

# NORTH WESTERN REFORM SYNAGOGUE

## CONSTITUTION

DECEMBER 2008

(As amended on 13 May 2012)

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## **A     GENERAL**

### **A.1   Object and Purpose of North Western Reform Synagogue**

The North Western Reform Synagogue (the ‘Synagogue’) is a Congregation of men, women and children professing the Jewish Religion, whose purpose is the development of Reform Judaism in the spheres of public worship, and religious, educational, cultural, social and charitable activities.

### **A.2   Constitution and Laws**

The Synagogue shall be governed and managed in accordance with the provisions in this Constitution.

### **A.3   Direction and Management of Synagogue**

- (a)     The policy and direction of the Synagogue shall be vested in Council.
- (b)     The management of the affairs of the Synagogue, the Synagogue premises and Synagogue staff shall be vested in the Executive Committee in accordance with the provisions more fully set out in this Constitution.

### **A.4   Amendments, Suspensions and Variations of Constitution**

- (a)     The provisions of the Constitution may be amended, suspended or varied if approved by the Executive Committee, and then confirmed by Council and Members of the Synagogue in each case by way of affirmative vote of at least two-thirds of those present and voting in person.
- (b)     The required approval of the Executive Committee set out in sub-paragraph (a) above is subject to the overriding authority of Council to request the Executive Committee to take action as set out in Paragraph F.20.
- (c)     Notwithstanding the provisions set out in sub-paragraph (a) above regarding approval by the Executive Committee and Council, the provisions of the Constitution may be amended, suspended or varied by Members of the Synagogue by way of affirmative vote of at least two-thirds of those present and voting in person at a Special General Meeting of Members called in accordance with the provision of Section D.
- (d)     No amendment, suspension or variation shall take effect unless approved by the Charity Commission if such approval is required.

### **A.5   Gender**

Save when inconsistent with the context, words herein importing the masculine shall include the feminine and vice versa.

### **A.6   Definition of Days**

- (a)     Whenever there is a reference to days herein for purposes of notices of meetings or otherwise, the term ‘day’ shall mean a clear, calendar day.
- (b)     In the event that any notice, meeting or other event falls upon or includes a day that is a Sabbath, a Jewish Festival or Holy Day or a UK bank holiday, the relevant day shall then be deemed the next calendar day which is not a Sabbath, a Jewish Festival or Holy Day or a UK bank holiday.

## **B MEMBERS – GENERAL MATTERS**

### **B.1 Membership**

Members of the Synagogue shall consist of persons of the Jewish faith as defined by the Beth Din of the Movement for Reform Judaism who have been admitted to membership in accordance with the provisions herein.

### **B.2 Spouses and Unmarried Children**

Subject to the provisions of paragraph B.1, the spouse of a Member of the Synagogue and any unmarried child of a Member who is under the age of twenty-one (21) shall each be eligible to become a Member of the Synagogue.

### **B.3 Non-Jewish Partners - Associates of the Synagogue**

(a) All persons who are not of the Jewish faith but who are partners of Members of the Synagogue shall be eligible to become Associates of the Synagogue.

(b) Persons desiring to become Associates of the Synagogue shall make application in such form as the Executive Committee shall from time to time direct.

(c) All applications to become Associates shall in the first instance be considered by the Rabbi(s) and the Executive Committee and, if approved, all such applications shall be referred for confirmation to Council.

(d) Every Associate shall be entitled to participate fully in all social, educational, cultural, charitable, religious and other activities of the Synagogue and shall have the rights and privileges of a Member (including the right to receive High Holy Day tickets) save in the following respects:

- He shall not be eligible for election or appointment to any office (whether as an Honorary Officer, Warden, Member of the Executive, Member of Council or Trustee).
- He shall not be eligible to be Chair or Officer of any other Committee of the Synagogue but shall otherwise be eligible to be invited to serve as a member of any Management or Operating Committee save for the Avodah Committee.
- Whilst entitled to receive notice of and to attend and speak at meetings of the Members, he shall not be entitled to vote or to submit a resolution at any such meeting.
- His participation in religious services shall be limited to participation consistent with his not being of the Jewish faith as determined from time to time by the Rabbi(s) and the Avodah Committee.
- The burial and funeral provisions in Section U shall not apply.

(e) Any Associate shall be entitled to remain an Associate notwithstanding the fact that he shall cease for whatever reason to be a partner of a Member subject always to the provisions set out in this Paragraph B.3.

### **B.4 Employees of the Synagogue as Members**

(a) Every full time employee of the Synagogue and such part-time employees of the Synagogue as the Executive Committee shall determine, in each case together with their spouses each of whom shall be of the Jewish faith as defined by the Beth Din of the Movement for Reform Judaism, shall be entitled to become a Member of the Synagogue without membership charge and enjoy the rights of membership so long as he shall remain an employee.

(b) Persons who become Members pursuant to Paragraph B.4(a) together with their spouse shall be entitled to vote at all meetings of Members, and together with any unmarried children under the age of twenty-one (21), shall be entitled to Member's burial rights. Such persons shall not however be eligible to serve as a Council member or as an Officer of the Synagogue.

#### **B.5 Application and Approval of Membership**

(a) Persons desiring to become Members of the Synagogue shall make application in such form as the Executive Committee shall from time to time direct.

(b) Each application for membership shall in the first instance be considered by the Rabbi(s) and the Executive Committee. If approved such application shall be referred to the Council for confirmation.

#### **B.6 Suspension or Exclusion of Members or Associates**

(a) Any Member of the Synagogue or Associate of the Synagogue who behaves in a manner detrimental to the interests of the Synagogue may be suspended or excluded by resolution of the Executive Committee which resolution must be confirmed by Council.

(b) Each resolution suspending or excluding a Member or Associate from membership pursuant to sub-paragraph (a) above must be adopted by the affirmative vote of two-thirds of those present and voting at each such meeting at which the action is moved.

(c) Written notice shall be given to the Member or Associate concerned of the intention to have Council confirm the action of the Executive Committee to suspend or exclude the Member or Associate. The Member or Associate shall be entitled to be present at the relevant part of the Council meeting at which the Executive Committee resolution is to be moved for confirmation. The concerned Member or Associate may make any representation thereon he may wish to Council either orally or in writing.

### **C MEMBERS**

#### **C.1 Responsibilities of Members - Election of Members of Council**

Members of the Synagogue shall elect the Elected members of Council at each Annual General Meeting.

#### **C.2 Responsibilities of Members - Election of Chairman and Vice Chairman of Council**

Members of the Synagogue shall elect the Chairman of Council and the Vice Chairman of Council.

#### **C.3 Responsibilities of Members - Election of President and Vice Presidents**

Members of the Synagogue shall elect the President and the three Vice Presidents of the Synagogue.

#### **C.4 Responsibilities of Members - Naming of Honorary Life President**

(a) Members of the Synagogue may name a person the Honorary Life President of the Synagogue in recognition of the person having served the Synagogue with outstanding merit and distinction.



(b) The action of Members set out in Paragraph C.4 (a) may only be taken if recommended by the Executive Committee and Council.

**C.5 Responsibilities of Members – Election of Wardens**

Members of the Synagogue shall elect the Wardens as provided in Paragraph J.3.

**C.6 Responsibilities of Members – Changes to Constitution**

Members of the Synagogue shall confirm all amendments, suspensions and variations to the Constitution as more fully provided in Paragraph A.4.

**C.7 Responsibilities of Members - Confirmation of Annual and Members' Subscriptions**

(a) Members of the Synagogue shall consider and if agreed confirm the annual accounts for the prior calendar year.

(b) Members of the Synagogue shall consider and if agreed confirm the budget and the setting of Member's subscriptions for the forthcoming year.

**D GENERAL MEETINGS OF MEMBERS**

**D.1 General Meetings**

(a) There shall be the following General Meetings of Members:

An Annual General Meeting

An Annual Budget General Meeting

One or more Special General Meeting(s)

(b) The President or in his absence the longest serving Vice President who shall be available to chair the meeting shall preside at all General Meetings.

