



**Constitution
of
The Movement
for
Reform Judaism**

2009

Clauses	Contents	Page No
1.	Name	3
2.	Definitions	3
3.	Objects	3
4.	Powers	3
5.	General Meetings	4
6.	Representation at AGMS and EGMS	4
7.	Delegates at General Meeting	4
8.	Annual General Meeting	4
9.	Extraordinary General Meeting	5
10.	Admission of Constituents, Associate Congregations and Other Bodies	5
11.	Council - Powers	5
12.	Council - Voting	5
13.	Nomination of Council Representatives	5
14.	Council Meetings	6
15.	The Board	6
16.	Board Vacancies	6
17.	Operational Structure	6
18.	Conduct of General Meetings and Council	6
19.	Minutes	7
20.	Presidents and Vice-Presidents	7
21.	Election of the Board	7
22.	Staff	7
23.	Assessment of Constituents	8
24.	Power of Expulsion	8
25.	Financial Control	8
26.	Expenditure and Accounts	9
27.	Trust Funds and Custodian Trustees	9
28.	Indemnities and Insurance	10
29.	Alterations, Additions and Amendments	10
30.	Representation on Trusts and Outside Bodies	10

1. Name

The name of the Charity shall be the Movement for Reform Judaism (hereinafter referred to as "the Movement").

2. Definitions

In this Constitution, unless the context shall otherwise indicate, the following expressions shall have the following meanings:

- 2.1. "Jew" "Jews" and "Jewish" shall mean or define persons recognised as such by the Rabbinic Court promoted by the Movement (hereinafter referred to as "the Beit Din").
- 2.2. "Constituent" shall mean any congregation of Jews which is a Member of the Movement at the date of the adoption of this Constitution or is admitted to Membership of the Movement pursuant to Clause 10.1 hereof and remains as such.
- 2.3. "Non-metropolitan" shall mean situated beyond the circumference of the M25 motorway.
- 2.4. "Full Member" shall mean a member of a Constituent entitled to vote at a General Meeting of the Constituent.
- 2.5. "Associate Congregation" shall mean a group of Jews which has been admitted to associate status by Council at the date of the adoption of this Constitution or is admitted to associate status pursuant to Clause 10.2 hereof and remains as such.
- 2.6. "Northern Region" and "Southern Region" shall mean the respective northern and southern groupings of Constituents.
- 2.7. "Council" shall mean the body of persons constituted from time to time pursuant to Clause 12.1 hereof.
- 2.8. "Board" shall mean the body of persons constituted from time to time pursuant to Clause 15.1 hereof.
- 2.9. "Executive Director" and "Head of the Movement" shall mean the persons designated as such pursuant to Clause 22.3 hereof.
- 2.10. Any expression in the masculine gender shall be deemed to include the feminine gender and the singular shall be deemed to include the plural and vice versa.

3. Objects

The objects of the Movement are to promote and foster Judaism and to promote any charitable purpose calculated to further the welfare of the Jewish people in the UK, in Israel or elsewhere in the world.

4. Powers

In furtherance of the foregoing objects but not otherwise the Movement shall have the following powers to:

- 4.1 promote the interpretation of Jewish teaching and practice in relation to contemporary life,
- 4.2 promote and co-ordinate the education and religious instruction of Jews,
- 4.3 promote and co-ordinate the spiritual life and general welfare of Jewish Youth and encourage co-ordinate Youth Organisations among Constituents,
- 4.4 promote and assist in the establishment and nurturing of congregations of Jews,
- 4.5 assist in the exploration of, or initiation of, other forms of Jewish religious community,
- 4.6 promote the Leo Baeck College, and/or other institutions for the study of Judaism and the training of rabbis, teachers, staff and voluntary leaders,
- 4.7 promote the Beit Din to whom the Movement shall refer (*inter alia*) all questions relating to the Jewish status of members and prospective members of Constituents and Associate Congregations,
- 4.8 promote the Rabbinic Association known as the Assembly of Reform Rabbis UK to which the Movement shall refer for guidance on matters relating to the practice of Judaism,
- 4.9 publish and/or revise prayer books, liturgical writings and literature on subjects of Jewish interest,
- 4.10 promote burial and cremation schemes for Constituents and Associate Congregations,
- 4.11 promote and nurture Jewish cultural and welfare activities,
- 4.12 participate in the work of the wider Jewish community,
- 4.13 foster greater understanding among Jews,
- 4.14 foster greater understanding between Jews and non-Jews,
- 4.15 apply for membership of, or affiliation to, or representation on, such organisations as the Movement shall from time to time decide,
- 4.16 so far as the Movement has power hereunder, dissolve or withdraw support from any body or organisation created or promoted under the powers hereinbefore contained,
- 4.17 do such other things, consistent with its status as a Charity, as may be conducive to the achievement of its objects.

