organisation

Registered Charity Number: 1155461

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Constitution of the Brighton & Hove Reform Synagogue

Date of constitution: 14 July 2013

1. Definitions and Interpretation

- (1) In this constitution:
- (a) **Charity Trustee** means a Charity Trustee of the CIO as defined in clause 12.
 - (b) **CIO** means the charitable incorporated organisation known as Brighton & Hove Reform Synagogue.
 - (c) **Commission** means the Charity Commission.
 - (d) **Communications Provisions** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.
 - (e) **Connected Person** means:
 - (i) a child, parent, grandchild, grandparent, brother or sister of the Charity Trustee;
 - (ii) the spouse or civil partner of the Charity Trustee or of any person falling within sub-clause (i) above;
 - (iii) a person carrying on business in partnership with the Charity Trustee or with any person falling within sub-clause (i) or (ii) above; or
 - (iv) an institution which is controlled;
 - (A) by the Charity Trustee or any Connected Person falling within sub-clause (i), (ii), or (iii) above; or
 - (B) by two or more persons falling within sub-clause (iv)(A), when taken together.
 - (v) a body corporate in which -
 - (I) the Charity Trustee or any Connected Person falling within sub-clauses (i) to (iii) has a substantial interest; or
 - (II) two or more persons falling within sub-clause (v)(i) who, when taken together, have a substantial interest.
 - (f) **Dissolution Regulations** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2011.
 - (g) **Ex-Officio Members** mean members of Charity Trustees of Management without voting rights who may attend Charity Trustees meetings by invitation and includes the Honorary President, and the Rabbi or Rabbis.

- (h) **General Regulations** means the Charitable Incorporated Organisations (General) Regulations 2011.
 - (i) **Honorary Officer** means the Chairman, the Vice Chairman (men), the Treasurer and the Secretary.
 - (j) **Honorary President** means a position which may be proposed by the Charity Trustees and elected at an Annual General Meeting and shall carry a term of office of five years. Such office shall impose no duties on the recipient and shall be regarded as a mark of special respect on the part of the CIO.
 - (k) **Poll** means a counted vote or ballot, usually (but not necessarily) in writing.
 - (l) **Synagogue** means Brighton and Hove Reform Synagogue.
 - (m) **Treasurer** means the treasurer of the CIO as more fully described in clause 22.
 - (n) **Warden** means a person appointed as such in accordance with clause 25.
- (2) In this constitution, unless otherwise stated, a reference to a clause means a clause of this constitution.
- (3) Paragraphs 2 to 4 of Schedule 5 to the Charities Act 1993 apply for the purposes of interpreting the terms used in this constitution.

2. Name

The name of the CIO is Brighton & Hove Reform Synagogue.

3. National Location of Principal Office

The principal office of the CIO is in England.

4. Object

The object of the CIO is to advance the Jewish religion, in particular, but not exclusively, by supporting and maintaining the synagogue.

Nothing in this constitution shall authorise an application of the property of the CIO for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005 or section 2 of the Charities Act (Northern Ireland) 2008.

5. Powers

The CIO has power to do anything which is calculated to further its object or is conducive or incidental to doing so. In particular, the CIO's powers include, without limitation, power to:

- (1) borrow money up to the value of £50,000 and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
- (2) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

- (3) sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
- (4) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a Charity Trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Charity Trustees and Connected Persons) and provided it complies with the conditions of those clauses; and
- (5) deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO 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.

6. Application of Income and Property

- (1) The income and property of the CIO must be applied solely towards the promotion of the object.
- (2) A Charity Trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
- (3) A Charity Trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- (4) None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a Charity Trustee receiving:
 - (a) a benefit from the CIO as a beneficiary of the CIO; and
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (5) Nothing in this clause shall prevent a Charity Trustee or Connected Person receiving any benefit or payment which is authorised by clause 7.

7. Benefits and Payments to Charity Trustees and Connected Persons

(1) General provisions

No Charity Trustee or Connected Person may:

- (a) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to the CIO;
- (c) be employed by, or receive any remuneration from, the CIO; or
- (d) receive any other financial benefit from the CIO

unless the payment or benefit is permitted by clause 7(2), or authorised by the court or the Commission. In this clause, a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.

