

Harlow Jewish Community - Constitution

Date of constitution: 25th September 2019

1. Name

The name of the Charitable Incorporated Organisation ("the CIO") is the Harlow Jewish Community

2. National location of principal office

The principal office of the CIO is in England

3. Objects

To advance the Jewish faith in Essex, Hertfordshire and surrounding areas for the public benefit, mainly but not exclusively by providing regular worship and religious education.

4 Affiliations and Principles of worship

The Harlow Jewish Community shall be an affiliated Synagogue of the Movement for Reform Judaism.

- a) Divine worship shall be performed on Sabbaths and Holy days and on such other occasions as any two Honorary Officers in consultation with the Rabbi may direct or approve, in the Synagogue or such other place as the Trustees (Council) shall from time to time approve. Services may be performed in Hebrew and partly in English.
- (b) The ritual to be used in the Synagogue shall be that agreed on by the Rabbi and the Trustees (Council) and shall be in general conformity with practices of the Movement for Reform Judaism
- (c) Special services shall also be performed whenever the Trustees (Council) shall direct and on special occasions when ordered by her Majesty in Council.
- (d) The times at which all services shall be held shall be decided from time to time by the Trustees (Council) and shall be notified to the members.

5. Powers

The CIO has power to do anything which is calculated to further its object[s] or is conducive or incidental to doing so.

In particular, the CIO's powers include power to:

- (1) buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (2) employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a trustee only to the extent that it is permitted to do so by clause 6 (Benefits and payments to trustees and connected persons) and provided it complies with the conditions of those clauses;

Harlow Jewish Community - Constitution

- (3) To engage a minister of religion. A resolution passed at a General Meeting shall be required authorising the engagement of a Rabbi
- (4) 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 objects.
 - (a) A 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.
 - (b) A trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- (2) 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 trustee receiving:
 - (a) a benefit from the CIO as a beneficiary of the CIO;
 - (b) reasonable and proper remuneration for any goods or services supplied to the CIO.
- (3) Nothing in this clause shall prevent a trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

7. Benefits and payments to trustees and connected persons

(1) General provisions

- (a) Subject to (c) of this sub-clause, no trustee or connected person may receive a benefit from the CIO;
- (b) Without limitation to (a) of this sub-clause, no trustee or connected person may:
 - (i) buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;
 - (ii) sell goods, services, or any interest in land to the CIO;
 - (iii) be employed by, or receive any remuneration from, the CIO;
 - (iv) receive any other financial benefit from the CIO; and

- (c) A 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 as a beneficiary of the CIO] **OR** [provided that it is available generally to the beneficiaries of the CIO]]

In this sub-clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

- (2) In sub-clause (1) of this clause:

- (a) “the CIO” includes any company in which the CIO:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iibi) has the right to appoint one or more directors to the board of the company;
- (b) “connected person” includes any person within the definition set out in clause 30 (Interpretation).

8. Conflicts of interest and conflicts of loyalty

A trustee must:

- (1) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared; and
- (2) absent himself or herself from any discussions of the 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).

Any 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 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**

Harlow Jewish Community - Constitution

- (a) Membership of the Harlow Jewish Community is available to a person professing the Jewish Religion and evidenced to the satisfaction of Council (see section 19 for make-up of council)
- (b) Persons desiring to become members shall make application in such form as the Trustees may from time to time direct.
- (c) Membership is available on an individual Adult (i.e. 18 years and over) or family basis.
- (d) Associate membership is available to a non-Jewish persons subject to certain conditions as outlined in the list in section 10 (1) (e)
- (e) Categories of membership
 - (i) Single – Jewish Person (full member)
 - (ii) Single – non-Jewish Person currently undergoing conversion (associate)
 - (iii) Family – two Jewish people Married (full members)
 - (iv) Family – two Jewish people Civil Partnership (full members)
 - (v) Family – two Jewish people Co-habiting (full members)
 - (vi) Family – one Jewish Person (full member) one non-Jewish person (associate)
 - (vii) Family – two non-Jewish people where at least one currently undergoing conversion (associates)
- (f) All family membership include same-sex relationships
- (g) Family membership includes non-married children up to the age of 21.
- (h) Children are considered Jewish if;
 - a. Born to a Jewish Mother (or converted mother after conversion)
 - b. Born to a Jewish Father (or converted father after conversion) on the condition that they are brought up and committed to the Jewish faith to the satisfaction of the Rabbi and Trustees.
 - c. Have undergone a conversion approved by the Reform Beit Din.
 - d. Exceptions will be made should the child have received special dispensation from the Reform Beit Din
- (i) Non-Jewish Children may be associates.