5. General Meetings

The sovereign body of the Movement shall be the Movement in General Meeting, which expression shall comprise Annual General Meetings and Extraordinary General Meetings.

6. Representation at AGMS and EGMS

6.1 Subject to Clause 10.3 those entitled to attend and vote at any General Meeting shall comprise the following:

- 6.1.1 delegates of the Constituents as provided in Clause 7;
- 6.1.2 all members of the Board,
- 6.1.3. the President and Vice-Presidents,
- 6.1.4. two representatives of the Assembly of Reform Rabbis UK,
- 6.1.5. two representatives of each of the senior, middle and junior sections of the Reform Synagogue, Youth-Netzer (RSY-Netzer),
- 6.1.6. two representatives of each Associate Congregation,
- 6.1.7. two representatives of Leo Baeck College,
- 6.1.8. two representatives of Akiva School, Clore Tikva School, Clore Shalom School and JCoSS,
- 6.1.9. such representatives as may be admitted pursuant to Clause 10.3.
- 6.2. The elected representatives of the Movement on the Board of Deputies of British Jews may attend and speak but not in that capacity vote at General Meetings.

7. Delegates at General Meeting

- 7.1. Each Constituent shall be entitled to be represented by voting delegates at General Meetings (based upon the total number of Full Members of the Constituent in accordance with the last membership certificate received in accordance with Clause 23.3) as follows:
Two delegates for the first 300 Full Members or part thereof; thereafter one extra delegate for every 200 Full Members or part thereof up to a total of 1900 Full Members; thereafter one extra delegate for every 500 Full Members or part thereof.
- 7.2. Any such Delegate shall be a Full Member of, or a rabbi of, or official of the Constituent he represents.
- 7.3. The Quorum for a General Meeting shall be thirty delegates of Constituents present and representing not less than one-third of the number of Constituents.

8. Annual General Meeting

In each calendar year there shall be held an Annual General Meeting which shall be held at such time and place as the Council shall accept and of which not less than 28 days' notice in writing shall be given to every Constituent. The business of the Annual General Meeting shall be:-

- 8.1. To receive the Report of the Chair of the Movement and such other reports as Council or the Board may propose.
- 8.2. To consider:
 - 8.2.1. the method of implementing any Resolutions previously submitted to Council at least 7 days before the first Council Meeting in each Calendar Year and passed at the next following Council Meeting and proposed by one or more of the following: Board, Council, Constituents, Assembly of Reform Rabbis UK, the Movement for Reform Judaism, RSY-Netzer. Any Resolutions to be proposed by any Constituent shall be submitted in writing at least seven days prior to the first Council Meeting in each calendar year to the Executive Director, accompanied by a Certificate signed by the Chair or Secretary of that Constituent that it is a Resolution of the Council of that Constituent,
 - 8.2.2. such other business as may be proposed by the Council at the Council Meeting referred to in Clause 14.2,
 - 8.2.3. Communal Resolutions being Resolutions proposed by the Board expressing views about matters of general public interest to the Movement or the Jewish community.
- 8.3. If thought fit, to adopt the Treasurer's Report, the Audited Accounts and the Forecast for the financial year.
- 8.4. To elect:
 - 8.4.1. the Chair, two Treasurers and one Vice-Chair,
 - 8.4.2. Up to six additional Board members of whom one shall be a member of a constituent within the Northern Region,
 - 8.4.3. any President or Vice-President.
- 8.5. To appoint an Auditor.
- 8.6. To consider any other business which may be admitted at the sole discretion of the Chair of the Meeting.