(2) Scope and powers permitting trustees' or Connected Persons' benefits

- (a) A Charity Trustee or Connected Person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the trustees do not benefit in this way.
- (b) A Charity Trustee or Connected Person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the CIO where that is permitted in accordance with, and subject to the conditions in, section 73A to 73C of the Charities Act 1993.
- (c) Subject to clause 7(3) a Charity Trustee or Connected Person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the Charity Trustee or Connected Person.
- (d) A Charity Trustee or Connected Person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A Charity Trustee or Connected Person may receive rent for premises let by the trustee or Connected Person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The Charity Trustee concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A Charity Trustee or Connected Person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

(3) Payment for Supply of Goods Only - Controls

The CIO and its Charity Trustees may only rely upon the authority provided by clause 7(2) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the CIO and the Charity Trustee or Connected Person supplying the goods ("the supplier") under which the supplier is to supply the goods in question to or on behalf of the CIO;
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) the other Charity Trustees are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a Charity Trustee or Connected Person. In reaching that decision the Charity Trustees must balance the advantage of contracting with a Charity Trustee or Connected Person against the disadvantages of doing so;
- (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO;

- (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Charity Trustees is present at the meeting;
 - (f) the reason for their decision is recorded by the Charity Trustees in the minute book and
 - (g) a majority of the Charity Trustees then in office are not in receipt of remuneration or payments authorised by clause 7.
- (4) In this clause 7, “the CIO” includes any company in which the CIO:
- (a) holds more than 50% of the shares; or
 - (b) controls more than 50% of the voting rights attached to the shares; or
 - (c) has the right to appoint one or more directors to the board of the company; and

8. Conflicts of Interest and Conflicts Of Loyalty

- (1) A Charity Trustee must:
- (a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
 - (b) absent himself or herself from any discussions of the Charity Trustees in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).
- (2) Any Charity Trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the Charity Trustees on the matter.

9. Liability of Members to Contribute to the Assets of the CIO if it is Wound Up

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

10. Membership of the CIO

- (1) Admission of New Members and Eligibility
- (a) Membership of the CIO is open to anyone acting in general conformity with the practice of the Movement for Reform Judaism, Beit Din and over the age of eighteen years who is interested in furthering the CIO’s purposes, and who, by applying for membership, has indicated his or her agreement to become a member and acceptance of the duty of members set out in clause 10.5.
 - (b) A member may only be an individual, and not a corporate or unincorporated body or organisation.

(2) Admission procedure

(a) The Charity Trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;
- (ii) shall, if they approve an application for membership, notify the applicant of their decision within 1 calendar month;
- (iii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iv) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 1 calendar month of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (v) shall give fair consideration to any such appeal, and shall inform the applicant of their decision, but any decision to confirm refusal of the application for membership shall be final.

(3) Further details about membership

- (a) Children of members shall enjoy the privilege of membership (other than voting rights) up to 31 March in the Synagogue year in which they attain the age of 21.
- (b) The Charity Trustees shall from time to time fix the rate of subscription for membership.
- (c) The Treasurer may arrange to accept a subscription lower than the existing rate from any new or existing member but only on the terms that such reduced subscription shall be for the current membership year and shall be subject to review annually.
- (d) The Synagogue year commences on 1 April in each calendar year. Subscriptions shall be payable in advance and shall be renewable on 1 April each year.
- (e) Members joining during the year will be required to pay a proportion of the annual fee starting from the first day of the month in which they join until 31 March following.
- (f) The rights of members whose subscriptions are three months in arrears may be suspended until such arrears are paid and they shall be notified in writing accordingly.

(4) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(5) Duty of members

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

(6) Termination of membership

Membership of the CIO comes to an end if:

- (a) the member dies, or, in the case of an organisation (or the representative of an organisation) that organisation ceases to exist;
- (b) the member sends a notice of resignation to the Charity Trustees;
- (c) any sum of money owed by the member to the CIO is not paid in full within 31 days of its falling due and the CIO has given the member concerned written notice of termination of membership; or
- (d) a majority of the Charity Trustees decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

(7) Procedure for termination of membership

- (a) Before the Charity Trustees take any decision to remove someone from membership of the CIO they must:
 - (i) inform the member of the reasons why it is proposed to remove him or her from membership;
 - (ii) give the member at least 21 days' notice in which to make representations to the Charity Trustees as to why he or she should not be removed from membership;
 - (iii) at a duly constituted meeting of the Charity Trustees, consider whether or not the member should be removed from membership;
 - (iv) consider at that meeting any representations which the member makes as to why the member should not be removed; and
 - (v) allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

(8) Membership fees

The CIO may require members to pay reasonable membership fees to the CIO.

