



To pray. To learn. To live. Together.

# North Western Reform Synagogue (Alyth)

## Rules

January June 2020  
(as amended)

# **RULES of NORTH WESTERN REFORM SYNAGOGUE**

<b>INTRODUCTION, PRINCIPLES AND ARTICLES OF ASSOCIATION</b>	<b>PAGE</b>
1. Interpretation	2
2. Categories of Membership of the Synagogue	4
3. Contributions	6
4. Presidents & Vice-Presidents	7
5. Trustee Board	9
6. Nominations Group	10
7. The Chair	11
8. Election of Trustees	12
9. Co-Option of Trustees	13
10. Appointment and Duties of Designated Officers	13
11. Removal from Office of Elected and Co-Opted Members of the Trustee Board	14
12. General Meetings of Congregants	14
13. Proceedings at All General Meetings of Congregants	17
14. Voting at all Meetings of Congregants	17
15. Advisory Groups, Working Groups & Task Forces	18
16. Community Forums	19
17. Rabbis & Cantors	20
18. Services and Ritual	21
19. Employees of the Synagogue	21
20. Communication	22
21. External Bodies	23
22. Commencement	23
23. Appointment and Elections	23
24. Prior Resolutions and Decisions	23
25. Amendment of Rules	23
26. Marriages, Deaths & Burials	24
27. Finance	24
28. Fees and Charging for Facilities	26
29. Dissolution	26

## INTRODUCTION

North Western Reform Synagogue (known as “Alyth”) is a charitable company limited by guarantee under the Companies Act 2006 not having a share capital registered in England & Wales under No. [12336110] and in these Rules shall be referred to as the **Charity**. North Western Reform Synagogue is a constituent member of The Movement for Reform Judaism.

By way of background and explanation of terms:

- 1 The Charity is a charitable company limited by guarantee and is governed by its Articles of Association which are binding and registered at Companies House and with the Charity Commission.
- 2 These Rules are supplementary and subordinate to the Articles.
- 3 In the Articles and in these Rules, we use Charity, when capitalised, to denote the charitable company.
- 4 As a charitable company, it has both Company Members (the equivalent of its shareholders in a limited by shares company) and Trustees who are also the company directors.
- 5 The Company Members of the Charity hold their membership by virtue of their election by the Congregants to their role as Trustees.
- 6 Being a Company Member of the Charity is distinct from being a member of the Synagogue, who are referred to in the Articles and Rules as **Congregants**.
- 7 The Congregants are such by virtue of acceptance in accordance with these Rules and payment of an annual contribution (unless not required).
- 8 The Congregants are entitled to vote under these Rules, on certain important decisions.
- 9 References in the Rules to the Synagogue is to the Congregation known as 'Alyth', being comprised of its Congregants who are members of the Congregation but not members of the Charity (for the purposes of company law).

## PRINCIPLES

Subject to compliance with applicable laws and regulations, those persons who are responsible for, or involved in, the governance or management of the Synagogue shall endeavour to act in all circumstances ethically, fairly and with integrity and in a manner which gives full expression to the values of the Synagogue and proper consideration to the views of Congregants, as may be set out by the Lay Leadership and Rabbinic Leadership in a statement of the Synagogue's values from time to time. Alyth is committed to the values inherent in a sacred community, with Judaism and Jewish practice at its heart.

## ARTICLES OF ASSOCIATION

The Synagogue shall be governed and managed in accordance with the Articles of the Charity and these Rules. In case of any conflict between the Articles and the Rules, the provisions of the Articles shall prevail.

### 1. INTERPRETATION

- 1.1. Save where inconsistent within their context, words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.2. Subject to Rule 1.3, terms as defined in the Articles of the Charity shall have the same meaning in these Rules. Reference to a specific Article is to that Article in the Articles of the Charity.
- 1.3. In these Rules, unless the context otherwise requires:

<b>Act</b>	the Companies Act 2006, as amended from time to time;
<b>Advisory Groups</b>	bodies of the Trustee Board established in accordance with Article 22;
<b>Annual Meeting of Congregants</b>	the meeting of Congregants held once in each calendar year in accordance with the Rules;
<b>Articles</b>	the Articles of Association of the Charity;
<b>Associate</b>	the non-Jewish spouse or partner (however the Trustee Board shall decide to define those terms) of a Congregant who is admitted as an Associate in accordance with the Rules;
<b>Cantor</b>	an individual appointed by the Trustee Board as a spiritual leader of the charity to lead synagogue services and designated as such by the Trustee Board;
<b>Chair</b>	the chair of the Trustee Board elected by the Congregants at the Annual Meeting of Congregants in accordance with the Rules <u>and "Co-Chairs" refers to any two persons jointly appointed to hold office as Co-Chairs;</u>
<b>Clear Days</b>	in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

