



## NORTH WESTERN REFORM SYNAGOGUE

(unincorporated charity number 247081)

### NOTICE OF 87<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE SYNAGOGUE & EXPLANATORY NOTE

**NOTICE IS HEREBY GIVEN** of the 87<sup>th</sup> Annual General Meeting of the members of the Synagogue to be held at 10:30am on Sunday 21 June 2020, online via Zoom (video conferencing).

Full details of how to join the meeting on Zoom will be sent out on Monday 15 June 2020 and Thursday 18 June 2020

## AGENDA

Item	Matter	Note
1.	Welcome by The President, Jon Epstein. The meeting will be chaired by The President	I.
2.	D'var Torah - Rabbi Hannah Kingston	
3.	To approve the <b>Minutes of the 86th Annual General Meeting</b> Held on 12 May 2019	
4.	To approve the <b>Minutes of the Annual Budget General Meeting</b> held on 10 December 2019	
5.	Responding to a pandemic. Alyth today and looking ahead - Rabbi Josh Levy	
6.	Report from the Chair of Trustees	
7.	To adopt the <b>Statutory Accounts &amp; Trustees Report</b> for the year ended 31 December 2019	II.
8.	To re-appoint Messrs. Nyman, Libson & Paul as Auditors to the Synagogue for the year 2020/21	
9.	a. To elect Russell Baum and Noeleen Cohen as Co-Chairs	III.
	b. To approve the proposed amendments to be made to the <b>Articles of Association</b> of the new charitable company known as North Western Reform Synagogue (charity number 1186738)), as set out in the tracked changes version of the Articles available on the Synagogue website.	IV
	c. To approve the proposed amendments to be made to the <b>Rules</b> of the new charitable company known as North Western Reform Synagogue (charity number 1186738), as set out in the tracked changes version of the Rules available on the Synagogue website.	IV
10.	To Appoint Robert Weiner as a Vice-President	
11.	Any Other Business	

Please send any items of AOB to [adam@alyth.org.uk](mailto:adam@alyth.org.uk) by Thursday 18 June 2020

## **EXPLANATORY NOTE**

Planning an Annual Meeting in a time of crisis presented the Trustees with unintended complexities, beyond just the technology. In order to balance the current Government restrictions on social distancing and meeting in person with the provisions set out in our governing documents, the Trustees have once again engaged the services of the Charities Team at Womble Bond Dickinson Solicitors. We are grateful to Jo Coleman and Joseph Harris for their insights and legal expertise in helping us to prepare this suite of documents.

### **I. ONLINE MEETING**

Under the current Government lockdown restrictions announced in response to the COVID-19 pandemic, it is not currently possible to hold a physical meeting of the members of the Synagogue.

Please note the following:

- i. For consistency and clarity, in this Explanatory Note, “Old Alyth” refers to the unincorporated charity (charity no: 247081) and “New Alyth” refers to the incorporated charitable company (charity no. 1186738)
  - ii. The Articles of Association and Rules of “New Alyth” require a quorum for Annual Meetings of Congregants to be 25 people attending in person. Under the current lockdown restrictions, it is not possible to hold a lawfully convened and safely held Annual Meeting of the Congregants.
  - iii. The Constitution of “Old Alyth” does not prevent the holding of an online or virtual meeting and the quorum is not required to be present in person.
  - iv. On this basis, the Trustee Board has agreed that it is appropriate for an Annual General Meeting of “Old Alyth” to be held, using Zoom video conferencing.
  - v. We will also be asking members at the Annual General Meeting to approve the amendments to the Articles and Rules of “New Alyth” to provide for General Meetings to be held online in exceptional circumstances.
- Details of how to join the meeting will be included in the weekly email on Monday 15 June and Thursday 18 June 2020.
  - Provision has been made for registration and voting at the meeting. Instructions will be provided as to how you will be able to exercise your vote.
  - Members needing support to help them join the meeting should email: [adam@alyth.org.uk](mailto:adam@alyth.org.uk)
  - There will be an opportunity to ask questions online during the meeting. As noted in the cover letter, questions in advance of the AGM will help us to use the technology more effectively. Please send questions by email to: [governance@alyth.org.uk](mailto:governance@alyth.org.uk) by Thursday 18 June.

### **II. APPROVAL OF THE ACCOUNTS**

The Accounts for approval at the meeting pertain to the period in which Alyth was not incorporated and require approval under the provisions of “Old Alyth”. In accordance with clause D2(a) and (c), of the Constitution, the Synagogue is required to hold an AGM of members by 30 June each year at which the accounts must be considered and confirmed. A copy of the **Statutory Accounts** and **Trustee’s Report** is available by [clicking here](#).

Any questions about the financial statements should be sent to [governance@alyth.org.uk](mailto:governance@alyth.org.uk) by Thursday 18 June

Members will be asked to vote to approve the Statutory Accounts and Trustees Report at the meeting.

### **III. APPOINTMENT OF RUSSELL BAUM AND NOELEEN COHEN AS CO-CHAIRS:**

As noted in I.(iv) above, the Annual General Meeting is being held under the auspices of “Old Alyth”. In order to follow due process, prior to amending the Articles of Association and transferring the assets and liabilities, the meeting will be asked to appoint Russell Baum and Noeleen Cohen as Co-Chairs of “Old Alyth”.

### **IV. APPROVAL OF AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

“New Alyth”, has been registered as a charitable company and with the Charity Commission. The incorporation and transfer approved by members at the AGM in 2018 is almost complete and the transfer of all the assets and liabilities will be passed to the new charitable company (“New Alyth”) when the accounts have been approved.

As noted above, the Articles and Rules of “New Alyth” require a quorum for Annual Meetings of Congregants and other General Meetings to be 25 people attending in person. Under the current lockdown restrictions, it is not possible to hold a lawfully convened and safely held Annual Meeting of the Congregants, at which any amendments to these Articles can be approved.

Any changes to the Articles and Rules must be approved by the Congregants of “New Alyth”. As the Congregants cannot meet in person (as required) at a General Meeting, we are asking the Members of the Synagogue, who are the same group of individuals at those attending this Annual General Meeting of “Old Alyth”, to approve these changes instead. In this way, all members (Congregants) are being provided with the opportunity to consider and approve these proposals. At the next General Meeting of Congregants, we will ask Congregants to ratify this resolution, so that the technical process is correctly completed.

Copies of the Articles of Association and the Rules are available on the Alyth website. [Click here](#) to access the **Articles** and [click here](#) to access the **Rules**. Should you require a hard copy, please email [office@alyth.org.uk](mailto:office@alyth.org.uk) or call the Alyth office on 020 84556763 to request copies be sent to you in the post.

Three principal sets of changes are proposed to be made to the Articles and the Rules.

1. To allow General Meetings of Congregants to be held online (electronically) in the future, in exceptional circumstances, where it may continue to be difficult to meet in person.
2. To allow the appointment of Co-Chairs.
3. To confirm the current Trustee Board and the new Co-Chairs (Russell Baum and Noeleen Cohen) from 21 June 2020 until the next Annual Meeting of Congregants in 2021.

The Trustee Board has proposed that Russell Baum and Noeleen Cohen hold office as Co-Chairs from 21 June 2020 until the Annual Meeting of Congregants to be held in 2021. The

easiest way to implement this change (given that the company cannot safely hold a quorate meeting) is by amending the Transitional Provisions in the tracked changes as show in the Articles of Association available on the Alyth website.

On behalf of the Trustees.

Hon. Secretary.