(c) All General Meeting shall be open to all Members of the Synagogue

**D.2 Annual General Meeting**

(a) There shall be an Annual General Meeting of the Members of the Synagogue not later than 30<sup>th</sup> June every year.

(b) The Executive Committee shall determine the date and time of the Annual General Meeting which shall then be called by the Honorary Synagogue Secretary in accordance with the determination of the Executive Committee.

(c) At the Annual General Meeting, the Chairman shall present a report of the activities of the Synagogue for the prior year.

(d) The Honorary Treasurer shall present the final accounts of the Synagogue for the prior calendar year showing the income and expenditures for the year which ended on the prior 31<sup>st</sup> December and the financial position of the Synagogue as at the prior 31<sup>st</sup> December. The accounts for the prior year shall have been audited by a Certified Auditor

(e) At the Annual General Meeting, Members shall (i) consider and confirm the annual accounts of the Synagogue for the prior calendar year and (ii) shall elect Members of Council for the year commencing with the Annual General Meeting.

### **D.3 Annual Budget General Meeting**

(a) There shall be an Annual Budget General Meeting of the Members of the Synagogue not later than 31st December.

(b) The Executive Committee shall determine the date and time of the Annual Budget General Meeting which shall then be called by the Honorary Synagogue Secretary in accordance with the determination of the Executive Committee.

(c) At the Annual Budget General Meeting, there shall be presented a report of the Treasurer which shall include preliminary financial figures for the then calendar year-to date, a proposed budget for the forthcoming calendar year and a recommendation from Council with a proposed schedule for subscriptions to the Synagogue for the forthcoming year.

(d) At the Annual Budget General Meeting, Members shall (i) consider and confirm the budget of the Synagogue for the forthcoming calendar year and (ii) shall confirm the setting of Members' subscriptions for the forthcoming calendar year.

(e) If Members at such Annual Budget General Meeting determine by resolution not to confirm or adopt any matter requiring their confirmation or adoption, the matter shall not be implemented and the matter shall be promptly referred back to the Executive Committee for their further and prompt consideration.

### **D.4 Special General Meeting(s)**

(a) There shall be such number of Special General Meetings of Members of the Synagogue as shall be required and as shall be convened in accordance with the provisions of this Section D.

(b) The Executive Committee may determine that there shall be a Special Meeting of Members and if such determination is made shall then determine the date and time of a Special General Meeting which shall then be called by the Honorary Synagogue Secretary in accordance with the determination of the Executive Committee.

(c) A Special General Meeting shall also be called by the President when a demand in writing for such a meeting signed by at least forty (40) Members of the Synagogue and stating the purpose for which the meeting is required is served upon the Honorary Synagogue Secretary.

(d) If a demand in writing for a Special General Meeting is received by the President pursuant to Paragraph D.4(c), the President shall promptly notify the Executive Committee. The Executive Committee shall then promptly determine the date and time of the Special General Meeting which shall then be called by the Honorary Synagogue Secretary in accordance with the determination of the Executive Committee.

(e) At each Special General Meeting, Members shall consider such matters as shall be notified to Members in accordance with the provisions of this Section D.

### **D.5 Notice of General Meetings**

(a) Notice of all General Meetings shall be sent to all Members by the Honorary Synagogue Secretary not less than twenty-one (21) days prior to the Meeting.

(b) At least fourteen (14) days prior to each General Meeting an Agenda shall be sent by the Honorary Synagogue Secretary to all Members which shall include all relevant matters to be considered at such meeting.

(c) If the meeting shall be an Annual General Meeting, the notices shall include (i) statements of accounts to be considered at the Meeting (ii) if there will be an election of candidate(s) to Council, the forms and/or information regarding the procedures and details concerning nomination of candidates for office(s) to be determined and (iii) the general nature of any other business proposed to be transacted at the meeting together with a copy of any resolution(s) to be submitted thereat.

(d) If the meeting shall be an Annual Budget General Meeting, the notice shall include (i) the report of the Honorary Treasurer containing the preliminary financial figures for the then calendar year–to date (ii) the proposed budget for the forthcoming calendar year and the recommendation from Council with a proposed schedule for subscriptions to the Synagogue for the forthcoming year and (iii) the general nature of any other business proposed to be transacted at the meeting together with a copy of any resolution(s) to be submitted thereat.

(e) If the meeting shall be a Special General Meeting, the notice shall include details of the matter(s) to be considered and the general nature of any other business proposed to be transacted at the meeting together with a copy of any resolution(s) to be submitted thereat.

(f) Notice to Members shall be given to every Member of the Synagogue at his or her last known address or electronically if the Member has provided an electronic address to the Synagogue to be used for such proposes.

(g) One notice for all members of a family living at the same address shall be deemed sufficient for this purpose. Accidental omission to give notice of a meeting to any Member shall not invalidate any resolution passed or election made at such meeting.

(h) The Honorary Synagogue Secretary shall be entitled to exclude attaching the statements of account referred to in (c)(i) and/or the proposed budget referred to in (d)(ii) of this Section D.5 to the notice of meeting, provided that (i) a summary of the relevant information is included in the notice of meeting, (ii) the full set of relevant information is available to view and download on the Synagogue website and (iii) details of this fact and of where to obtain the relevant information are clearly set out in the notice of meeting.

#### **D.6 Member's Proposed Resolution at Any General Meeting**

(a) Any person entitled to and having received a notice of a General Meeting of Members may submit any resolution(s) to be considered at that meeting provided that at least ten (10) days prior to the meeting he shall have given to the Honorary Synagogue Secretary a Member's Proposed Resolution in writing signed by him setting out the proposed resolution(s) and stating his intention to submit it.

(b) The Member's Proposed Resolution(s) shall, in addition, be signed by at least three (3) Members of the Synagogue, none of whom shall be the husband, wife, partner, parent or child of any of the others or of the person giving the notice.

(c) Upon receipt of a Member's Proposed Resolution(s), the Honorary Synagogue Secretary shall cause a copy of the proposed resolution(s) to be immediately sent to all Members.

#### **D.7 Quorum at General Meetings of Members**

The minimum, mandatory quorum at any General Meeting of Members shall be twenty five (25) Members of the Synagogue.

[Amended at AGM 24<sup>th</sup> May 2007]

## **D.8 Proceedings at General Meetings of Members**

- (a) At all General Meetings every person entitled to notice of the meeting shall have one vote except children under the age of twenty-one (21) who are Members by virtue only of the membership of either of their parents.
- (b) Save for the provisions of Paragraph A.4(c), resolutions shall be carried by a simple majority of those Members present and voting on such matter at the General meeting.
- (c) There shall be no postal or absentee voting.
- (e) In case of equality of votes the person presiding as chairman of the meeting shall have a second and casting vote.
- (f) At any General Meeting a resolution put to the vote shall, unless otherwise provided herein, be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by any person present and entitled to vote. If a poll is demanded it shall be taken in such a manner as the person presiding as the chairman of the meeting shall direct. The result of the poll shall be promptly announced and shall be deemed to be the resolution of the General Meeting.
- (g) Unless a poll is demanded, a declaration by the person presiding as the chairman of the meeting that the resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Synagogue shall be conclusive.

## **E CHAIRMAN AND VICE CHAIRMAN**

### **E.1 Concurrent Role in Council and Executive Committee**

- (a) The Chairman of Council and the Vice-Chairman of Council shall also concurrently hold office as the Chairman of the Executive Committee and the Vice Chairman of the Executive Committee.
- (b) For purposes of this Constitution, the Chairman and the Vice Chairman of Council who thereby concurrently become the Chairman and the Vice Chairman of the Executive Committee shall be respectively referred to as the Chairman and the Vice Chairman.

### **E.2 Eligibility for Role**

- (a) No person shall be eligible to be elected Chairman of Council or Vice Chairman of Council unless the person shall have served on the Executive Committee for at least one (1) year in the prior six (6) years.
- (b) In addition, to be eligible to be elected as Chairman of Council or Vice Chairman of Council, the person must have served as a member of Council during at least one (1) of the past three (3) years.