(9) Other or associate (non-voting) membership

- (a) The Charity Trustees may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- (b) Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

11. Members' Decisions

(1) General provisions

Decisions of the members of the CIO may be taken either by vote at a General Meeting as provided in clause 11(2) or by written resolution as provided in clause 11(3).

(2) Taking ordinary decisions by vote

Any decision of the members of the CIO may be taken by means of a resolution at a General Meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

(3) Taking ordinary decisions by written resolution without a General Meeting

A resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to all the members eligible to vote;
- (b) a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature, by a statement of his or her identity accompanying the document, or in such other manner as the CIO has specified;
- (c) the resolution in writing may comprise several copies to which one or more members has signified his or her agreement; and
- (d) eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with paragraph (i) above.

(4) The first AGM must be held within 12 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months not later than the last Wednesday of September every year, or if necessary an alternative date to be named by the Charity Trustees.

(5) The Charity Trustees shall prepare a report of the activities of the Synagogue for each year ending 31 March and the Honorary Treasurer shall prepare and send out financial statements as required by clause 22.3.e.

(6) The accidental omission to give notice of a meeting to any member shall not invalidate any resolution passed or election made at such a meeting.

(7) At all meetings, every person entitled to notice of the meeting shall have one vote, and save as otherwise provided by the Laws, any resolution may be carried by a majority. In case of an equality of votes, the Chairman of the meeting shall have a second or casting vote. The Chairman of the meeting shall be the Chairman of the Charity Trustees, or a Vice-Chairman or, if he is unavailable the Charity Trustees shall nominate a substitute.

- (8) At any meeting a resolution put to the vote shall, unless otherwise provided by these Laws, be decided on a show of hands unless a paper vote is (before or on the declaration of the result of the show of hands) demanded by the Chairman of the meeting or by at least 10 persons present and entitled to vote.
- (9) If a paper vote is demanded, it shall be taken in such a manner as the Chairman of the meeting directs, and the result of the paper vote shall be deemed to be the resolution of the meeting.
- (10) Unless a paper vote is demanded, a declaration by the Chairman of the meeting that a resolution on a show of hands has been carried, or carried unanimously, or lost, and an entry to that effect made in the minute book of the Synagogue, shall be conclusive.
- (11) If a member requests an answer to a question to be put at any General Meeting he shall give at least fourteen days written notice of such question to the Honorary Secretary.
- (12) Any member who wishes to raise a question which requires a detailed answer or explanation from either the Honorary Treasurer, Honorary Secretary or any other officer, in connection with the Minutes of the meeting of the previous Annual General Meeting, particularly in respect of the accounts, although not limited specifically thereto, shall submit in writing to the Chairman, a minimum of 14 days before the appropriate meeting, time being of the essence in this context, the question to be raised and the member shall also specify in detail the explanation which is required. Member, in this context shall be any member who fulfils the requirements and obligations set out elsewhere in this constitution.
- (13) In the event of a member failing to comply with the obligations in clause 11(11) or 11(12), this will impose a mandatory obligation on the Chairman of the meeting to ensure that such a question is dismissed without answers due to the member concerned failing to comply with one or more of the requirements in this Clause. It will not be necessary for the Honorary Treasurer, Honorary Secretary or other officer to be given the option to answer such question, at his discretion.
- (14) Other general meetings of the members of the CIO may be held at any time (“General Meetings”).
- (15) All General Meetings must also be held in accordance with the following provisions:
 - (a) Calling General Meetings
 - (i) The Charity Trustees:
 - (A) must call the AGM of the members of the CIO in accordance with the requirements of clause 11.3, and identify it as such in the notice of the meeting; and
 - (B) may call any other General Meeting of the members at any time.
 - (ii) The Charity Trustees must, within 28 days, call a General Meeting of the members of the CIO if:
 - (A) they receive a request to do so from at least 10% of the members of the CIO; and