9. Extraordinary General Meeting

- 9.1. An Extraordinary General Meeting shall be convened by the Executive Director on the resolution of the Board or Council or within twenty-eight days of receipt by him of a requisition in writing from the respective Chairs of the Councils or other Governing Bodies of five Constituents whose respective Councils or Governing Bodies shall have so previously resolved.
- 9.2. Not less than 14 days' notice in writing of an Extraordinary General Meeting shall be given to every Constituent and such notice shall state the business to be conducted at such Meeting and no other business shall be conducted at the Meeting SAVE THAT in an emergency the Chair or a Vice-Chair may give shorter notice than that provided herein.

10. Admission of Constituents, Associate Congregations and Other Bodies

- 10.1. If Council shall so recommend the Annual General Meeting may, at its discretion, admit as a Constituent any congregation of Jews which has satisfied the Council that it follows aims and objects consistent with those of the Movement, conducts regular religious services, provides facilities for religious education, accepts as binding the rulings of the Beit Din on matters of Jewish status and is willing to be bound by the Constitution of the Movement.
- 10.2. Council shall have the power to confer the status of Associate Congregation upon any group of Jews having first satisfied itself that the objectives of such group are consistent with those of the Movement. Provided always that the group accepts as binding the rulings of the Beit Din on matters of Jewish status and agrees to conform with such further terms and conditions as Council shall consider appropriate.
- 10.3. If Council shall so recommend, the Annual General Meeting shall have power to admit into association with the Movement any Jewish non-synagogal body or organisation whose objects are compatible with those of the Movement on such terms, including rights to representation and voting at General Meetings and Council Meetings as that Annual General Meeting in its absolute discretion shall decide or as may subsequently be altered at a General Meeting provided that under no circumstances shall any such non-synagogal body or organisation have any right to vote on any matters relating to Assessment (as defined in Clause 23.1 hereof) or any financial matter.

11. Council - Powers

- 11.1. Council may exercise all the powers which are exercisable by the Movement other than:
 - 11.1.1. those powers which are expressly required by law or by this Constitution to be exercised only in General Meeting and
 - 11.1.2. the powers of management conferred on the Board hereunder.

12. Council - Voting

- 12.1. Subject to Clause 10.3 those entitled to attend and vote at Council shall comprise the following:-
 - 12.1.1. all members of the Board,
 - 12.1.2. the President and Vice-Presidents,
 - 12.1.3. delegates of Constituents being two members to represent the first 500 of its full members or part thereof, at least one of whom shall be an Honorary Officer of the Constituent, and one further member to represent each further 500 or part thereof of its full members,
 - 12.1.4. two representatives of the Assembly of Reform Rabbis UK,
 - 12.1.5. one representative of each of the senior, middle and junior sections of RSY-Netzer,
 - 12.1.6. such persons as may be co-opted by Council,
 - 12.1.7. two representatives of Leo Baeck College,
 - 12.1.8. two representatives of Akiva School, Clore Tikva School, Clore Shalom School and JCoSS,
 - 12.1.9. two representatives of each Associate Congregation,
 - 12.1.10. representatives of bodies or organisations admitted into association pursuant to Clause 10.3 (whose right to vote shall follow the terms as herein prescribed).
- 12.2. Those elected to represent the Movement at the Board of Deputies of British Jews may attend and speak but not in that capacity vote at Council Meetings.

13. Nomination of Council Representatives

- 13.1. Each Constituent or other organisation entitled under Clause 12 to be represented at Council shall nominate members to represent it there from time to time in accordance with the said Clause.
- 13.2. A Constituent or organisation shall notify the Executive Director in writing, within fourteen days of the nomination as aforesaid of the name of all its delegates or representatives and until such written notice shall have been received by the Executive Director, such person or persons shall not be entitled to vote at Council Meetings.