(2) **Admission procedure**

The trustees:

- (i) may require applications for membership to be made in any reasonable way that they decide;

Harlow Jewish Community - Constitution

- (ii) may refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so;
- (iii) shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so, within 21 days of the decision being taken, and give the applicant the opportunity to appeal against the refusal; and
- (iii) 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) Transfer of membership

Membership of the CIO cannot be transferred to anyone else.

(4) 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.

(5) Termination of membership

- (a) Membership of the CIO comes to an end if:
 - (i) the member dies; or
 - (ii) the member sends a notice of resignation to the trustees; or
 - (ii) any sum of money owed by the member to the CIO is not paid in full within six months of its falling due; or
 - (iv) the 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.
- (b) Before the 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, her or it from membership;
 - (ii) give the member at least 21 clear days' notice in which to make representations to the trustees as to why he, she or it should not be removed from membership;
 - (iii) at a duly constituted meeting of the trustees, consider whether or not the member should be removed from membership;

Harlow Jewish Community - Constitution

- (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.

(6) Membership fees

- (a) The Trustees shall annually fix rates of subscription for membership of the Synagogue. The Council may arrange to accept from any new or existing member a subscription lower than the normal scale but (save in the case of exceptional nature) only on the terms that such reduced subscription shall be reviewed from year to year. Any reduced membership must still be sufficient to cover that element of the fees that relates to burial insurance
- (b) Subscriptions to the Synagogue are payable in advance on the first day of the month and can be paid yearly, half yearly, quarterly or monthly. No new member shall be entitled to any of the advantages of membership until the payment of the subscription due from him or her has been received.
- (c) The membership rights including burial of any member whose subscription are six months in arrear shall lapse until all accrued arrears have been paid and he or she shall be notified accordingly. On being re- instated as members, the six month waiting period before becoming entitled to Burial rights will once again apply

11. Members' decisions

(1) General provisions

Except for those decisions that must be taken in a particular way as indicated in sub-clause (3) of this clause, decisions of the members of the CIO may be taken by vote at a general meeting as provided in sub-clause (2) of this clause.

(2) Taking ordinary decisions by vote

Subject to sub-clause (3) of this clause, 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) Decisions that must be taken in a particular way

- (a) Any decision to amend this constitution must be taken in accordance with clause 28 of this constitution (Amendment of Constitution).
- (b) Any decision to wind up or dissolve the CIO must be taken in accordance with clause 29 of this constitution (Voluntary winding up or dissolution).

Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

12. General meetings of members

(1) Types of general meeting

- (a) There must be an annual general meeting (AGM) of the members of the CIO. The first AGM must be held within 18 months of the registration of the CIO, and subsequent AGMs must be held at intervals of not more than 15 months.
 - (i) To receive the report of the Council.
 - (ii) To receive the Treasurer's Report and Accounts for the previous 12 months together with the Independent Examiner's report
 - (iii) To elect the Chair, Vice-chair, Treasurer, Secretary and other Trustees (members of the Council) for the ensuing twelve months (in accordance with section 14)
 - (iv) To elect the Independent Examiner for the ensuing twelve months.
 - (v) To transact such other business of which notice has been given by the Council on the notice convening the meeting.
 - (vi) To transact such other business as any six members of the CIO may, not less than 28 days prior to the A.G.M. have requested the Trustees in writing to place on the Agenda and the nature of which shall have been communicated to the members on the notice convening the meeting.
- (b) Other general meetings of the members of the CIO may be held at any time.
- (c) All general meetings must be held in accordance with the following provisions.

