

***Constitution***

***of***  
***LJS***

***The Liberal Jewish Synagogue***

***Adopted 26th October 1994***

***Amended 2nd June 1995***

***ק'ק לב חדש***

CONSTITUTION

OF

THE LIBERAL JEWISH SYNAGOGUE

Adopted Twenty Sixth day of October 1994

Amended Twenty Second day of June 1995

NAME

1. The name of the Synagogue is 'The Liberal Jewish Synagogue' ("the Synagogue").

PURPOSES

- 2.1 The purposes for which the Synagogue is established are:-
  - (a) To advance religion by teaching and practising the beliefs and practices of Liberal Judaism.
  - (b) To provide religious education for children and adults and to provide facilities and teaching leading to Kabbalat Torah (Confirmation)
  - (c) To provide and maintain a place for public religious worship and to provide, arrange and conduct religious services.
  - (d) To provide facilities for the solemnisation of marriages and for burials and cremations.
  - (e) To undertake such other religious educational recreational and charitable activities as the Council may decide.

- 2.2 The Synagogue may do anything else which is necessary in order to advance the above purposes.

#### ADMINISTRATION

- 3.1 The Synagogue and its property and assets will be administered and managed by the Council.
- 3.2 The Council is constituted by clause 12 of this constitution.
- 3.3 Administration and management must comply with this constitution.

#### POWERS

4. The Council may exercise the following powers (but only in furtherance of the purposes of the Synagogue):-
- 4.1 power to raise funds and receive contributions. This power cannot be exercised by undertaking substantial permanent trading activities;
- 4.2 power to buy property and assets;
- 4.3 power to lease or rent property or assets;
- 4.4 power to exchange property or assets;
- 4.5 power to maintain and equip property and assets
- 4.6 power to dispose of any part of the property or assets of the Synagogue. A disposal may take the form of a sale or a lease or any other form;
- 4.7 power to borrow money and to charge the property of the Synagogue (or any part of it) with repayment of the loan;

- 4.8 power to employ Rabbis on whatever terms the Council thinks fit;
- 4.9 power to employ staff on whatever terms the Council thinks fit (except that no staff member may be a member of Council)
- 4.10 power to pay pensions and superannuation for Rabbis, staff and their dependents.
- 4.11 power to invest any funds of the Synagogue in real or personal property or in any investment which could be made by a private individual investing his or her own money;
- 4.12 power to co-operate with other charities and voluntary bodies pursuing similar purposes and to exchange information and advice with them;
- 4.13 power to establish or support any charitable trust, association or institution pursuing similar purposes;
- 4.14 power to appoint and constitute advisory committees;
- 4.15 power to do anything else in order to achieve the purposes of the Synagogue.

#### MEMBERS

- 5.1 A person is eligible for membership of the Synagogue if he or she:
  - (a) is a person of the Jewish Faith as recognised by the Jewish status definitions of the Union of Liberal and Progressive Synagogues; and
  - (b) is fifteen years old or more

- 5.2 A person eligible for membership of the Synagogue may apply to the Council for membership. If the Council approves the application, that person will become a Member of the Synagogue
- 5.3 The Council may from time to time determine different categories of membership.
- 5.4 The Council may from time to time determine:
- (a) what annual subscription (if any) a Member shall pay to the Synagogue
  - (b) whether Members should pay a minimum subscription and if so what that minimum should be
  - (c) whether different subscription rates should apply to different categories of Member
  - (d) whether any subscription should be waived or reduced either in the case of a particular Member or in the case of a category of Members
- 5.5 The Council may for good reason terminate the membership of any Member but before a final decision is made, the Council must allow the Member to be heard by the Council or its nominees.
- 5.6 If a Member fails to pay the minimum subscription within three months from when it is due, the Council may either
- (a) suspend that Member from membership or
  - (b) treat that Member as having resigned from membership of the Synagogue.

But before doing so, the Council must make reasonable efforts to ensure that the Member in question has had an opportunity to pay any amount owing.

#### FRIENDS OF THE SYNAGOGUE

- 6.1 A person who is fifteen years old or more may apply to the Council to become a Friend of the Synagogue. If the Council approve the application that person shall become a Friend of the Synagogue.
- 6.2 The Council may from time to time determine different categories of Friends
- 6.3 The Council may from time to time determine what annual subscription (if any) a Friend should pay to the Synagogue. Different subscription rates may apply to different categories of Friends.
- 6.4 The rights of Friends shall be determined by the Council. Different categories of Friend may have different rights

#### PRESIDENT

- 7.1 The Members may elect a President of the Synagogue. Any election will take place at the annual general meeting of the Synagogue.
- 7.2 A person elected as President will hold the office for one year only, but is then eligible for re-election each year for a total consecutive period not exceeding six years. Where a person is elected under Clause 7.3, a period of office between the Extraordinary General Meeting at which he or she was elected and the following annual general meeting does not count towards the period of six years.