14. Council Meetings

- 14.1. The Council shall be convened three times a year (hereinafter referred to as "regular Council Meetings") at such times and places as shall be determined by the Board. Additional Extraordinary Meetings of the Council may be convened by the Board or within twenty eight days of receipt by the Executive Director of a requisition in writing from the respective Chairs of the Councils or other Governing Bodies of five Constituents whose respective Councils or Governing Bodies shall have so previously resolved.
- 14.2. At the regular Council Meeting held last before the Annual General Meeting, Council shall:
- 14.2.1. if it so determines, nominate for election at the ensuing Annual General Meeting persons for election to the office of President or Vice-President pursuant to Clauses 20.1 and 20.2,
- 14.2.2. in any year in which elections are to be held for the Board of Deputies, elect the representatives of the Movement at the Board of Deputies.
- 14.2.3. if thought fit, to adopt the Budget for the then current financial year.
- 14.3. The quorum for a meeting of the Council shall be thirty delegates of Constituents present and representing not less than one-third of the number of Constituents.
- 14.4. A delegate of a Constituent shall be entitled to reimbursement of such sums by way of travel expenses in excess of an amount to be fixed by Council from time to time as, in the opinion of the Treasurer it shall be reasonable to claim.

15. The Board

- The members of the Board entitled to vote will be Trustees of the Charity within the meaning of the Charities Act 1993 and will exercise their duties and functions accordingly.
- 15.1. The Board shall comprise:-
- 15.1.1. the persons elected pursuant to Clauses 8.4.1 and 8.4.2,
- 15.1.2. Chair of the Reform Foundation Trust,
- 15.1.3. Chair of the Assembly of Reform Rabbis UK who shall also be a Vice-Chair in addition to the Vice-Chair elected pursuant to the provisions of Clause 8.4.1,
- 15.1.4. the Executive Director and the Head of the Movement, who shall be entitled to attend and speak but not vote at meetings of the Board.
- 15.2. The immediate past Chair of the Movement may be co-opted to the Board during the year following his retirement from that office until the termination of the next ensuing Annual General Meeting.
- 15.3. Not more than three voting members of the Board shall be members of the same Constituent.
- 15.4. The Chair will, if present, preside at its meetings' in his absence a Vice-Chair shall act in his stead. Five members of the Board of those referred to in Clause 15.1, shall form a quorum of whom at least one must be the Chair or a Vice-Chair.
- 15.5. The Board shall meet not less than four times a year.

16. Board Vacancies

- 16.1. Subject to the restrictions in Clause 15.3 the Council shall at any time be entitled to elect a person or persons nominated by any Constituent to fill any vacancies that may occur among the members of the Board elected pursuant to Clauses 8.4.1 and 8.4.2 until the termination of the next ensuing Annual General Meeting.
- 16.2. Twenty eight days notice of an election by Council to the Board to fill any vacancy referred to in Clause 16.1 shall be given to every Constituent and nominations for such vacancy shall be received by the Executive Director not less than seven days prior to such election.

17. Operational Structure

The Board shall establish, with the approval of Council such subordinate operational structures, including sub-Boards, committees, and working groups as it considers appropriate for carrying out its functions.

18. Conduct of General Meetings and Council

- 18.1. All General Meetings and Council Meetings shall be convened by circular from or on behalf of, the Executive Director or, in his absence by the Chair or one of the Vice-Chairs which shall state the business to be conducted thereat. The circular shall be dispatched at least twenty-one days (except in case of emergency or as otherwise herein expressly provided) before the day appointed for the Meeting to the Honorary or other the Secretary of each Constituent and organisations eligible to be represented at such Meeting.

- 18.2. If within half-an-hour from the time appointed for the commencement of a Meeting or at any time during a Meeting a quorum is not present, the Meeting, if requisitioned in writing pursuant to Clause 9.1, shall be dissolved. Otherwise the Meeting shall continue but all Resolutions passed and decisions made when no quorum was present shall require ratification by the Council at its Meeting next following the Meeting at which the quorum was not present.
- 18.3. All General Meetings or Council Meetings shall be by individuals voting in person and not by Constituents.
- 18.4. Subject to Clauses 18.5, 24.1 and 29, at any Meeting a Resolution duly proposed and seconded and put to the vote of the Meeting shall be decided by a simple majority of those present and entitled to vote on a show of hands unless a ballot is demanded by the Chair of the Meeting or by at least five delegates present. In the case of an equality of votes the Chair of the Meeting shall have a second or casting vote. No Resolution shall be proposed and seconded by persons representing the same body.
- 18.5. The Chair or, in his absence, one of the Vice-Chairs shall take the Chair at all General Meetings and Council Meetings.