### **E.3 Nomination of Chairman and Vice Chairman**

- (a) Any person entitled to and having received a notice of an Annual General Meeting of Members at which the election of a Chairman or Vice Chairman of Council will be considered may nominate any person as Chairman or Vice Chairman provided (i) the person(s) so nominated meet the eligibility requirements set out in this Section E and (ii) provided further that the person making such nomination(s) delivers the nomination in writing to the Honorary Synagogue Secretary at least seven (7) days prior to the meeting at which the election shall take place.

#### **E.4 Responsibilities of Chairman and Vice Chairman – Responsibilities for Staff**

(a) The Chairman and in his absence the Vice Chairman shall chair each meeting of Council and the Executive Committee.

(b) In furtherance of the Executive Committee's responsibility for the Rabbinic and all other staff of the Synagogue pursuant to Paragraph G.3, the Chairman shall have overall responsibility on behalf of the Executive Committee for the Principal Rabbi(s), the Rabbinic team and the Cantor(s), and the Vice Chairman shall have overall responsibility on behalf of the Executive Committee for all other employees of the Synagogue. (c) When carrying out their responsibilities under sub-paragraphs (b), above, the Chairman and Vice-Chairman shall consult with the other members of the Executive Committee and as appropriate the relevant Management Committee Chair Person(s) when considering policy issues and/or matters of substance which relate directly to the terms of reference and objectives of the particular Management Committee.

### **F COUNCIL**

#### **F.1 Number of Council Members – Categories**

(a) Council shall consist of a total of thirty-one (31) persons each of whom shall be a Member of the Synagogue, and shall be comprised of two categories, namely

1. Ex-officio members of whom there shall be ten
2. Elected members of whom there shall be twenty-one

(b) The following shall be the ten (10) ex-officio members of Council, namely:-

1. The Chairman of the Council
2. The Vice Chairman of the Council
3. The President
- 4-5-6. The three Non-Executive Vice-Presidents
7. The most recently retired Chairman of Council
8. A Senior Warden
9. A Middle Warden
10. A Junior Warden

(c) The twenty-one (21) members of Council other than the Ex-officio members shall be known as the Elected members of Council.

#### **F.2 Election of Council Members**

(a) Elected members of Council shall be elected by Members of the Synagogue as provided in Paragraph C.1.

(b) Ex-officio members of Council (i) in the case of the Chairman, the Vice Chairman, the President and the three Vice Presidents shall be elected in accordance with Section C (ii) and in the case of the Wardens shall be elected in accordance with Paragraph J.3.

#### **F.3 Elected Members - Eligibility**

Each Elected member of Council shall have been a Member of the Synagogue for at least twelve (12) months prior to (i) taking office as an Elected member of Council or (ii) taking office as a person who is co-opted as a member of Council to fill a vacancy.

#### **F.4 Elected Members - Nomination and Election**

- (a) No person shall be eligible for election as an Elected member of Council unless nominated by two other Members of the Synagogue neither of whom shall be the husband, wife, parent or child of the nominee or the persons presenting the nomination.
- (b) The Nominator shall certify that the Nominee is willing to serve if elected.
- (c) Nomination papers shall be valid only if received in the Synagogue office at least seven (7) days before the Annual or other General Meeting at which the election is to take place.
- (d) When the number of person(s) nominated for election as Elected members does not exceed the number of vacancies, such person(s) shall be declared to be duly elected.
- (e) Should the number of nominations for Elected members of Council exceed the number of vacancies, a ballot shall be held and the candidate(s) obtaining the largest number of votes shall be declared elected.
- (f) If two (2) candidates receive an equal number of votes for the last Elected member vacancy on Council both shall be declared elected, and the total number of Council members as set out in paragraph F.1(a) shall accordingly be increased for the ensuing year.
- (g) Persons taking part in a ballot for the election of members of the Council shall not be bound to exercise as many votes as there are vacancies to be filled, but such persons shall not give more than one vote to any candidate. If any Member shall fail to comply with these provisions no vote given by him shall be counted.

#### **F.5 Term – Chairman and Vice Chairman of Council**

- (a) The Chairman and the Vice Chairman of Council shall each hold the respective office for a term of two (2) years.
- (b) Upon retirement of the Chairman, the Vice Chairman shall be eligible for election as the Chairman.
- (c) A retiring Chairman shall not again be eligible for election as Chairman or Vice Chairman for five (5) years following his retirement.

#### **F.6 Term – Elected Members and Ex-Officio Members**

- (a) Elected members of Council shall serve for a three (3) year term.
- (b) Seven (7) Elected members of Council shall normally retire at each Annual General Meeting. Those to retire shall first be those ineligible for re-election and then those who shall have been longest in office since the date of their last election. As between persons who were last elected at the same time, those to retire shall be chosen by lot.
- (c) Ex-officio members shall serve as members of Council so long as they hold the office which qualifies them as Ex-officio Council members.

#### **F.7 Limitation on Service on Council**

- (a) No person shall serve as an Elected member of Council for more than nine (9) consecutive years including any period during which the person was co-opted on Council to fill a vacancy or during which the person served as an Ex-officio member of Council.

(b) Ex-officio members shall cease to serve as a member of Council when they retire from the office which qualifies them as an Ex-officio Council member.

(c) The limitation on consecutive service of a member of Council set out in Paragraph F.7(a) shall neither apply to nor invalidate the election of persons as the Chairman or the Vice Chairman.

#### **F.8 Vacancies**

(a) Council shall have powers to co-opt Members of the Synagogue to fill casual vacancies in its numbers whether as a result of a vacancy of an Elected member of Council or an Ex-officio member of Council.

(b) Persons who become co-opted members of Council shall serve (i) in the case of an Elected member vacancy until the next Annual General Meeting or (ii) in the case of an Ex-officio member vacancy until the naming of a person to the relevant office giving rise to the Ex-officio Council membership.

(c) Council may continue to act notwithstanding any vacancies in its membership.

#### **F.9 Responsibilities of Council – Policies and Direction**

(a) Council shall be responsible for the overall policy and strategy, and the overall religious and ritual direction of the Synagogue.

(b) Subject to Members' responsibility to confirm changes to the Constitution as provided in Paragraph C.6, Council shall be responsible for establishing and monitoring the governance structure of the Synagogue.

(c) In so discharging its responsibilities, Council shall take into consideration the recommendations of the Executive Committee, other Management committees as appropriate and in the case of the religious and ritual direction the views of the Rabbi(s), the Cantor(s) and the Avodah Committee.

#### **F.10 Responsibilities of Council - Election of Executive Committee and Honorary Officers**

(a) Save for the Chairman and Vice Chairman who shall be elected by Members and a Senior Warden who shall be an Ex-officio Honorary Officer and a member of the Executive Committee as provided in Section J, Council shall elect an Executive Committee from among the members of Council.

(b) Council shall elect the Honorary Officers of the Synagogue from among the members of the Executive Committee.

(c) The election of the Executive Committee and the Honorary Officers, and the determination regarding Committees shall take place at Council's first meeting immediately following the Annual General meeting.

#### **F.11 Responsibilities of Council - Oversight of Executive Committee**

(a) Whereas the Executive Committee is responsible for the management of the affairs of the Synagogue as set out in Section G, Council shall be required to confirm Executive Committee approval of certain significant matters, including the Executive Committee's action of:-

Approving the annual budget

Approving the annual report and accounts

Setting the annual standard membership subscription

Approving the appointment and termination of appointment (save for summary dismissal for cause) of the Principal Rabbi(s), other Rabbi(s) and Cantor(s)

Approving changes in the Constitution

Approving the application of new Members of the Synagogue

Approving the employment and termination of employment of senior professional staff as determined by the Executive Committee (and confirmed by Council) from time to time (“Senior Professional Staff”)

(b) If Council determines by resolution not to confirm any matter requiring its confirmation at the Council meeting immediately following the taking of such action by the Executive Committee, the matter shall not be implemented and the matter shall be referred back to the Executive Committee for its further consideration.

#### **F.12 Responsibilities of Council - Determination Regarding Committees**

Each year Council shall consider whether all or any of the existing Management Committees should remain in existence and whether any, and if so which new Management Committee(s) should be appointed.