(2) Calling general meetings

- (a) The trustees:
 - (i) must call the annual general meeting of the members of the CIO in accordance with sub-clause (1) of this clause, and identify it as such in the notice of the meeting; and

Harlow Jewish Community - Constitution

- (ii) may call any other general meeting of the members at any time.
- (b) The trustees must, within 21 days, call a general meeting of the members of the CIO if:
 - (i) they receive a request to do so from at least 20 members or 20% of the adult membership (excluding associates) of the CIO (whichever is the greater); and
 - (ii) 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.
- (c) Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- (d) A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- (e) Any general meeting called by the trustees at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- (f) If the trustees fail to comply with this 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.
- (g) 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.
- (h) The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the trustees to duly call the meeting, but the CIO shall be entitled to be indemnified by the trustees who were responsible for such failure.

(3) Notice of general meetings

- (a) The trustees, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members, and to any trustee of the CIO who is not a member.
- (b) If it is agreed by not less than 90% of all members (excluding associates) of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of sub-clause (3) (a) 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 2011 or by the General Regulations.
- (c) The notice of any general meeting must:
 - (i) state the time and date of the meeting:

- (ii) give the address at which the meeting is to take place;
 - (iii) 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;
 - (iv) 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
 - (v) 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_22 (Use of electronic communication), details of where the information may be found on the CIO's website.
- (d) 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.
- (e) 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.

(4) Chairing of general meetings

The person nominated as chair by the 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 chairman to preside at the meeting.

(5) Quorum at general meetings

- (a) No business may be transacted at any general meeting of the members of the CIO unless a quorum is present (or attending by proxy or via electronic connection) when the meeting starts.
- (b) Subject to the following provisions, the quorum for general meetings shall be the lesser of one third or ten members of the adult membership excluding associates.
- (c) 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.
- (d) 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

Harlow Jewish Community - Constitution

be notified to the CIO's members at least seven clear days before the date on which it will resume.

- (e) If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- (f) 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.

(6) Voting at general meetings

- (a) Any decision other than one falling within clause 11(3) (Decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member (excluding associates) has one vote.
- (b) A resolution put to the vote of a meeting shall be decided on a show of hands.
- [(c) In the event of an equality of votes, the chair of the meeting shall have a second, or casting vote.]
- (d) 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.

(7) 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.

13. Trustees

(1) Functions and duties of trustees

The 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 trustee:

- (a) 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
- (b) to exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
 - (i) any special knowledge or experience that he or she has or holds himself or herself out as having; and
 - (ii) if he or she acts as a 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.

(2) Eligibility for trusteeship

- (a) Every trustee must be a natural person.
- (a) No one may be appointed as a trustee:
 - if he or she is under the age of 16 years; or
 - 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 trustee whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the trustees decide, his or her acceptance of the office of trustee.
- (c) All of the trustees of the CIO must be 18 years of age or over.
- (d) All Trustees will serve on the synagogue council as per section 19

(3) Number of trustees

- (a) There must be at least three trustees. If the number falls below this minimum, the remaining trustee or trustees may act only to call a meeting of the trustees, or appoint a new trustee.
- (b) The maximum number of trustees is 13. The trustees may not appoint any trustee if as a result the number of trustees would exceed the maximum

(4) First trustees

The first trustees of the CIO are:

Alan Cohen
Alex Aronberg
Michal Jane Austen
Anne Neuhaus

14. Appointment of trustees

- (1) The term of office for any trustee shall three years from the date of election after which time they will retire from office.
- (2) 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 (4) of this clause;
- (3) The members or the trustees may at any time decide to appoint a new trustee, whether in place of a trustee who has retired or been removed in accordance with clause 15 (Retirement and removal of trustees), or as an additional trustee, provided that the limit specified in clause 12(3) on the number of trustees would not as a result be exceeded;
- (5) A person so appointed by the members of the CIO shall retire in accordance with the provisions of sub-clauses (1) and (2) of this clause. A person so appointed by the trustees shall retire at the conclusion of the next annual general meeting after the date of his or her appointment.