19. Minutes

The Executive Director shall cause sufficient Minutes to be kept of General Meetings, Council Meetings and Meetings of the Board.

20. Presidents and Vice-Presidents

- 20.1. The Council may nominate a person for election to the office of President of the Movement. The President so nominated may be elected only at an Annual General Meeting and shall be elected for a term of three years and shall be eligible for re-election thereafter.
- 20.2. The Council may nominate and, at the next Annual General Meeting there may be elected, not more than two Vice-Presidents provided that:
- (a) Not more than five Vice-Presidents shall hold office at any one time.
 - (b) The Vice-Presidents shall be elected for a term of six years and shall not be eligible for re-election to that office.

21. Election of the Board

- 21.1. The members of the Board referred to in Clauses 8.4.1 and 8.4.2 shall be elected from persons previously nominated by Constituents and shall serve in their respective capacities until the termination of the next ensuing Annual General Meeting but shall, subject as hereinafter mentioned, be eligible for re-election.
- 21.2. Any person nominated shall:
- 21.2.1. be nominated in one capacity only, and
 - 21.2.2. be a full member of a Constituent,
 - 21.2.3. not serve in the same capacity for more than three consecutive years save in the case of a person elected pursuant to Clause 8.4.2 who shall be eligible to serve for a period of six consecutive years following such election.
- 21.3. Nominations for the election under Clause 21.1 must be received by the Executive Director not later than fourteen days before the commencement of the Meeting at which the election is to take place and the Executive Director shall not later than nine days prior to such meeting dispatch to all Constituents the notice in writing of all nominations so received.
- 21.4. If no nominations are duly received of persons to serve in any particular capacity the retiring Board shall be entitled at any time prior to the meeting at which the elections are to be held to nominate for election persons who have indicated their willingness to serve in any such particular capacity and this power shall be limited to filling not more than four such vacancies in any one year.
- 21.5. No person shall be an elected member of the Board for more than twelve consecutive years unless immediately following such period he be elected Chair of the Movement.

22. Staff

- 22.1. The Movement may employ such staff as are necessary for the pursuit of its objects and make all reasonable and necessary provision for the payment of pensions and superannuation in respect of persons who are or were at any time members of the staff or their dependants, provided that no such persons shall be entitled to vote at meetings of the Board.
- 22.2. The powers of the Movement in relation to the employment of staff and the determination of their remuneration and duties shall be exercised by the Board, save that in the cases of the Executive Director and the Head of the Movement any appointment or dismissal shall be subject to prior approval and confirmation by Council.

- 22.3. The duties and functions of the Executive Director and the Head of the Movement, who shall be the principal executive officers of the Movement, shall be carried out under the direction of the Board.
- 22.4. Any notification required to be served hereunder by or on behalf of the Executive Director shall be deemed to have been properly served if the notification is signed by the Executive Director or a person authorised thereunto and is sent by ordinary or electronic mail (or by such other method as may be approved by the Board) as would in the ordinary course ensure receipt of the notification by the recipient within two working days of despatch.