#### **F.13 Meetings of Council**

(a) The Executive Committee shall determine the date and time of meetings of Council which shall then be called by the Honorary Synagogue Secretary in accordance with the determination of the Executive Committee.

(b) The Honorary Synagogue Secretary shall also call a meeting of the Council whenever requested to do so in writing by any seven (7) members of Council.

(c) There shall be not less than eight (8) meetings of Council in each calendar year.

(d) Not more than two calendar months (exclusive of the month of August) shall elapse between any two consecutive Council meetings.

#### **F.14 Quorum**

The quorum at all meetings of Council shall be twelve (12) Council members, of which more than half of such quorum shall be persons other than members of the Executive Committee.

#### **F.15 Notice of Council Meetings**

(a) Five (5) days’ notice in writing of meetings of the Council specifying the general nature of the business to be transacted thereat shall be given to all members of the Council either (i) by regular mail to the Council member’s address appearing on the records of the Synagogue or (ii) electronically if the Council member has provided an electronic address to the Synagogue to be used for such purposes.

(b) The accidental omission to give notice of a meeting to any member of the Council shall not invalidate any resolution passed at that meeting.

#### **F.16 Attendance at Council Meetings**

(a) The Rabbi(s) and the Cantor(s) may attend and speak at meetings of the Council unless and to the extent the Council otherwise resolves.

(b) Members and Associates of the Synagogue and their children, and senior employees of the Synagogue may attend any meeting of Council unless and to the extent otherwise determined by the Chairman. Such persons shall not speak at meetings of the Council unless invited to do so by the Chairman.



**F.17 Youth Committee Participant**

- (a) Each member of the Youth Committee nominated by the Youth Committee pursuant to paragraph P.10(d) to attend and participate in meetings of Council shall be approved by Council at Council's meeting following such nomination.
- (b) The Youth Committee member approved in paragraph F.17(a) shall receive notices of Council meetings, may speak at and may otherwise participate in meetings of Council as though a member of Council. Save for any matter requiring Council action pursuant to Section T such Youth Committee member may vote on any matter coming before Council as though a member of Council.
- (c) Such Youth Committee member may continue to attend and participate in meetings of Council until the earlier of (i) such person ceasing to be a member of the Youth Committee (ii) a subsequent vote of the Youth Committee nominating another Youth Committee member in his/her stead or (iii) a request from Council to the Youth Committee to nominate another Youth Committee member.

**F.18 Chairman of the Meeting**

- (a) The Chairman or in his absence the Vice-Chairman shall preside at all Meetings of Council.
- (b) If at any meeting of Council neither the Chairman nor the Vice-Chairman is present, the persons present at the Meeting shall elect one of their number to preside.

**F.19 Voting**

- (a) Elected members and Ex-officio members shall all be voting members of Council. Each such member of Council shall have one (1) vote.
- (b) There shall be a maximum of thirty-two (32) votes in Council being (i) the thirty-one (31) voting members of Council as specified in Paragraph F.19 (a) and (ii) the one (1) nominated Youth Committee participant who may vote in accordance with Paragraph F.17 (b).
- (c) Unless otherwise provided herein, resolutions shall be carried by a simple majority present at any meeting at which a quorum is present.
- (d) In case of equality of votes, the Chairman or in his absence the Vice Chairman or in their absence the Member elected to preside shall have a second and the casting vote.

**F.20 Requesting Executive Committee to Take Action**

- (a) Council on its own initiative may, by way of a resolution adopted by the vote of two-thirds of members of Council who are not members of the Executive Committee, request the Executive Committee to take such action or refrain from taking such action as Council determines.
- (b) The Executive Committee shall consider the request of Council at the ensuing meeting of the Executive Committee. If the Executive Committee acquiesces to the resolution, the Executive Committee shall take such action as would be required to implement the resolution of Council
- (c) If the Executive Committee does not acquiesce to the request of Council by way of a resolution of the Executive Committee, Council may at Council's ensuing meeting immediately following the Executive Committee's non-acquiescence and by a majority vote of Council members present at such meeting and excluding the vote of any Executive Committee members who may be in attendance adopt such resolution as would be appropriate to implement Council's initial request to the Executive Committee.

## **G EXECUTIVE COMMITTEE**

### **G.1 Number of Executive Committee Members**

The Executive Committee shall consist of the following ten (10) or eleven (11) persons, each of whom shall be a member of Council:

1. The six (6) Honorary Officers referred to in Paragraph I.1.
2. A minimum of four (4) and a maximum of five (5) other Members of the Synagogue.

### **G.2 Responsibilities of Executive Committee – Management of Synagogue**

- (a) The responsibilities of the Executive Committee shall be as set out in Paragraph A.3.
- (b) In furtherance of its responsibilities under the above sub-paragraph the Executive Committee shall be collectively responsible for: –
  1. Implementing the policies and direction of the Synagogue as determined by Council
  2. Managing the operations and the financial affairs of the Synagogue
  3. Ensuring appropriate policies, procedures and guidelines have been adopted and implemented for the employment of and the management of the Synagogue's staff
- (c) The Executive Committee may delegate such of the every day management and control of the Synagogue, its premises and employees to such person(s) as it deems appropriate provided that such person(s) remain subject to the overriding supervision of the Executive Committee.

### **G.3 Appointment and Termination of Appointment of Rabbis, Cantors and Staff**

- (a) The Synagogue shall be entitled to appoint from time to time one (1) or more Rabbis (and to designate any one (1) or more of the Rabbis so appointed as a "Principal Rabbi"), one (1) or more Cantors and other employees of the Synagogue, and to terminate the appointment of any person so appointed, as provided for in Paragraphs (b) and (c) below.
- (b) The appointment and (save in circumstances justifying summary dismissal) termination of the appointment of the Rabbis, the Cantors and the Senior Professional Staff shall be the responsibility of the Executive Committee and shall be subject to confirmation by Council.
- (c) The appointment and (save in circumstances justifying summary dismissal) termination of the appointment of all other employees of the Synagogue shall be the responsibility of the Executive Committee.

### **G.4 Allocation of Staff Management and Leadership to the Principal Rabbi**

- (a) In furtherance of its responsibilities for the management of the Synagogue's staff, the Executive Committee may in its discretion give directions to and grant such authority to one (1) or more of the Rabbis to manage and direct such of the other Rabbis, the Cantors and other members of the Synagogue staff as the Executive Committee deems appropriate under the circumstances.
- (b) The giving of such directions and the granting of such authority as provided above shall at all times be subject to the overriding authority of the Executive Committee who shall continue to be responsible for the management of the Synagogue's staff as provided in Paragraph G.2

#### **G.5 Responsibilities of Executive Committee - Representatives at Communal Organisations**

- (a) Save to the extent that the relevant charter documents of the external organisation shall otherwise provide, the Executive Committee shall appoint from among the Members of the Synagogue the relevant number of representatives of the Synagogue to the various major Jewish communal organisations including without limitation the Council of the Movement for Reform Judaism, the Board of Deputies and the Jewish Joint Burial Society.
- (b) Persons named to represent the Synagogue in such Jewish communal organisations shall keep the Executive Committee appropriately informed in order that the Executive Committee may report to Council.

#### **G.6 Prior Council Experience**

No person shall be eligible to be elected to the Executive Committee unless he shall have served on Council (in any capacity) for at least one (1) year in the immediately preceding five (5) years.

#### **G.7 Limitation on Service on the Executive Committee**

- (a) The Chairman of the Executive Committee and the Vice-Chairman of the Executive Committee shall not serve in the same capacity for more than two (2) consecutive years.
- (b) Save for the provisions of sub-paragraph (e) below, no person shall serve on the Executive Committee for more than six (6) consecutive years.
- (c) No member of the Executive Committee shall serve in the same capacity on the Executive Committee for more than three (3) consecutive years.
- (d) No member of the Executive Committee shall be the spouse, child or partner of any other Executive Committee member.
- (e) The six (6) year consecutive limitation on service of a member of the Executive Committee set out in sub-paragraph (b) above shall not apply to the election of persons as the Chairman or the Vice Chairman of the Executive Committee.
- (f) A retiring Chairman shall not be eligible for election to the Executive Committee for five (5) years following his retirement but the Vice Chairman of the Executive Committee shall be eligible for election as Chairman of the Executive Committee following his retirement as Vice Chairman.