15. Information for new trustees

The trustees will make available to each new trustee, on or before his or her first appointment:

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

16. Retirement and removal of trustees

- (1) A trustee ceases to hold office if he or she:
 - (a) retires by notifying the CIO in writing (but only if enough 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 trustees from all their meetings held within a period of six months and the trustees resolve that his or her office be vacated;

- (c) dies;
 - (d) in the written opinion, given to the CIO, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
 - (e) is removed by the trustees in accordance with sub-clause (2) of this clause; or
 - (f) is disqualified from acting as a trustee by virtue of sections 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- (2) A trustee shall be removed from office if a decision to remove that trustee is proposed at a meeting of the trustees called for that purpose on at least 14 clear days' notice and at least a [two-thirds] majority of the votes cast at the meeting are in favour of removing that trustee. That trustee shall not be entitled to vote on that decision or be counted in the quorum present.
- (3) A decision to remove a trustee in accordance with this clause shall not take effect unless the individual concerned has been given at least 21 clear days' notice in writing of the proposal to remove him or her as a trustee, 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 other trustees.

17. Reappointment of trustees

Any person who retires as a trustee after three years of service or by giving notice to the CIO is eligible for reappointment for a further two terms, (i.e. a maximum of 9 years consecutively).

18. Taking of decisions by trustees

Any decision may be taken either:

- at a meeting of the trustees; or
- by resolution in writing or electronic form agreed by all of the trustees, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the trustees has signified their agreement. Such a resolution shall be effective provided that
 - a copy of the proposed resolution has been sent, at or as near as reasonably practicable to the same time, to all of the trustees; and
 - the majority of all of the trustees has signified agreement to the resolution in a document or documents which has or have been authenticated by

their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the trustees have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve [within 28 days of the circulation date].

19. Delegation by trustees

- (1) The 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 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 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 trustee;
 - (b) the acts and proceedings of any committee must be brought to the attention of the trustees as a whole as soon as is reasonably practicable; and
 - (c) the trustees shall from time to time review the arrangements which they have made for the delegation of their powers.

20. Meetings and proceedings of trustees (otherwise known as synagogue Council)

(1) Synagogue Council Make-up

The Management and affairs of the Synagogue shall be vested in a Council consisting of

- a) The Honorary Officers and other trustees as elected at the AGM of the CIO and/or in accordance with section 14.
 - b) The Honorary President and Vice-Presidents.
 - c) The Rabbi (non-voting member)
- (2) The Council shall have power to co-opt not more than five additional members and to fill casual vacancies.
 - (3) The Council shall meet at least once every two months and at such other times as deemed necessary by the Chair. Its meetings shall be convened by the Secretary acting on the instruction of the Chairman by each member of the Council being notified at least seven days beforehand: but in the case of an emergency a Council meeting may with the sanction of the Chair, be summoned at shorter notice.

Harlow Jewish Community - Constitution

- (4) A meeting of the Council shall also be called within not less than fourteen nor more than twenty eight days upon the request of not less than three members of the Council who shall state in writing to the Secretary the matter or matters they wish to be dealt with at such a meeting and the notice of the meeting shall state such matter(s)
- (5) The accidental omission to give notice of a meeting to any member of the Council shall not invalidate any resolution passed at that meeting.
- (6) The quorum for a meeting of the Council shall be six members present or attending via electronic means.
- (7) The Council shall cause minutes of the meetings to be recorded and kept
- (8) The Council may appoint a paid Secretary, who shall not be trustee
- (9) Questions arising at a meeting shall be decided by a majority of those eligible to vote. In the event of a casting vote being required, the Chair shall cast the vote in favour of the status quo” which means that no significant change can happen with such a split Council

21. Honorary President and Life President

The Synagogue may, on the nomination by the Council, elect at a General Meeting an Honorary Life President and one or more Honorary Vice-Presidents. Vice-Presidents shall remain in office for five years and be eligible for re-election. Honorary Officers are automatically vacated on the death of the holder or resignation from the Synagogue as a member. A replacement officer may be elected by the Council.