<b>Community Forums</b>	forums established by the Trustee Board in accordance with Rule 16 to enable Congregants to meet to discuss issues of importance;
<b>Company Member</b>	a member of the Charity for the purposes of the Act and Company Members means all the members being such Members as are set out in Article 9.1;
<b>Congregants</b>	members of the Synagogue approved by the Trustee Board in accordance with Article 13.1, not being members for the purposes of the Act;
<b>Congregation</b>	all the Congregants from time to time;
<b>Designated Officer</b>	a Trustee appointed from amongst the Trustee Board to a designated office in accordance with Article 19 (which shall include the Chair <u>or Co-Chairs</u> );
<b>Elected Trustees</b>	the trustees of the Charity elected in accordance with Article 14.4;
<b>Friend</b>	any person who is not eligible to be a Congregant or an Associate who applies to be a “Friend” of the Synagogue and is accepted as such by the Trustee Board;
<b>Leadership Manual</b>	the manual, approved by the Trustee Board from time to time, setting out information required to provide a clear understanding of the roles and responsibilities of leadership, and the governance and operation of the organisation
<b>General Meeting of the Charity</b>	a general meeting of the Company Members of the Charity held in accordance with the Articles and the Act;
<b>General Meeting of Congregants</b>	an Annual Meeting of the Congregants or other Special Meeting of Congregants held in accordance with the Articles and the Rules;
<b>In Good Standing</b>	A Congregant who up to date with their contributions referred to in Clause 3 of these Rules and whose membership has not been suspended or terminated in terms of Clause 2.8
<b>President</b>	the person appointed to hold this position in accordance with Article 21.1, not being a Trustee;

<b>Principal Rabbi(s)</b>	the rabbi(s) appointed by the Trustee Board and designated as such by the Trustee Board;
<b>Rabbi(s)</b>	spiritual leader(s) of the Charity appointed in accordance with Article 24;
<b>Rules</b>	the Rules of the Charity, as amended from time to time;
<b>Senior Professional(s)</b>	the senior employees of the Synagogue so designated (and includes Rabbis and Cantors);
<b>Synagogue</b>	means the synagogue run and operated by the Charity;
<b>Trustee</b>	a member of the Trustee Board, being a director of the Charity and Trustees means all the directors. For the avoidance of doubt, a Trustee of the Charity shall be a trustee as defined by section 177 of the Charities Act 2011 and a director in accordance with the Act;
<b>Trustee Board</b>	the Trustees for the time being acting together, in accordance with the Articles, also being the directors of the Charity (pursuant to the Act);
<b>Vice President</b>	a person appointed to this position in accordance with Article 21.1, not being a Trustee.

## **2. CATEGORIES OF MEMBERSHIP OF THE SYNAGOGUE.**

- 2.1. Membership of the Synagogue shall be open to all persons of the Jewish faith as defined by the Assembly of Reform Rabbis & Cantors, who are aged 18 and over (Article 14.8) and who have been admitted as a Congregant by the Trustee Board (in their absolute discretion). Every Congregant over the age of 18 shall be eligible for appointment to all offices of the Charity, and for membership of the Trustee Board and of all Advisory Groups, Working Groups and Task Forces and be entitled to all the rights and privileges of a Congregant including those set out in Article 13.3.
- 2.2. Children of a Congregant(s), not being members in their own right and being under the age of 18 shall be entitled to attend all religious services held by the Synagogue and to such other rights and privileges of a Congregant other than the right to vote at General Meetings of Congregants or to serve upon the Trustee Board, Advisory Groups, the Nominations Group or other Advisory or Working groups set up in terms of Rule 15.

- 2.3. All persons who are not of the Jewish faith as defined by the Assembly of Reform Rabbis and Cantors but who are partners or spouses of Congregants, shall be eligible to become Associates of the Synagogue.
- 2.4. 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 Congregant (including the right to receive High Holy Day tickets) save in the following respects:
  - 2.4.1. they shall not be eligible for election or appointment to any office (whether as Chair, Co-Chair, Trustee or Designated Officer);
  - 2.4.2. they shall not be eligible to chair an Advisory Group but shall otherwise be eligible to serve as a member of any Advisory Group, Working Group or Task Force (save for those dealing with matters of ritual), and to participate in Community Forums that take place from time to time as directed by the Trustee Board;
  - 2.4.3. whilst entitled to receive notice of, and to attend and speak at General Meetings of Congregants, they shall not be entitled to vote or to submit a resolution at any such meeting, and
  - 2.4.4. the provisions relating to ritual and participation in religious services shall be determined and set out by the Rabbi(s) and Cantor(s) and may be amended from time to time.
- 2.5. In accordance with the conditions of the Burial Scheme and Funeral Expenses Scheme of the Jewish Joint Burial Society (JJBS), as set out in Rule 26.2, the burial and funeral rights associated with Congregants shall apply to Associates subject to any contributions that they may be required to pay.
- 2.6. Any Associate shall be entitled to remain an Associate notwithstanding the fact that they shall cease (for whatever reason) to be a spouse or partner of a Congregant, subject always to the provisions relating to Associates.
- 2.7. An application to become a Congregant or an Associate shall be made to the Synagogue in such form as the Trustee Board may from time to time determine and shall be placed before the Trustee Board who may either accept or reject it at their absolute discretion. The Trustee Board may seek the advice of the Principal Rabbi(s) or any other Rabbi before deciding whether to admit any person as a Congregant or an Associate.
- 2.8. Any Congregant or Associate who behaves in a manner detrimental to the interests of the Synagogue or the Charity may have their membership suspended or terminated by a

resolution of the Trustee Board. The following provisions shall apply where the suspension or termination of the membership of any Congregant or Associate is being considered:-