#### **G.8 Vacancies**

Any vacancy on the Executive Committee shall be filled by Council at the earliest opportunity.

#### **G.9 Meetings of Executive Committee**

- (a) The Chairman of the Executive Committee shall determine the date and time of Executive Committee meetings which shall then be called by the Honorary Synagogue Secretary in accordance with the determination of the Chairman.
- (b) There shall be an Executive Committee meeting at least each month save for the month of August.

#### **G.10 Quorum**

The quorum at all meetings of the Executive Committee shall be five (5) Executive Committee members.

## **G.11 Reporting to Council**

The Executive Committee shall report on its proceedings and decisions at each Council Meeting.

## **H EMERGENCY MEETINGS AND/ADJOURNMENTS**

### **H.1 Adjournment of Scheduled Meeting**

If extraordinary circumstances arise which prevent any General meeting, any Council Meeting or any Executive Committee meeting proceeding (i) in accordance with the time period set out in this Constitution or (ii) in accordance with a Notice of such meeting having been issued by the Honorary Synagogue Secretary, the Executive Committee may in its discretion determine that such meeting(s) shall be held on such other date as they deem advisable subject to Paragraph H.3 provided further that such adjourned date shall be within thirty (30) days of the required previously notified date.

### **H.2 Calling Emergency Meeting**

If extraordinary circumstances arise which require the convening of any General Meeting, any Council Meeting or any Executive Committee Meeting and sufficient time shall not be available for Notice of such meeting to be given as provided in this Constitution, the Executive Committee may in its discretion determine that such meeting(s) shall be held on such date as they deem advisable subject to Paragraph H.3.

### **H.3 Notices**

(a) If the Executive Committee determines to reschedule or convene a meeting pursuant to Paragraph H.1 or H.2, then Notice of such meeting shall be issued by the Honorary Synagogue Secretary to Synagogue Members, Council members or Executive Committee members as the case may be, which notice shall specify the extraordinary circumstances requiring the emergency meeting or adjournment of the noticed meeting and shall specify what action is to be taken at such meeting.

(b) Any notice required to be issued pursuant to Paragraph (a) above shall be issued not less than three days prior to such meeting, unless it is impractical to do so in the circumstances.

(c) Any meeting called in accordance with this Section H may proceed and any action taken thereat duly notified in accordance with this Paragraph H.3 shall take effect notwithstanding any other provision regarding notice of meeting set out elsewhere in this Constitution.

## **I HONORARY OFFICERS**

### **I.1 Honorary Officers**

There shall be six (6) Honorary Officers, namely:-

1. Chairman
2. Vice Chairman
3. Honorary Treasurer
4. Honorary Synagogue Secretary
5. Honorary Membership Secretary
6. A Senior Warden

## **I.2 Chairman**

- (a) The Chairman shall preside at all meetings of the Executive Committee.
- (b) The Chairman shall have the roles and responsibilities as set out in Section E.

## **I.3 Vice Chairman**

- (a) The Vice Chairman shall preside at meetings of the Executive Committee as shall be necessary to stand in for the Chairman. He shall carry out such duties as are delegated to him by the Chairman and shall deputise for the Chairman when and as required.
- (b) The Vice Chairman shall have the roles and responsibilities as set out in Section E.

## **I.4 Honorary Treasurer**

- (a) The Honorary Treasurer shall have primary responsibility on behalf of the Executive Committee for managing the financial affairs of the Synagogue.
- (b) The Honorary Treasurer shall keep proper books of account of the affairs of the Synagogue and such books shall be open to inspection by the members of Council in the presence of the Honorary Treasurer.
- (c) The Honorary Treasurer shall report to Council, as necessary, on the financial situation of the Synagogue and shall prepare and submit to Council a budget for the ensuing year.

## **I.5 Honorary Synagogue Secretary**

- (a) The Honorary Synagogue Secretary shall call meetings of Members, Council and the Executive Committee as provided herein.
- (b) The Honorary Synagogue Secretary shall be responsible for the preparation of minutes of all General Meetings of Members, for all meetings of Council and for meetings of the Executive Committee. He shall also perform such other duties as may be assigned to him by Council or by the Executive Committee.

## **I.6 Honorary Membership Secretary**

- (a) The Honorary Membership Secretary shall be responsible for -
  - 1. Co-ordinating the effort to secure new Members to the Synagogue
  - 2. assisting the Membership Committee (i) to recruit new Members of the Synagogue and (ii) to enlist existing Members to participate in the governance and committee structure of the Synagogue
  - 3. Dealing sensitively with problems of Members who are unable to pay subscriptions
- (b) The Honorary Membership Secretary shall maintain appropriate records regarding Members of the Synagogue
- (c) The Honorary Membership Secretary shall at each meeting of Council submit a list of Members and/or Associates whose subscriptions are in arrears for more than twelve (12) months.

## **J      WARDENS**

### **J.1    Categories of Wardens**

- (a)      There shall be three (3) categories of Wardens:
1.      Senior Warden
  2.      Middle Warden
  3.      Junior Warden

Within each category of Warden there shall be at least one (1) Warden and there may be two (2) or more Wardens as provided in this Section J.

### **J.2    Term**

The term of office for each Warden shall be three (3) years.

### **J.3    Election of Wardens**

- (a)      Wardens shall be elected by Members of the Synagogue as provided in Paragraph C5.
- (b)      At the Annual General Meeting of Members of the Synagogue, the Senior Warden(s) shall retire from that office. The Middle Warden(s) and the Junior Warden(s) shall thereupon become the Senior Warden(s) and the Middle Warden(s) respectively.
- (c)      Members of the Synagogue shall thereupon elect a new Junior Warden(s) who shall serve as Warden(s) for a three (3) year term.

### **J.4    Vacancies – Interim Appointment of Wardens**

- (a)      In order to fill any vacancy as a result of a departing Warden or in order to appoint such additional Wardens as may be required as an interim measure, Council may from time to time and following consultation with the exiting Wardens appoint such additional Wardens as Council deems appropriate.
- (b)      The term of any Warden appointed pursuant to the above sub-paragraph (a) shall end at the ensuing Annual General Meeting of Members.

### **J.5    Responsibilities of Wardens**

- (a)      Wardens shall allocate the mitzvoth and supervise generally the conduct of the main Shabbat and Yom Tovim services.
- (b)      Wardens shall perform these duties in accordance with the policies and procedures agreed by the Avodah Committee.
- (c)      At least one Warden shall be present at every main Shabbat and Yom Tov service.
- (d)      The Senior Warden(s) shall appoint Associate Wardens as provided in J.7 herein.

**J.6 Member of Council – Executive Committee – Avodah Committee**

- (a) One Senior Warden, one Middle Warden and one Junior Warden shall be a member of Council each year.
- (b) If more than one Warden in any of the Senior Warden, Middle Warden or Junior Warden categories has been elected pursuant to Paragraph C.5, then notwithstanding the provisions of Paragraph F.4 the Wardens in that category shall recommend to Council which Warden shall be the member of Council for that year, and the Council at its first meeting following the General Meeting of members at which members of Council are elected shall determine which Warden(s) shall then be a member of Council for the ensuing year.
- (c) One Senior Warden shall be an Honorary Officer and a member of the Executive Committee.
- (d) If there is more than one Senior Warden, then notwithstanding the provisions of Paragraph F.10 the Senior Wardens shall recommend to Council which Warden shall be the member of the Executive Committee for that year, and Council at its first meeting following the General Meeting of Members at which Council members are elected shall determine which Senior Warden shall then be a member of the Executive Committee for the ensuing year.
- (e) Each of the other Wardens may attend and participate in meetings of the Avodah Committee as voting members of the Committee.

**J.7 Associate Wardens**

In addition to the Wardens as provided above, there may be such number of Associate Wardens as shall be determined pursuant to Paragraph J.8.