- (B) the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
 - (iii) If, at the time of any such request, there has not been any General Meeting of the members of the CIO for more than 15 months, then clause 11(15) (a) (ii) (A) shall have effect as if 5% were substituted for 10%.
 - (iv) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
 - (v) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
 - (vi) If the Charity Trustees fail to comply with the obligation to call a General Meeting at the request of its members, then the members who requested the meeting may themselves call a General Meeting.
 - (vii) A General Meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- (b) Notice of General Meetings
- (i) The Charity Trustees, or, as the case may be, the relevant members of the CIO, must give at least 21 days notice of any general meeting to all of the members.
 - (ii) If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (b)(i) of this clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 1993 or by the General Regulations.
 - (iii) The notice of any General Meeting must:
 - (A) state the time and date of the meeting;
 - (B) give the address at which the meeting is to take place;
 - (C) provide an agenda;
 - (D) give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting;
 - (E) if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration; and
 - (F) include, with the notice for the AGM, the annual statement of accounts and trustees' annual report, details of persons standing for election or re- election as trustee, or where allowed under clause 28 (Use of electronic

communication), details of where the information may be found on the CIO's website.

- (iv) Proof that an envelope containing a notice was properly addressed, prepaid and posted, or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
 - (v) The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.
- (c) Chairing of General Meetings
- The person nominated as chair by the Charity Trustees under clause 19(2) (Chairing of meetings), shall, if present at the General Meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.
- (d) Quorum at General Meetings
- (i) No business may be transacted at any General Meeting of the members of the CIO unless a quorum is present when the meeting starts.
 - (ii) Subject to the following provisions, the quorum for general meetings shall be 30 members.
 - (iii) If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.
 - (iv) If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must either be announced by the chair or be notified to the CIO's members at least seven clear days before the date on which it will resume.
 - (v) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the trustees but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
- (e) Voting at General Meetings
- (i) Any decision shall be taken by a simple majority of votes cast at the meeting. Every member has one vote unless otherwise provided in the rights of a particular class of membership under this constitution.

- (ii) A resolution put to the vote of a meeting shall be decided on a show of hands, unless (before or on the declaration of the result of the show of hands) a Poll is duly demanded. A Poll may be demanded by the chair or by at least 10% of the members present in person at the meeting.
- (iii) A Poll demanded on the election of a person to chair the meeting or on a question of adjournment must be taken immediately. A Poll on any other matter shall be taken, and the result of the Poll shall be announced, in such manner as the chair of the meeting shall decide, provided that the Poll must be taken, and the result of the Poll announced, within 30 days of the demand for the Poll.
- (iv) A Poll may be taken:
 - (A) at the meeting at which it was demanded; or
 - (B) at some other time and place specified by the chair; or
 - (C) through the use of postal or electronic communications.
- (v) In the event of an equality of votes, whether on a show of hands or on a Poll, the chair of the meeting shall have a second, or casting vote.
- (vi) Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- (f) Adjournment of meetings
 The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

12. Charity Trustees

- (1) The CIO shall have a council of Charity Trustees which shall consist of:
 - (a) a Chairman;
 - (b) one or two Vice-Chairmen;
 - (c) an Honorary Treasurer;
 - (d) an Honorary Secretary;
 - (e) 5 ordinary members; and
 - (f) up to 3 further members co-opted by the Charity Trustees, but who shall not be included as trustees for the purposes of this constitution, and who shall not have the power to vote at the Charity Trustees' meetings.

who together shall be referred to as the "Charity Trustees".

(2) Functions and duties of Charity Trustees

- (a) The Charity Trustees shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each Charity Trustee:
 - (i) to exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO; and
 - (ii) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (A) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (B) if he or she acts as a Charity Trustee of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.
- (b) The charity Trustees shall ensure that the Synagogue building and contents and any other assets shall be insured against the perils against which the Synagogue is insured as at the date of adoption of this constitution save for any amendment subsequently required by legislation.
- (c) The Charity Trustees shall ensure that an insurance policy is purchased to cover the Synagogue for losses against itself in connection with claims by third parties or against loss arising to it from any acts or defaults of its trustees.