22. Marriages Confirmations Deaths and Burials

- (1) The Council may from time to time make regulations concerning the conditions to be observed and fees to be paid in connection with Marriages in the Synagogue and in the absence of such regulations the laws and practices of the Movement for Reform Judaism shall be observed.
- (2) All certificates and registers relating to marriage shall be held by a Marriage Secretary appointed by the trustees.
- (3) The Council may from time to time in consultation with the Rabbi, make regulations with regard to the conditions to be observed in connection with the Bar/Batmitzvah of children
- (4) Every member including associates and children under the age of 21 (if covered by their parent's membership) will automatically, after six months from joining the Synagogue become full members of Jewish Joint Burial Society (JJBS). Members transferring from other Synagogues in the same Burial scheme will bring with them their original acceptance date. All members over the age of 50

Harlow Jewish Community - Constitution

at the time of joining, or such age as determined by the Burial scheme, will pay an additional late entry fee to the amount determined by JJBS

- (5) The Council may from time to time make such regulations concerning the conditions to be observed in connection with graves, burials, cremations and funerals, and in the absence of such regulations the laws and practices of the Movement for Reform Judaism shall so far as they are applicable, be observed

23. Saving provisions

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

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- 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 trustee and that trustee being counted in the quorum, the decision has been made by a majority of the trustees at a quorate meeting.

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

24. Execution of documents

(1) The CIO shall execute documents by signature.

(2) A document is validly executed by signature if it is signed by at least two of the trustees.

25. Use of electronic communications

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

- (a) 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;
- (b) any requirements to provide information to the Commission in a particular form or manner.

26. 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 trustees.

27. Minutes

The trustees must keep minutes of all:

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

28. Accounting records, accounts, annual reports and returns, register maintenance

- (1) The trustees must comply with the requirements of the Charities Act 2011 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 trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.
- (3) The Treasurer shall (subject to section 4,5,6 above) have the custody of and be responsible for the monies and account books of the CIO
- (4) The Treasurer shall not pay any monies without the approval of the Trustees except the fixed salaries, rents, rates, taxes, insurance and other usual outgoings.
- (5) The funds of the CIO not required for immediate application may be invested in such manner as the Trustees may on sound professional advice from time to time decide.
- (6) The Treasurer shall produce his account books invoices, receipts and other documents to the Council whenever so requested to do so by the Council or by the Chairman. The Chairman, in special circumstances, at the request of the majority of the Council, may request that the books and all supporting documents be handed to an independent auditor.

- (7) Subject to compliance with section 27 (1) The accounts of the Synagogue shall be made up to the 31st March in each year and they shall be audited by an approved Accountant who shall have been elected at the last Annual General Meeting
- (8) The Bank account of the CIO shall be kept at a Bank to be decided by the Council and shall be in the name of the Synagogue. The President, Treasurer, Chair and Immediate past Chair shall be signatories to the Bank account and all transactions shall require two signatures

29. Rules

The 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.

30. 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.

31. Amendment of constitution

As provided by clauses 224-227 of the Charities Act 2011:

- (1) 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 3 (Objects), clause 29 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by 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 2011 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 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.

32. 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 12 (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
 - (b) 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 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 Commission for the CIO to be removed from the Register of Charities, and in particular:
 - (a) the 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 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 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;
 - (b) the trustees must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any 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.

33. Interpretation

In this constitution:

“connected person” means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the trustee;
- (b) the spouse or civil partner of the trustee or of any person falling within sub- clause (a) above;
- (c) a person carrying on business in partnership with the trustee or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled:
 - (i) by the trustee or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause (d)(i), when taken together
- (e) a body corporate in which:
 - (i) the trustee or any connected person falling within sub-clauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.

Section 118 of the Charities Act 2011 shall apply for the purposes of interpreting the terms used in this constitution.

“General Regulations” means the Charitable Incorporated Organisations (General) Regulations 2012.

“Dissolution Regulations” means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in [Part 9, Chapter 4] of the General Regulations.

“trustee” means a trustee of the CIO.