**J.8 Appointment and Term of Associate Wardens**

- (a) The Senior Warden(s) in consultation with the Middle Warden(s) and the Junior Warden(s), and in consultation with the Honorary Membership Secretary may from time to time appoint such number of Associate Wardens as may be required or as may be appropriate.
- (b) The term of office of each Associate Warden shall be determined by the Senior Warden in consultation with the Middle Warden and the Junior Warden.

**J.9 Advice to Executive Committee**

The Senior Warden shall promptly advise the Executive Committee of all appointments of Associate Wardens, and of the resignation and/or termination of the term of any Associate Warden.

**J.10 Responsibilities of Associate Wardens**

The Associate Wardens shall assist the Senior Wardens generally and in particular in arranging the High Holiday services. They shall undertake such duties and tasks as shall from time to time be assigned by the Senior Warden.

**K PRESIDENT**

**K.1 Responsibilities of the President**

- (a) There shall be one (1) President of the Synagogue.

(b) The President shall preside at all General Meetings of Members, provided that if the President is unable to attend any General Meeting then the longest serving Vice President shall preside at the General Meeting in question.

(c) The President shall together with the Chairman represent the Synagogue at external national, religious and civic events in addition to any representative of the Synagogue appointed by the Executive Committee in accordance with Paragraph G.5(a), provided that if either the President and/or the Chairman is unable to attend any such event then the longest serving Vice President of the Synagogue and/or the Vice Chairman (as the case may be) shall so represent the Synagogue..

## **K.2 Nomination and Election**

The President shall be nominated by Council and shall be elected by Members of the Synagogue at an Annual General Meeting.

## **K.3 Term**

(a) The President shall initially serve for a term of three (3) years.

(b) The President may thereafter be eligible for election to one (1) further term of office of not more than three (3) years.

## **K.4 Vacancy**

(a) A vacancy in the office of President may be filled by an appointment of Council.

(b) The person so appointed to the office of President shall then serve until the next Annual General Meeting at which time Members shall elect the President.

(c) The person appointed President by Council shall be eligible to be elected President at the next Annual General Meeting, and if so elected shall be deemed to then be serving the first three (3) year term of office.

## **L VICE PRESIDENTS**

### **L.1 Number of Vice Presidents**

There shall be three (3) Vice Presidents, each of whom shall be a Member who has rendered meritorious services to the Synagogue.

### **L.2 Responsibilities of Vice Presidents**

The Vice Presidents shall be senior advisors to Council and to the President and the Chairman.

### **L.3 Nomination and Election**

Each Vice President shall be nominated by Council and shall be elected by Members of the Synagogue at an Annual General Meeting.



**L.4 Term**

- (a) Each Vice President shall be elected for a maximum of one three (3) year term
- (b) The one Vice President who has been longest in office shall retire at each Annual General Meeting.

**L.5 Vacancy**

- (a) A vacancy in the office of Vice President may be filled by an appointment of Council. The person appointed to the office of Vice President shall then serve until the next Annual General Meeting at which time Members shall elect the Vice President.
- (b) The person appointed Vice President by Council shall be eligible to be elected Vice President at the Annual General Meeting, and if so elected shall then serve a three (3) year term of office.

**M RABBI(S) AND CANTOR(S)**

**M.1 Appointment**

- (a) There shall be such number of Rabbi(s) and Cantor(s) as Council shall determine
- (b) The appointment of each Rabbi, and the designation of any Rabbi so appointed as a Principal Rabbi as provided for in Paragraph G.3, shall be approved by the Executive Committee and confirmed by Council.
- (c) The appointment of each Cantor shall be approved by the Executive Committee and confirmed by Council.

**M.2 Spiritual Leader**

The Rabbi(s) shall be the spiritual leaders of the Synagogue.

**M.3 Duties of the Rabbi(s) and the Cantor(s)**

- (a) The duties of all Rabbi(s) and cantor(s) shall be determined by the Executive Committee.
- (b) The Rabbi(s) and the Cantor(s) shall be ex-officio member(s) of the Avodah Committee

**M.4 Attendance at Meetings**

- (a) A Principal Rabbi, or in his absence and if requested by him one of the other Rabbi(s), shall attend all General Meetings of Members and meetings of Council, unless a personal matter relating to him or one of the other Rabbis is under discussion or (ii) he is requested by the Chairman not to attend the meeting.
- (b) A Principal Rabbi, or in his absence and if requested by him one of the other Rabbi(s), shall be entitled to attend meetings of the Executive Committee, unless a personal matter relating to him or one of the other Rabbis is under discussion or (ii) he is requested by the Chairman not to attend the meeting.
- (c) If, at any particular time, there are no Rabbis at the Synagogue who have been designated as Principal Rabbis, then any Rabbi nominated by the Executive Committee from time to time shall have the right to attend the meetings referred to in Paragraphs (a) and (b) above.

## **N TRUSTEES**

### **N.1 Executive Committee as Trustees**

The Executive Committee shall be the designated Trustees of the Synagogue.

### **N.2 Responsibilities of Trustees – Charity Trustees**

The Executive Committee as the Trustees shall exercise the powers and authority and shall discharge the responsibilities of Charity Trustees in accordance with the laws applicable to charities in England and Wales and the rules and regulations of the Charity Commission for England and Wales.

### **N.3 Responsibilities of Trustees - Investments and Property of the Synagogue**

- (a) The permanent investments and property of the Synagogue shall be vested in the Trustees.
- (b) The Trustees shall execute such Declaration of Trust of the investments and property of the Synagogue as shall be necessary, to ensure the control thereof by the Synagogue and shall be entitled to a full indemnity out of funds of the Synagogue in respect of costs, charges and expenses arising directly or indirectly in respect of such property.
- (c) Notwithstanding the provisions of paragraph N.3(b) the Executive Committee may permit any investments of the Synagogue in any securities to stand in the name of any nominee appointed by them of suitable standing (including the Honorary Treasurer for the time being of the Synagogue) and shall not be chargeable or responsible for any act, omission, neglect or default of such nominee appointed by them in good faith.

## **O EMPLOYEES**

### **O.1 Appointment and Dismissal by Executive Committee**

The provisions of Paragraph G.3 shall apply in respect of the appointment and dismissal of employees of the Synagogue.

### **O.2 Responsibilities of Employees**

In performing their duties employees shall have regard to such directions as may be given from time to time by the Executive Committee.

### **O.3 Reporting Responsibilities**

Save for the Rabbi(s) and the Cantor(s), the Vice Chairman shall be the line manager of all employees for all matters regarding the employees' duties and responsibilities.

## **P COMMITTEES**

### **P.1 Categories of Committees**

There shall be three (3) categories of committee, namely:-

1. Executive Committee
2. Management Committees
3. Operating Committees

**P.2 Executive Committee**

The provisions regarding the Executive Committee are as set out Section G above. The provisions regarding Management Committees and Operating Committees are set out in this Section P.

**P.3 Number of Management Committees**

(a) The initial number of Management Committees shall be nine (9) Management Committees, namely:-

- Avodah Committee
- Building Facilities Committee
- Education Committee
- Finance Advisory Committee
- Kindergarten Committee
- Membership Committee
- Music Committee
- Security Committee
- Welfare Committee

**P.4 New Management Committees – Dissolution of Existing Management Committees.**

- (a) Council shall have power to appoint additional Management Committees or to dissolve existing Management Committees as it deems appropriate.
- (b) Whenever Council determines to appoint a new Management Committee it shall (i) first determine the terms of reference of the new Management Committee and then (ii) it shall appoint from among Council Committee members a Convener of such new Committee who shall summon the first meeting of the new Management Committee.

**P.5 Responsibilities of Management Committees**

Management Committees shall be involved in the core activities required for the on-going operations of the Synagogue. They shall provide support and guidance to the Executive Committee in furtherance of the Executive Committee's responsibility for the management of the affairs of the Synagogue.