- 7.3 A vacancy in the office of President may be filled by the Members at an Extraordinary General Meeting. The person elected at that meeting will hold the office until the next annual general meeting but is then eligible for re-election.
- 7.4 Having held office for six years in all, no person is eligible for re-election as President until six years have elapsed from the last day of holding that office.

#### CHAIRMAN

8. The Council will elect one of their number to chair their meetings ("the Chairman"). The person so elected will hold that office for three years only and is then eligible for re-election for a further period of three years. Once a person has held that office for a continuous period of six years, that person is not eligible for further re-election until six years have elapsed from the date when he or she ceased to hold it. Where a person is elected chairman at any meeting of the Council, but not the first meeting following an annual general meeting, then the period between

- (a) the meeting of the Council at which that person was elected Chairman and
- (b) the next annual general meeting does not count towards the Chairman's period of office.

#### TREASURERS

9. The Council will elect one or more members of the Council to be Honorary Treasurers of the Synagogue. The person or persons elected will hold office for three years only but will then be

eligible for re-election for successive periods of three years each.

#### OTHER OFFICERS

10. The Council may elect one or two of its members to be additional officers of the Synagogue to hold office for a period fixed by the Council, but not for more than three years. The additional officers will have titles decided by the Council.

#### RABBIS

11. The Council may appoint one or more Rabbis of the Synagogue. The salary and terms of employment of the Rabbis will be agreed between them and the Council. The Rabbis are entitled to attend but not vote at meetings of the Council.

#### COUNCIL

- 12.1 The Council shall consist of not less than ten nor more than nineteen members.
- 12.2 Only a Member of the Synagogue who is over the age of eighteen is eligible to be a member of the Council.
- 12.3 ~~At every annual general meeting of the Synagogue~~ one-third (or the number nearest to one-third) of the Council members must retire. Those who retire will be the members who have been in office longest since their last election. As between members of equal seniority the member to retire will be the eldest.
- 12.4 A retiring member of the Council is eligible for re-election.



12.5 However:-

- (a) a retiring member of Council is not eligible for re-election if that member has been a Council member for a consecutive period of six years immediately preceding his or her retirement excluding any period of co-option under Clause 12.9 and
- (b) a Member of the Synagogue who has previously been a Council member is not eligible for election until one year has passed since he or she was last a member of the Council.

12.6 Clause 12.5 does not apply to a person who is (or was immediately before his or her retirement) either:-

- (a) the Chairman or
- (b) an Honorary Treasurer or
- (c) an Officer appointed under Clause 10

12.7 At each annual general meeting the Members will elect Members to the Council. Candidates for election are:-

- (a) those retiring members of the Council who are eligible for re-election and are willing to stand for election;
- (b) other Members of the Synagogue who have given the Council not less than 21 clear days' written notice of their wish to stand for election.

12.8 A person who wishes to stand for election to the Council except a retiring member of Council

standing for re-election must be proposed by a Member and seconded by Members or Friends of the Synagogue. Nominations for election must be in writing and must be delivered to the Council at least 21 clear days before the annual general meeting. If nominations exceed vacancies, election will be by ballot.

12.9 The Council may co-opt any Member of the Synagogue to fill a casual vacancy. A person who is a co-opted member of the Council will hold office until the next Annual General Meeting.

12.10 The proceedings of the Council are not invalidated by:-

(a) any vacancy;

(b) any procedural defect in the election of a Council member; or

(c) any member being ineligible for election.

12.11 (a) the Chairman and the Treasurers and any person elected by the Council under Clause 10 are the Honorary Officers of the Synagogue and they are empowered to deal with all day to day administration on behalf of the Council;

(b) the Honorary Officers will report to the Council regularly and will comply with any directions of the Council.

#### TERMINATION OF MEMBERSHIP OF THE COUNCIL

13. A person stops being a member of the Council if he or she:-

- (1) is legally disqualified from acting as a charity trustee (because of section 72 of the Charities Act 1993); or
- (2) becomes incapable of managing his or her own affairs because of mental disorder, illness or injury; or
- (3) ceases to be a Member of the Synagogue; or
- (4) resigns by giving written notice to the Council; or
- (5) is removed by resolution passed either:-
  - (a) by a majority of two-thirds of all members of the Council entitled to vote; or
  - (b) at a general meeting of the Synagogue.