23. Assessment of Constituents

- 23.1. Each Constituent shall (subject to the provisions of Clause 23.4) contribute annually to the funds of the Movement such amount (hereinafter referred to as "an assessment") calculated in such manner as may be determined from time to time by the Movement in General Meeting.
- 23.2. Each Constituent shall submit a copy of its last audited accounts immediately following their adoption by the Constituent to the Treasurer.
- 23.3. Each Constituent shall at the same time submit to the Treasurer a membership certificate signed by the Chair or Honorary Treasurer of the Constituent certifying the number of full members of the Constituent at the date of the Constituent's audited accounts.
- 23.4. If any Constituent shall fail to submit the said accounts and membership certificate to the Treasurer within one calendar month after the date of the Annual General Meeting of the Constituent, the Treasurer shall be entitled to estimate the assessment of the Constituent and such estimate shall be binding on the Constituent and on the Movement until the said accounts and membership certificate shall have been received as aforesaid.
- 23.5. Council shall have the power to admit or to allow to continue as a Constituent on any terms it may think fit and proper any Constituent which in the opinion of the Council is unable to pay its assessment and shall have power to enter into such arrangements as it thinks fit with any such Constituent for the payment or remission of arrears of contributions.
- 23.6. The financial year of the Movement shall unless otherwise determined by a General Meeting commence on the 1st January in each year and all assessments shall be deemed to be due on that date in each year in advance notwithstanding that the audited accounts shall not be available until a later date and the Treasurer shall be entitled to send an invoice demanding payment on account of any assessment.
- 23.7. Subject to the provisions of Clause 23.5 if any Constituent shall not have paid its assessment for any year on or before the expiry of two years from the date when it became due hereunder, that Constituent's membership of the Movement shall cease at the end of the first subsequent regular Council Meeting.

24. Power of Expulsion

- 24.1. Any Constituent may be deprived of membership by resolution passed by not less than three-quarters of those present and entitled to vote at General Meetings. Provided that prior written notice of the resolution has been given to the Constituent and provided further that when such resolution shall be put to the General Meeting the Constituent concerned shall be entitled to be heard by and make any representations to the General Meeting.
- 24.2. Any Associate Congregation or other associated or affiliated body or organisation may be deprived of associate status by a resolution of Council passed by not less than three-quarters of those present and entitled to vote. Provided that prior written notice of the resolution has been given to the body concerned and provided further that when such resolution shall be put to Council the body concerned shall be entitled to be heard by and make any representations to Council.

25. Financial Control

- 25.1. Subject to the provisions of any Trust Deed or to the terms upon which any specific funds shall be held and to Clause 25.2, the Treasurer shall exercise control over all the uninvested monies of the Movement and shall keep the banking account or accounts of the Movement at such bank or banks as shall be authorised by the Board.
- 25.2. The funds of the Movement not required for immediate application shall be invested in such manner as the Board shall from time to time determine.

26. Expenditure and Accounts

- 26.1. The Treasurer may without the approval of the Board pay fixed salaries, rents and other usual outgoings of the Movement and such grants or expenditure on contingencies as may be included in the budget for the then current financial year or authorised by a General Meeting. The Treasurer may with the approval of the Board make additional grants and incur further expenditure in excess of the specific sums budgeted or otherwise approved in General Meetings as aforesaid but not exceeding in the aggregate 2½% of the budgeted income in any financial year of the Movement.
- 26.2. The Treasurer shall present to the Council Meeting referred to in Clause 14.2, a written report on the financial affairs during the preceding financial year of the Movement. There shall be presented with such report drafts of Income and Expenditure Accounts, Balance Sheet, Budget for the then current financial year and a Forecast for the next ensuing financial year.
- 26.3. A copy of the audited Accounts, Budget, Forecast and written report shall be sent to each Constituent at least fourteen days prior to the Annual General Meeting.
- 26.4. The accounts of the Movement shall be audited by a person eligible for appointment as a Company Auditor pursuant to Section 25(1) of the Companies Act 1985 to audit Limited Company Accounts and who shall be appointed at the previous Annual General Meeting and be paid such remuneration as shall be fixed by the Board.
- 26.5. Without prejudice to the respective responsibilities of the Treasurer and the Board, Council may establish a Finance Advisory Committee to advise the Treasurer and the Board as regards any financial matters which fall for consideration by Council or General Meeting. The composition of the Finance Advisory Committee, which shall include representation from the larger and smaller synagogues, shall be determined by Council.