(3) Eligibility for trusteeship

- (a) Every Charity Trustee must be a natural person.
- (b) No one may be appointed as a Charity Trustee:
 - (i) if he or she is under the age of 18 years; or
 - (ii) if he or she would automatically cease to hold office under the provisions of clause 16(1)(f).
- (c) No one is entitled to act as a Charity Trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Charity Trustees decide, his or her acceptance of the office of Charity Trustee.

(4) Removal from office

Honorary Officers, Chairmen, members of Committees and Representatives may be removed from office by the Charity Trustees upon a resolution to that effect, which has been passed by two-thirds of those present and voting at the meeting at which such resolution is proposed. Any person referred to in such resolution shall have the right before the vote is taken to attend and address the Charity Trustees meeting at which the said resolution is considered.

(5) First Charity Trustees

The first Charity Trustees of the CIO are:

Michael Harris, Debra Goodman, Simon Rickman, Anthony Rosenfield, Peter Vos, Nicholas Beck, Alison Dollow, Sharon Rose, Noah Gerstman and Roger Berlin.

13. The Executive

- (1) The Honorary Officers together shall be referred to as "the Executive". It shall be the duty of the Executive to manage the daily affairs of the Synagogue, and in performing their duties they shall be bound by this Constitution and to such directions as may be given from time to time by the Charity Trustees or by members in a General Meeting.
- (2) A quorum of "The Executive" shall be not less than three.
- (3) No member shall be elected to the Executive unless he or she shall have served previously as a Charity Trustee for at least two years.

14. Appointment of Charity Trustees

- (1) At the first annual general meeting of the members of the CIO all the Charity Trustees shall retire from office.
- (2) At every subsequent annual general meeting of the members of the CIO, all Charity Trustees, however and whenever appointed, shall retire from office but shall be eligible for re-election.
- (3) The vacancies so arising may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in sub-clause (5) of this clause.
- (4) The members or the Charity Trustees may at any time decide to appoint a new Charity Trustee, whether in place of a Charity Trustee who has retired or been removed in accordance with clause 16 (Retirement and removal of Charity Trustees), or as an additional Charity Trustee, provided that the limit specified in clause 12(1) on the number of Charity Trustees would not as a result be exceeded.
- (5) No person shall be eligible for election as a member of the Charity Trustees unless nominated by two other members, neither of whom shall be the husband, wife, parent or child of each other or of the nominee. The nominators shall certify that the nominee is willing to serve if elected. Nomination papers shall be sent to the Honorary Secretary at least 7 days before the Annual or other General Meeting at which the election is to take place.
- (6) When not more than one person is nominated for election to any office, or where the number of persons nominated for election to any office does not exceed the number of vacancies, such person shall be declared duly elected, but should more than one person be nominated for any office or should the number of nominations for election to the Charity Trustees exceed the number of vacancies, a paper ballot shall be held and the candidate or candidates obtaining the largest number of votes shall be declared elected.

15. Information for New Charity Trustees

The Charity Trustees will make available to each new Charity Trustee, on or before his or her first appointment:

- (1) a copy of this constitution and any amendments made to it; and
- (2) a copy of the CIO's latest trustees' annual report and statement of accounts.

16. Retirement and Removal of Charity Trustees

- (1) A Charity Trustee ceases to hold office if he or she:
 - (a) retires by notifying the Chairman in writing (but only if enough Charity Trustees will remain in office when the notice of resignation takes effect to form a quorum for meetings);
 - (b) is absent without the permission of the Charity Trustees from all their meetings held within a period of 6 months and the trustees resolve that his or her office be vacated;
 - (c) dies;
 - (d) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - (e) is removed by the members of the CIO in accordance with sub-clause (2) of this clause; or
 - (f) is disqualified from acting as a Charity Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision).
- (2) A Charity Trustee shall be removed from office if a resolution to remove that trustee is proposed at a general meeting of the members called for that purpose and properly convened in accordance with clause 11, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (3) A resolution to remove a Charity Trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 14 days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of the CIO.

17. Taking of Decisions by Charity Trustees

Any decision of the Charity Trustees may be taken either:

- (1) at a meeting of the Charity Trustees; or
- (2) by resolution in writing (including electronic form) agreed by all of the Charity Trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to each of which one or more Charity Trustees has signified their agreement.