#### CONFLICTS OF INTEREST

14.1 No member of the Council may:-

- (a) acquire any interest in any property or assets belonging to the Synagogue; or
- (b) receive remuneration from the Synagogue; or
- (c) have a financial interest in any contract entered into by the Council

14.2 Clause 14.1 does not prevent:-

- (a) A Council member acquiring or holding property or assets as trustee for the Synagogue; or

- (b) a professional person (for example a solicitor surveyor or accountant) from charging and being paid all usual professional charges for professional work done by him or her (or his or her firm) in a professional capacity for the Synagogue at the request of other Council members; or
- (c) a Council member receiving remuneration for teaching classes promoted by the Synagogue or providing other educational services to the Synagogue;
- (d) a Council member having a financial interest in a contract solely in the capacity of a member of the Council; or
- (e) a Council member claiming out of pocket expenses incurred on Council business.

#### MEETINGS AND PROCEEDINGS OF THE COUNCIL

15.1 The Council will hold meetings as it thinks fit. A Council meeting may be called at any time by:-

- (a) the Chairman or
- (b) any two Council members

on not less than 15 clear working days' written notice of the matters to be discussed being given to all other Council members. The notice may be distributed either by the person calling the meeting or by the Synagogue's administrative staff.

15.2 The Chairman will chair meetings of the Council. If the Chairman is absent from any meeting the Council members present must choose one of their number to chair the meeting before any other

business is transacted;

15.3 A quorum of the Council is the greater of:-

(a) one-third of the number of Council members in office; or

(b) six Council members

present at the meeting.

15.4 Every matter may be decided by a majority vote. Every Council member present at the meeting has one vote except that in case of equality of votes, the person chairing the meeting has a casting vote as well.

15.5 The Council must keep minutes of its proceedings and of the proceedings of any sub-committee. The minutes will be adequately stored.

15.6 The Council may make rules for:-

(a) the conduct of its business;

(b) the convening and conduct of its meetings;

(c) the safe keeping of documents.

The Council may alter any rule which it makes but no rule may be made which is:-

(a) illegal; or

(b) inconsistent with this constitution.

15.7 The Council may appoint one or more sub-committees for the purpose of making any inquiry or supervising or performing any function or duty

which, in the Council's opinion, would be more conveniently undertaken or carried out by a sub-committee. Subject to Clause 6.2(d) a sub-committee may consist of two or more Members (who need not be members of the Council) or Friends of the Synagogue. All proceedings and actions of any sub-committee must be fully and promptly reported to the Council.

#### RECEIPTS AND EXPENDITURE

- 16.1 The Council must operate a bank account in the name of the Synagogue at a bank of the Council's choice.
- 16.2 The funds of the Synagogue (including all donations, contributions and bequests) must be paid into that bank account. However, this does not apply to investments held by the Synagogue.
- 16.3 All cheques drawn on the Synagogue's bank account must comply with the mandate approved by the Council.
- 16.4 The Synagogue's funds may only be used in furthering its purposes.

#### PROPERTY AND ASSETS

- 17.1 The Council must appoint holding trustees to hold the property and other assets of the Synagogue. Holding trustees must be either:-
  - (a) at least three individuals holding assets in their own names or as a body corporate; or
  - (b) a corporation entitled to act as custodian trustee.

17.2 The Council must transfer to the holding trustees title to the following:-

- (a) all land held by or in trust for the Synagogue which is not vested in the Official Custodian for Charities; and
- (b) all investments held by or on behalf of the Synagogue.

17.3 Holding trustees:-

- (a) must act in accordance with the lawful directions of the Council;
- (b) may be removed by the Council if the Council so chooses; and
- (c) are not liable for the acts or omissions of the Council, provided that they have acted in accordance with the lawful directions of the Council.

17.4 If the Council has not appointed holding trustees then:-

- (a) the Council may permit any investments held by or in trust for the Synagogue to be held in the name of:-
  - (i) a clearing bank; or
  - (ii) a trust corporation; or
  - (iii) a stockbroking company which is a member of the International Stock Exchange (or a subsidiary of such company)

as nominee for the Council and

- (b) the Council may pay the nominee reasonable and proper remuneration.