**P.6 Management Committee Governance**

- (a) At least one member of each Management Committee shall be a member of Council.
- (b) Every Management Committee shall, unless Council otherwise directs, elect its own Chairman and if appropriate Committee Officers save that no such Committee Chairman shall continue in that office for more than a continuous period of 3 years.
- (c) Every Management Committee may invite such Members of the Synagogue and, save in the case of the Avodah Committee, and/or Associates of the Synagogue to be members of the Committee as it thinks fit.
- (d) Any Member of the Synagogue and, save in the case of the Avodah Committee, any Associate of the Synagogue may choose to be a member of one or more Management Committees. Members or Associates desiring to be a Management Committee member shall so notify in writing the respective Committee Chairman of the wish to be a Management Committee member and membership on such Committee shall commence thirty (30) days thereafter.
- (e) Any Member or Associate of the Synagogue may attend and participate in any meeting of an Management Committee, except only members of the Management Committee may vote on any matter in the Committee at which a

vote is called by the Committee Chairman or in his absence the Committee member elected by the Committee to serve as Chairman.

(f) Members of Management Committees shall be expected to demonstrate a reasonable modicum of participation in the Committee's deliberations and activities.

(g) Every Management Committee shall fully and promptly report to the Executive Committee all major proceedings and decisions.

(h) Every Management Committee shall at least annually present to Council and the Executive Committee a report of the activities of that Committee for the prior year and its projected activities for the next ensuing year.

(i) The Chairman of the Synagogue shall be an ex officio member of each Management Committee and shall be entitled to appoint another member of the Executive Committee to attend any meeting of any such Committee in his stead.

#### **P.7 Number of Operating Committees**

(a) There may be such number of Operating Committees, which may include a Youth Committee, as from time to time may be determined by the Executive Committee, and the Executive Committee shall have power to appoint additional Operating Committees or to dissolve existing Operating Committee as it deems appropriate.

(b) Each year at the first meeting of the Executive Committee following the Annual General Meeting the Executive Committee shall consider whether all or any of the existing Operating Committees should remain in existence and whether any, and if so which new Operating Committee(s) should be appointed.

(c) Whenever the Executive Committee determines to appoint a new Operating Committee it shall (i) first determine the terms of reference of the new Committee and then (ii) it shall appoint from among Executive Committee members a Convener of such new Committee who shall summon the first meeting of the new Operating Committee.

(d) The Executive Committee shall inform Council of the formation and terms of reference of each new Operating Committee and of the dissolution of any Operating Committee. Such information shall be provided at the ensuing meeting of Council following the taking of such action by the Executive Committee.

#### **P.8 Responsibilities of Operating Committees**

Operating Committees shall be involved in such specifically designated activities and/or projects as the Executive Committee may from time to time deem required or advisable.

#### **P.9 Operating Committees Governance**

(a) Every Operating Committee shall, unless the Executive Committee otherwise directs elect its own Chairman and if appropriate Committee Officers. The term of office for each such Committee Chairman shall respectively be set by each Operating Committee.

(b) Every Operating Committee may invite such Members of the Synagogue and save as otherwise determined by the Executive Committee such Associate of the Synagogue to be members of the Committee as it thinks fit.

(c) Any Member of the Synagogue and save as otherwise determined by the Executive Committee any Associate of the Synagogue may choose to be a member of one or more Operating Committees. Members or Associates desiring to be an Operating Committee member shall so notify in writing the respective Committee Chairman of the wish to be an Operating Committee member and membership on such Committee shall commence thirty (30) days thereafter.

- (d) Any Member or Associate of the Synagogue may attend and participate in any meeting of an Operating Committee, except only members of the Operating Committee may vote on any matter in the Committee at which a vote is called by the Committee Chairman or in his absence the Committee member elected by the Committee to serve as Chairman.
- (e) Members of Operating Committees shall be expected to demonstrate a reasonable modicum of participation in the Committee's deliberations and activities.
- (f) Every Operating Committee shall fully and promptly report to the Executive Committee all major proceedings and decisions.
- (g) Every Operating Committee shall at least annually present to Council and the Executive Committee a report of the activities of that Committee for the prior year and its projected activities for the next ensuing year.
- (f) The Vice Chairman of the Synagogue shall be an ex officio member of each Operating Committee and shall be entitled to appoint another member of the Executive Committee to attend any meeting of any such Committee in his stead.

**P.10 Youth Committee**

- (a) The Youth Committee may invite any child of any Member of the Synagogue under the age of twenty-one years to be a member of the Youth Committee as the Committee deems appropriate, and such child may continue to be a Committee member until the age of twenty-one years.
- (b) Any child under the age of twenty-one years of any Member of the Synagogue may choose to be a member of the Youth Committee. Children of Members desiring to be a Youth Committee member shall so notify in writing the Youth Committee Chairman of the wish to be a Youth Committee member and membership on such Committee shall commence thirty (30) days thereafter. Such child may continue to be a Committee member until the age of twenty-one years.
- (c) Any child of a Member of the Synagogue may attend and participate in any meeting of the Youth Committee, except only members of the Youth Committee may vote on any matter in the Committee at which a vote is called by the Committee Chairman or in his absence the Committee member elected by the Committee to serve as Chairman.
- (d) The Youth Committee may upon a vote of the members of the Committee nominate a member of the Youth Committee to attend and participate in meetings of Council as set out in paragraph F.17.

**Q SERVICES**

**Q.1 Services - Time and Place**

- (a) Divine services shall be performed on Sabbaths and Holy Days and on such other occasions as the Executive Committee may direct following consultation with the Rabbi(s) and the Council.
- (b) Services shall be performed in the Synagogue or in such other place as the Council shall from time to time appoint.

**Q.2 Rituals**

- (a) The Ritual to be used by the Synagogue shall be agreed between the Rabbi(s) and the Avodah Committee together with the Council, and shall be in general conformity with the practice of the Movement for Reform Judaism.

(b) Variations and prayers for special occasions may be introduced from time to time by the Principal Rabbi(s), provided that the general nature of such variations and prayers shall also be consistent with the practice of the Movement for Reform Judaism.

(c) The Principal Rabbi(s) shall keep the Chairman and the Wardens informed of expected changes in rituals. The Chairman and Principal Rabbi(s) shall together determine whether such changes constitute a change requiring approval(s) as provided in paragraph Q.3.

(d) If, at any particular time, there are no Rabbis at the Synagogue who have been designated as Principal Rabbis, then any Rabbi nominated by the Executive Committee from time to time shall have the rights and duties referred to in Paragraphs (b) and (c) above.

### **Q.3 Changes in Services or Rituals**

(a) All material changes in services and/or rituals shall be approved prior to implementation by the Avodah Committee.

(b) All fundamental changes in the overall religious and/or ritual direction of the Synagogue shall be approved by the Executive Committee and shall also be approved by Council prior to implementation.

## **R SUBSCRIPTIONS AND FEES**

### **R.1 Setting of Subscriptions**

(a) Council shall recommend and the Members in a General Meeting shall by resolution fix the scale of subscription for membership of the Synagogue.

(b) Different subscriptions may be prescribed for particular categories of Member of the Synagogue provided that the standard scale of all such subscriptions is fixed by resolution by Members in a General Meeting.

(c) The Honorary Membership Secretary may arrange from any new or existing Member a subscription lower than the standard scale, but (save in cases of an exceptional nature) only on the terms that such reduced subscriptions shall be reviewed with the Executive Committee from year to year.

### **R.2 Payment of Subscriptions**

(a) Members' subscriptions to the Synagogue shall be payable by direct debit or if not by direct debit then in advance of the period for which applicable.

(b) No new Member shall be entitled to any of the privileges of membership until the payment of the subscription due from him.

### **R.3 Failure to Pay Subscriptions**

The membership rights of any Member whose subscription are six (6) months in arrears shall lapse until such arrears are paid, and the Member shall be notified accordingly.

#### **R.4 Fees and Charging Tariffs for Facilities**

- (a) The Executive Committee may from time to time establish such fees and charging tariffs for the use of the facilities of the Synagogue and/or the services of its employees. Such fees and charges may vary for particular categories of users, all as determined by the Executive Committee.
- (b) The Executive Committee shall keep Council informed of the standard fee schedules and tariff charges that it established as well as any material changes thereto.