18. Delegation by Charity Trustees

- (1) The Charity Trustees may delegate any of their powers or functions to a committee or committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Charity Trustees may at any time alter those terms and conditions, or revoke the delegation.
- (2) This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Charity Trustees, but is subject to the following requirements:
 - (a) a committee may consist of two or more persons, but at least one member of each committee must be a Charity Trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the Charity Trustees as a whole as soon as is reasonably practicable; and
 - (c) the Charity Trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

19. Meetings and Proceedings of Charity Trustees

(1) Calling meetings

- (a) The Chairman, a Vice-Chairman or the Secretary may call a meeting of the Charity Trustees (“Charity Trustees Meeting”).
- (b) Subject to paragraph (a) above, the Charity Trustees shall decide how their Charity Trustees Meetings are to be called, and what notice is required.

(2) Chairing of Charity Trustees Meetings

The Chairman (and failing him or her, a Vice-Chairman) shall chair Charity Trustees Meetings. In the absence of the Chairman or a Vice-Chairman, the Charity Trustees may appoint one of their number to chair their Charity Trustees Meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes after the time of the Charity Trustees Meeting, the Charity Trustees present may appoint one of their number to chair that Charity Trustees Meeting.

(3) Procedure at Charity Trustees Meetings

- (a) No decision shall be taken at a Charity Trustees Meeting unless a quorum is present at the time when the decision is taken. The quorum is 5 Charity Trustees, or the number nearest to one third of the total number of Charity Trustees, whichever is greater, or such larger number as the Charity Trustees may decide from time to time. A Charity Trustee shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.
- (b) Questions arising at a meeting shall be decided by a majority of those eligible to vote.
- (c) In the case of an equality of votes, the chair shall have a second or casting vote.

- (4) Participation in Charity Trustees Meetings by electronic means
 - (a) A Charity Trustees Meeting may be held by suitable electronic means agreed by the Charity Trustees in which each participant may communicate with all the other participants.
 - (b) Any Charity Trustee participating at a meeting by suitable electronic means agreed by the Charity Trustees in which a participant or participants may communicate with all the other participants shall qualify as being present at the Charity Trustees Meeting.
 - (c) Charity Trustees Meetings held by electronic means must comply with rules for Charity Trustees Meetings, including chairing and the taking of minutes.
- (5) The Charity Trustees shall meet at least ten times per year.
- (6) The Secretary shall summon a meeting of the Charity Trustees whenever requested so to do by the Chairman or by any three members of the Charity Trustees.
- (7) No more than two calendar months (excluding the month of August) shall elapse between any two consecutive meetings.
- (8) 7 days notice in writing of all meetings of the Charity Trustees shall be given to all members of the Charity Trustees at their last known address or by electronic means but in the case of an emergency meeting may, with the sanction of the Chairman, be summoned at shorter notice.

20. Restrictions on Expenditure by the Charity Trustees

- (1) The Charity Trustees shall incur such expenditure as it considers appropriate to achieve the object of the CIO (as stated in clause 4) save that no individual expenditure out of general funds in excess of £50,000 shall be incurred without the consent of the members in General Meeting.
- (2) The Charity Trustees shall be empowered to borrow funds for the needs of the Synagogue building, but such sums shall not exceed £50,000 without the consent of the members in General Meeting.

21. The Rabbi

- (1) There shall be as many Rabbis as may be decided by the Members in an Annual General Meeting.
- (2) The Rabbi shall be appointed as follows:
 - (a) The vacancy shall be advertised in appropriate journals.
 - (b) Applications should be received by a specially appointed sub-committee whose recommendation should go before the Charity Trustees and then before the membership at a General Meeting.
 - (c) The Rabbi shall be appointed by a two-thirds majority of the members at a General Meeting and on appointment shall declare in writing his adherence to these laws.
- (3) The duties of The Rabbi shall be prescribed by the Charity Trustees.
- (4) The terms of remuneration shall be agreed by the Charity Trustees.