#### ACCOUNTS

18. The Council must comply with its legal obligations under the Charities Act 1993 about:-

- (a) keeping accounting records for the Synagogue;
- (b) preparing annual accounts for the Synagogue;
- (c) having the accounts of the Synagogue audited or examined by an independent firm of qualified accountants;
- (d) sending copies of the accounts to the Charity Commissioners.

#### ANNUAL REPORT

19. The Council must comply with its legal obligations under the Charities Act 1993 about preparing an annual report and sending a copy of it to the Charity Commissioners.

#### ANNUAL RETURN

20. The Council must comply with its legal obligation under the Charities Act 1993 about preparing an annual return and sending a copy of it to the Charity Commissioners.

#### ANNUAL GENERAL MEETING

21.1 There must be an annual general meeting of the Synagogue.



21.2 Every annual general meeting must be called by the Council on not less than 21 days' prior written notice given to all Members and Friends of the Synagogue. All the Members and Friends of the Synagogue are entitled to attend the annual general meeting and the Members (but not the Friends) are entitled to vote at it but a member whose subscription to the Synagogue is not up to date is not entitled to vote.

21.3 The President or (in the absence of the President) the Chairman will chair all annual general meetings, but if the Chairman is not present, the persons present at the meeting must appoint one of their number to chair the meeting before any other business is transacted.

21.4 At the annual general meeting:-

- (a) the Council will present its annual report for the preceding year;
- (b) the Council will present the annual accounts for the preceding year;
- (c) the Members may elect a President of the Synagogue; and
- (d) the Members will elect members of the Council to fill any vacancies.

#### SPECIAL GENERAL MEETINGS

22.1 The Council:-

- (a) may call a special general meeting at any time; and

- (b) must call a special general meeting if requested in writing to do so by at least twenty Members.

22.2 The Council must give at least 21 days' written notice of a special general meeting to all Members and Friends of the Synagogue. The notice must state the business to be discussed at the meeting.

PROCEDURE AT ANNUAL OR SPECIAL GENERAL MEETINGS

23.1 A full record of proceedings at every general meeting must be kept.

23.2 A quorum for a general meeting is forty Members present at the meeting. If a meeting is not quorate, the person chairing it must adjourn the meeting to another date of which fresh notice must be given:-

- (a) under clause 21.2 for an annual general meeting; or

- (b) under clause 22.2 for a special general meeting.

23.3 Every Member of the Synagogue has one vote.

- (a) for the election of members of the Council a member may cast a vote in person or by post

- (b) for all other matters a member may cast a vote in person or by proxy unless the Council, when calling the meeting, give notice that proxy votes will not be accepted.

### NOTICES

24. Any notice to be served on a Member or Friend of the Synagogue may be served by any method permitted by the Charities Act 1993

### ALTERATIONS TO THE CONSTITUTION

- 25.1 No alterations may be made to the Constitution which would have the effect of making the Synagogue cease to be a charity in law.
- 25.2 No alteration may be made to Clauses 1, 2, 14, 27 or this clause without the prior written consent of the Charity Commissioners.
- 25.3 Subject to that, the Constitution may be altered by resolution passed by not less than two thirds of Members voting at a general meeting. The notice of the general meeting must include notice of the resolution and set out the terms of the proposed alteration.
- 25.4 The Council must promptly send the Charity Commissioners a copy of any alteration made to the constitution.

### EXECUTION OF DOCUMENTS

- 26 Where a document needs to be executed by or on behalf of the Synagogue, it must comply with all legal requirements (including those of the Charities Act 1993)

### DISSOLUTION

- 27.1 If the Council decide that it is necessary or advisable to dissolve the Synagogue, they must call

a special general meeting.

27.2 Not less than 21 days' written notice of the meeting must be given to all Members and Friends of the Synagogue.

27.3 The notice must state the terms of the resolution in favour of dissolution to be proposed.

27.4 All votes for or against the resolution must be made in person. Proxy votes will not be accepted.

27.5 If the resolution is carried by a two-thirds majority of those present and voting at the meeting then:-

(a) the Council must realise all the assets held by or on behalf of the Synagogue;

(b) the Council must pay all the proper debts and liabilities of the Synagogue;

(c) any surplus must be given or transferred to a charity

(i) with similar purposes to those of the Synagogue; and

(ii) chosen by the Members of the Synagogue

or failing that applied for some other charitable purpose;

(d) a copy of the final accounts of the Synagogue and of the final report of the Council must be sent to the Charity Commissioners

INTERPRETATION

- 28 Any reference to the Charities Act 1993 extends to any legislation which amends or replaces it.

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