#### **R.5 Fees for Associates**

- (a) The subscription payable by any Associate, as defined in Paragraph B.3 shall be such sum (if any) as may be determined from time to time in the case of that Associate by the Executive Committee (which may in any or all cases delegate that function to the Honorary Membership Secretary) taking into account all relevant circumstances, including the amount of any subscription already paid as a Member by the partner of that Associate.
- (b) Subscriptions payable to the Synagogue by an Associate shall be payable by direct debit or if not by direct debit then in advance of the period for which applicable.
- (c) No new Associate shall be entitled to any of the privileges of being an Associate until payment of any subscription due from him.
- (d) The rights of any Associate whose subscription is six months in arrears shall lapse until such arrears are paid, and the Associate shall be notified accordingly.

### **S INVESTMENTS AND POWER TO APPOINT INVESTMENT MANAGERS**

#### **S.1 Funds of the Synagogue**

The funds of the Synagogue not required for immediate application may be invested in such manner as the Executive Committee may from time to time approve.

#### **S.2 Investment Management Contracts**

The Executive Committee shall have power (without prejudice to the generality of the powers conferred upon them from time to time) to enter into such investment management contract or contracts as they in their discretion decide with any partnership firm or company carrying on business as stockbrokers, investment managers or investment consultants (“the Delegate”) whom the Executive Committee are satisfied have all the requisite authorities required by law and have the appropriate skill and experience for the management by that firm or company of all or any of the moneys, securities or other investments of the funds of the Synagogue.

#### **S.3 Investment Powers**

- (a) The Executive Committee shall have the power pursuant to any such contract –
  - (i) to delegate the exercise (and to permit the sub-delegation by the Delegate) of their investment powers.
  - ii To confer upon the Delegate so appointed such discretionary mandate with regard to the performance by the Delegate of the powers delegated to him by virtue of such contact as the Executive Committee shall think fit.
  - iii To authorise the Delegate to charge for his services (whether directly or indirectly) and to retain such charges (or commission or other profits earned by the Delegate under such contract) for the Delegate’s own absolute benefit.
- (b) The Executive Committee at any time may terminate any such contract after it has been entered into upon such terms as they think fit. Any such contract may provide for such remuneration of the partnership firm or company with

which they enter into any such agreement as aforesaid to act by such agents as are agreed between Council and that partnership firm or company.

(c) Without prejudice to the provisions of this paragraph S.3 or any right of indemnity given to them by law in the exercise of any powers conferred on the Executive Committee under this paragraph, each member of the Executive Committee shall be entitled to an indemnity against the assets of the Synagogue in respect of all liabilities of any description incurred by them in the performance of their obligations and in the exercise of their powers (in each case) as regards the investment of the Synagogue funds so long as those liabilities shall have been incurred in good faith and without fraudulent or wrongful intent or deliberate disregard of the interests of the Synagogue or its members.

(d) No member of the Executive Committee shall, in the performance of the above obligations or in the exercise of the above powers, be liable for any breach of trust of whatever nature whether omitted or committed by any member of Executive Committee or by any delegate acting (or purporting to act) with the authority of the Executive Committee provided that this sub-paragraph shall not operate to release any liability attaching to any member of Executive Committee in respect of that person's fraud or deliberate disregard of the interests of the Synagogue or its members.

## **T FINANCE**

### **T.1 Borrowing Authority**

(a) Council may authorise the Executive Committee on behalf of the Synagogue to borrow money for any purpose within the objects of the Synagogue and to charge or authorise the Trustees to charge such of the property of the Synagogue as may be deemed necessary to secure the repayment of the money so borrowed and the payment of the interest thereon.

(b) The Executive Committee shall have the same borrowing authority as set out in paragraph T.1(a) without the prior sanction of the Council provided that the total amount of all moneys borrowed, raised or secured by the Synagogue which will then remain outstanding after such borrowings shall not exceed the sum of ten per cent (10%) of the Synagogue income as defined in paragraph T.1(c). Executive Committee shall report to Council at Council's ensuing meeting any borrowing initiated pursuant to this paragraph.

(c) The income of the Synagogue for the purpose of this Section T shall mean the total income of the Synagogue which appears in the audited Income and Expenditure Account of the Synagogue last approved by the Members in General Meeting previously to the date of any proposed expenditure.

### **T.2 Expenditure Authority**

(a) Each year at its first meeting following its election by Council, the Executive Committee shall establish such expenditure limits as it deems appropriate regarding the amounts which may be expended by employees of the Synagogue without first obtaining prior approval.

(b) All such employee expenditures beyond the expenditure limits set out in paragraph T.2(a) shall be approved by the Honorary Treasurer, or in his absence the Chairman of the Executive Committee.

(c) All expenditures exceeding one per cent (1%) of the income of the Synagogue for any one purpose must have the prior approval of the Executive Committee, and all such expenditures which were not specifically approved by Council in the then current budget shall be advised to Council at the next Council meeting.

(d) No sum shall be expended for any one purpose out of the funds of the Synagogue in excess of five per cent (5%) of the income of the Synagogue without the authority of the Council.

(e) No sum shall be expended for any one purpose out of the funds of the Synagogue in excess of ten per cent (10%) of the income without the authority of Members at a General Meeting of Members of the Synagogue.



### **T.3 Cheques and Like Documents**

All cheques and like documents on the Synagogue's banking accounts shall be signed by at least two members of the Executive Committee of whom one shall be the Chairman, Vice-Chairman, Honorary Synagogue Secretary, the Honorary Membership Secretary or the Honorary Treasurer, provided that in circumstances where the positions of Chairman and/or Honorary Treasurer change then, during a period of no more than two (2) months following the date of change of such position, the immediately preceding Chairman and/or Honorary Treasurer (as the case may be) shall be entitled to sign any cheque or like document on the Synagogue's banking accounts if such signing has received the prior written consent of at least two (2) of the following individuals – the Chairman, the Vice Chairman and the Honorary Treasurer.

## **U DEATHS AND FUNERALS**

### **U.1 Deaths and Burials**

Every member of the Synagogue shall be entitled to burial in accordance with the conditions of such scheme as may be in force at the time of his death. Particulars of every such scheme shall be made available on application to the Synagogue Office.

### **U.2 Funeral Expenses**

- (a) Every Member of the Synagogue (except persons under the age of twenty-one (21) who is a Member only by virtue of the membership of either of their parents) shall pay to the Synagogue an annual sum to be approved from time to time by the Executive Committee in respect of funeral expenses.
- (b) Such annual sum shall be due annually in advance on the 1<sup>st</sup> day of January in each year and shall be collected with the Member's subscription.
- (c) Such annual sum shall entitle the Member or his unmarried children under 21 years of age who are not Members in their own right to a funeral in accordance with the arrangements from time to time in force or to receive a sum notified by the providers of the scheme specified in Paragraph U1 towards the cost of such funeral.
- (d) The cost of the funeral insofar as it exceeds the sum so paid shall be paid to the Synagogue by the Personal Representatives of the deceased member.
- (e) Every Member shall be bound by the rules of any scheme for funeral expenses to which the Synagogue shall belong except for the amount of contribution in respect of funeral expenses which shall be approved as part of the overall Members' subscription which are set in accordance with the provisions of Paragraph R1.
- (f) A copy of the funeral expense scheme shall be available on request and shall be drawn to the attention of every new member.
- (g) No sum shall be paid under this Section U if at the date of his death the Member shall be more than six (6) months in arrear with his payment of subscription.
- (h) If a death occurs before the annual sum due in the year of death has been paid such sum shall be added to the account of funeral expenses.

## **V MISCELLANEOUS**

**V.1 Community Forum**

There shall be a Community Forum each year following the High Holy Days at which Members of the Synagogue may raise and discuss with Council and the Executive Committee relevant issues affecting the Synagogue and its members.

The Executive Committee will determine the date of the Community Forum, the agenda of matters to be considered and the procedural matters to be observed.

Notice of the Community Forum shall be given to Members prior to the High Holy Days.