- (5) A Rabbi may be dismissed from office by a vote taken by a paper ballot of not less than two-thirds of the members present and voting at a General Meeting convened for the purpose.
- (6) The religious instruction of children of members shall be the responsibility of the Rabbi, working with the Charity Trustees and the Cheder committee.
- (7) The Rabbi shall not charge any fee for the performance of his duties for a member of the Synagogue but shall be free to accept a donation to synagogue funds for any service he may perform for non-members or which is not part of his prescribed duty.
- (8) The Rabbi shall not officiate in any other congregation or accept any appointment which might conflict or interfere with his duties as a Rabbi of the Synagogue without the prior consent of the Chairman or, in his absence, a Vice-Chairman.
- (9) The Rabbi shall be responsible for the form and content of the Services in consultation with the Wardens and the Charity Trustees. Religious services shall be held on Sabbaths and Holy Days and on such other occasions as the Rabbi may direct, in the Synagogue or in such other place as the Charity Trustees shall approve.
- (10) The Rabbi together with the Wardens and in consultation with the Charity Trustees shall be responsible for the ritual used by the Synagogue. If there is no permanent Rabbi the Wardens together with the Charity Trustees should take responsibility. Ritual shall be in conformity with the practice of the Movement for Reform Judaism.
- (11) The Rabbi shall have implied authority to use official note paper to write letters or issue statements on Synagogue affairs. Communication with the media may be initiated only by agreement with the Chairman.

22. The Treasurer

- (1) The Treasurer shall be elected by the members at the Annual General Meeting.
- (2) The Treasurer shall:
 - (a) be responsible for the custody and control of all the Synagogue's assets;
 - (b) be at liberty to inspect all books and other records of accounts;
 - (c) ensure that the accounts of the Synagogue for each financial year shall be independently examined by a qualified independent examiner appointed at the Annual General Meeting before the commencement of such year at such remuneration as shall be fixed by the Treasurer;
 - (d) at the Charity Trustees Meeting preceding the Annual General Meeting present a report on the financial affairs of the CIO for the last financial year, such report containing a complete set of accounts which must be approved by a simple majority of those present and voting;

- (e) arrange for Summary Financial Report and Accounts to be distributed to all members of the CIO for approval at the Annual General Meeting together with the notice calling the Annual General Meeting. Members have the right to see a full set of financial statements on application to the Synagogue office;
- (f) the Treasurer with the agreement of the Charity Trustees may invest the surplus funds of the Synagogue; and
- (g) the Treasurer with the agreement of the Charity Trustees may open such bank accounts as he may think necessary and all cheques and payments shall be signed or otherwise approved by at least two people of whom one must be a member of the Charity Trustees.

23. Honorary President

The Charity Trustees may appoint an Honorary President for a term of five years. Such office shall impose no duties on the recipient and shall be regarded as a mark of special respect on the part of the CIO.

24. The Chairman of the Charity Trustees

- (1) At the Annual General Meeting the Congregation shall elect a Chairman.
- (2) The qualification for a candidate for the office of Chairman shall be that a candidate has been in service as an Honorary Officer for at least two years.
- (3) When a person has served as Chairman for a period during which two AGMs have occurred since the date when that person was appointed, then, at the next AGM, that person shall resign as Chairman. That person may offer himself/ herself for re-election as Chairman. However, no person shall hold the office of Chairman for a consecutive period in excess of five years, although that person may make himself available again for election as Chairman after a gap of two years.
- (4) The Chairman in addition to presiding at meetings of the Charity Trustees and Executive shall be an ex-officio member of all committees and must receive the agenda, minutes and other relevant documents of all the other committees.
- (5) Any vacancy in the office of Chairman will be filled by the Charity Trustees until the next Annual General Meeting.

25. The Wardens

The Wardens shall be proposed by the Rabbi and the Charity Trustees and shall be agreed by the Members at the Annual General Meeting.

26. Validity of Decisions

- (1) Subject to sub-clause (2) of this clause, all decisions of the Charity Trustees, or of a committee of Charity Trustees, shall be valid notwithstanding the participation in any vote of a Charity Trustee:

- (a) who was disqualified from holding office;
- (b) who had previously retired or who had been obliged by the constitution to vacate office;
- (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise

if, without the vote of that Charity Trustee and that Charity Trustee being counted in the quorum, the decision has been made by a majority of the Charity Trustees at a quorate meeting.

- (2) Sub-clause (1) of this clause does not permit a Charity Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Charity Trustees or of a committee of Charity Trustees if, but for that sub-clause (1), the resolution would have been void, or if the Charity Trustee has not complied with clause 7.