27. Trust Funds and Custodian Trustees

- 27.1. All investments, securities, legacies and property (whether real or personal) from time to time of the Movement which shall be of a capital nature (collectively called "the Trust Funds") shall be vested in Custodian Trustees appointed from time to time by Council.
- 27.2. The Custodian Trustees shall be:
 - 27.2.1. not less than two nor more than four persons being individuals of whom any two shall be entitled to act in the name of the Custodian Trustees or
 - 27.2.2. a Trust Corporation.
- 27.3. If any dispute or doubt shall arise as to whether any item is of a capital or income nature and ought to be vested as aforesaid the same shall be conclusively determined by the Treasurer after written advice from the Auditor.
- 27.4. In the case of the death, resignation, incapacity or residence abroad of any Custodian Trustee, or if the Council shall in its absolute discretion consider any Custodian Trustee to be unsuitable to continue in the Office of Custodian Trustee, a new Custodian Trustee may be appointed by the Council in place of such Custodian Trustee.
- 27.5. The Custodian Trustees shall be authorised to invest the Trust Funds only in such investments as the Board shall from time to time direct provided nevertheless that the Custodian Trustees shall if so directed by the Board utilise the Trust Funds in the acquisition of freehold or leasehold property or any interest therein or for the erection of or carrying out of works to such property and the equipping and furnishing thereof and provided further that if so directed by the Board the Custodian Trustees shall make loans with or without interest and with or without security to or for the benefit of any Synagogue or congregation of Jews.
- 27.6. The Custodian Trustees shall execute a Declaration of Trust in favour of the Movement in respect of any freehold or leasehold property or any interest therein which shall be vested in the names of the Custodian Trustees; subject thereto the Custodian Trustees shall have the right of absolute owners in respect of any freehold or leasehold property or any interest therein vested in them but without power to grant any mortgage or charge or lease or tenancy or to accept any surrender without the direction of the Board.
- 27.7. The Custodian Trustees shall not exercise any rights in regard to the Trust Funds or the securities property or investments representing the same other than in accordance with a written direction of the Board which the Custodian Trustees shall then carry out.
- 27.8. The Custodian Trustees shall be entitled to rely on and shall not incur any liability for acting upon any written communication purporting to be a direction of the Board if the same is or purports to be signed by the Chair or a Vice-Chair and by one other member of the Board referred to in Clause 15.1 and the Custodian Trustees shall not be concerned to see that the Board or its officers are properly appointed or as to the regularity of the proceedings of the Board.

- 27.9. The Board may borrow money for any purpose within the objects of the Movement and subject to the prior approval of Council may authorise the Custodian Trustees to charge such of the property of the Movement as may be deemed to be necessary to secure repayment of the money so borrowed and the payment of interest thereon.
- 27.10. The powers of the Board to borrow money or to instruct or authorise the Custodian Trustees to act under the foregoing provisions shall be subject to any directions which may be given by Council to the Board as to the exercise of such powers.

28. Indemnities and Insurance

Subject to any restrictions which may be imposed by law, the Movement shall be empowered to grant indemnities and to pay out of the funds of the Movement the cost of any personal indemnity insurance for the benefit of members of the Board, employees, and other persons acting in good faith (whether voluntary or for payment) in connection with the affairs of the Movement. Provided that any such insurance shall not extend to:

- 28.1. any claim arising from any act or omission which:
- 28.1.1. the Trustees knew to be a breach of trust or breach of duty; or
- 28.1.2. was committed by the Trustees in reckless disregard of whether it was a breach of trust or breach of duty or not; and
- 28.2 the costs of an unsuccessful defence to a criminal prosecution brought against the Trustees in their capacity as Trustees of the Charity.

29. Alterations, Additions and Amendments

The provisions of this Constitution may be repealed altered or added to from time to time by a resolution passed at a General Meeting by a majority not less than three-quarters of those present and entitled to vote at such General Meetings. No resolution which may alter or amend any provision of this Constitution for the time being shall be passed which would enable funds or other property of the Movement to be applied for purposes not charitable under English Law.

30. Representation on Trusts and Outside Bodies

The Council shall from time to time appoint or elect, in accordance with such procedures as it shall determine and as may be consistent with the rules of the organisation concerned, such persons as may be required to serve as representatives of the Movement on any Charitable Trust or other bodies on which the Movement may be entitled to representation.