27. Execution of Documents

- (1) The CIO shall execute documents either by signature or by affixing its seal (if it has one).
- (2) A document is validly executed by signature if it is signed by at least two of the Charity Trustees.
- (3) If the CIO has a seal:
 - (a) it must comply with the provisions of the General Regulations; and
 - (b) it must only be used by the authority of the Charity Trustees or of a committee of Charity Trustees duly authorised by the Charity Trustees. The Charity Trustees may determine who shall sign any document to which the seal is affixed and unless otherwise determined it shall be signed by two Charity Trustees.

28. Use of Electronic Communications

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- (1) the requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form; and
- (2) any requirements to provide information to the Commission in a particular form or manner.

29. Keeping of Registers

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Charity Trustees.

30. Minutes

The Charity Trustees must keep (or arrange for the keeping of) minutes of all:

- (1) appointments of officers made by the Charity Trustees;
- (2) proceedings at general meetings of the CIO;
- (3) meetings of the Charity Trustees and committees of Charity Trustees including:
 - (a) the names of the trustees present at the meeting;
 - (b) the decisions made at the meetings;
 - (c) where appropriate the reasons for the decisions; and
- (4) decisions made by the Charity Trustees otherwise than in meetings.

31. Accounting Records, Accounts, Annual Reports and Returns, Register Maintenance

- (1) The Charity Trustees must comply with the requirements of Part 6 of the Charities Act 1993 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
- (2) The Charity Trustees must inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.

32. Rules

The Charity Trustees may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.

33. Disputes

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

34. Amendment of this Constitution

- (1) As provided by clauses 14 and 15 of Schedule 5b to the Charities Act 1993, this constitution can only be amended:
 - (a) by resolution agreed in writing by all members of the CIO; or
 - (b) by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.

- (2) Any alteration of clause 4 (Object), clause 35 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Charity Trustees or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission.
- (3) No amendment that is inconsistent with the provisions of the Charities Act 1993 or the General Regulations shall be valid.
- (4) A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Charity Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.

35. Voluntary Winding Up or Dissolution

- (1) As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
 - (a) at a general meeting of the members of the CIO called in accordance with clause 11(2) (Meetings of Members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
 - (i) by a resolution passed by a 75% majority of those voting, or
 - (ii) by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
 - (iii) by a resolution agreed in writing by all members of the CIO.
- (2) Subject to the payment of all the CIO's debts;
 - (a) any resolution for the winding up of the CIO, or for the dissolution of the CIO without winding up, may contain a provision directing how any remaining assets of the CIO shall be applied.
 - (b) If the resolution does not contain such a provision, the Charity Trustees must decide how any remaining assets of the CIO shall be applied.
 - (c) In either case the remaining assets must be applied for charitable purposes the same as or similar to those of the CIO.
- (3) The CIO must observe the requirements of the Dissolution Regulations in applying to the Charity Commission for the CIO to be removed from the Register of Charities, and in particular:
 - (a) the Charity Trustees must send with their application to the Commission:
 - (i) a copy of the resolution passed by the members of the CIO;
 - (ii) a declaration by the Charity Trustees that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

- (iii) a statement by the Charity Trustees setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution; and
 - (b) the Charity Trustees must ensure that a copy of the application is sent within 7 days to every member and employee of the CIO, and to any Charity Trustee of the CIO who was not privy to the application.
- (4) If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

36. Use of Electronic Communications

(1) To the CIO

Any member or Charity Trustee of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

(2) By the CIO

(a) Any member or Charity Trustee of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has indicated to the CIO his or her unwillingness to receive such communications in that form.

(b) The Charity Trustees may, subject to compliance with any legal requirements, by means of publication on its website:

- (i) provide the members with the notice referred to in clause 11(15)(b) (Notice of general meetings);
- (ii) give Charity Trustees notice of their meetings in accordance with clause 19(1) (Calling meetings); and
- (iii) submit any proposal to the members or Charity Trustees for decision by written resolution.

(c) The Charity Trustees must:

- (i) take reasonable steps to ensure that members and Charity Trustees are promptly notified of the publication of any such notice or proposal; and
- (ii) send any such notice or proposal in hard copy form to any member or Charity Trustee who has not consented to receive communications in electronic form.