- 2.8.1. any such resolution of the Trustee Board must be passed by a two-thirds majority of those Trustees present and voting;
  - 2.8.2. written notice shall be given to the Congregant or Associate concerned setting out the behaviour or events in question and notifying them of the proposal to suspend or terminate the membership of the Congregant or Associate;
  - 2.8.3. the Congregant or Associate concerned shall be entitled to be present at the meeting of the Trustee Board at which the matter is considered and to speak or to have a designated person speak on their behalf;
  - 2.8.4. the Trustee Board shall be entitled to ask the Congregant or Associate to leave the meeting to enable them to deliberate upon and resolve the matter; and
  - 2.8.5. the Trustee Board will notify the Congregant or Associate in writing of their decision within 7 days of the meeting.
- 2.9. A Congregant or Associate whose membership has been terminated shall have no claim to a refund in respect of the unexpired part of their contribution, but the Trustee Board may (in its absolute discretion) authorise such refund.
- 2.10. A Congregant may terminate their membership by giving two months' written notice to the Charity. Depending upon the circumstances giving rise to such termination, the Trustee Board may (in its absolute discretion) agree to refund an appropriate portion of the contribution paid for the remainder of the year.
- 2.11. Any person who is not eligible to be a Congregant or an Associate may apply to become a Friend, provided that they meet such criteria as the Trustee Board may from time to time determine.
- 2.12. Friends shall have the privileges set out from time to time by the Trustee Board but may not have the right to vote at any General Meeting of Congregants.
- 2.13. All applications to become a Friend will be considered on an individual basis and determined by the Trustee Board on the recommendation of the Principal Rabbi(s) and will be renewed annually by the Trustee Board. The Trustee Board may determine what annual contribution a Friend shall pay to the Synagogue.

### **3. CONTRIBUTIONS.**

- 3.1 The annual contribution levels for membership of the Synagogue shall be proposed by the Trustee Board and approved at a General Meeting of Congregants, and until otherwise determined, it shall be at the rate or rates ruling in the preceding year. The Trustee Board may establish different rates for the different categories of membership of the Synagogue or for particular circumstances.
- 3.2 The Trustee Board shall have power to enter into such arrangements as it may think fit to agree any discount, reduction, suspension or alternative payment methods for any individual or family where they consider the circumstances warrant such alternative arrangements.
- 3.3 The Trustee Board shall have power to enter into such arrangements as it may think fit with any Congregant or Associate or Friend for the payment of arrears or other payments due to the Synagogue.
- 3.4 Any Congregant or Associate or Friend who is in arrears with their contributions for more than six months after such contributions shall have become due, and where no alternative arrangements have been agreed, shall have their membership of or other status within the Synagogue suspended until such arrears are paid and they are notified accordingly.
- 3.5 The Trustee Board shall, notwithstanding the provisions of these Rules, in exceptional circumstances, have power to admit or re-admit any person as a Congregant or Associate or Friend or to continue their membership of or other status within the Synagogue on such terms as it may consider appropriate.
- 3.6 Contributions shall be payable in such manner as the Trustee Board shall from time to time determine and no person whose application to join the Synagogue as a Congregant, Associate or Friend has been accepted shall be entitled to any of the privileges of such membership until the contribution due from them has been paid (or alternative arrangements have been agreed).
- 3.7 Children of a deceased Congregant who are under 18 years of age shall have the same rights as children of Congregants without payment of contributions until they attain the age of 18.
- 3.8 In the event of the death of a Congregant, Associate or Friend, at the discretion of the Trustee Board, a refund of contributions may be made for any unexpired term.

#### **4. PRESIDENT AND VICE-PRESIDENTS**

**4.1** The Trustee Board may nominate for election at an Annual Meeting of Congregants, from amongst the Congregants:-

4.1.1. one person who has served the Synagogue with distinction and is held in high regard by Congregants as President; and

4.1.2. up to three Vice-Presidents, each of whom has rendered services to the Synagogue that are considered meritorious.

**4.2** A vacancy in the office of President or Vice President may be filled by an appointment by the Trustee Board. The person appointed to the office of President or Vice President by the Trustee Board shall then serve until the next Annual Meeting of Congregants at which time Congregants shall elect a new President or Vice President. The person appointed President or Vice President by the Trustee Board to fill a vacancy shall be eligible to stand for election as President or Vice President at that Annual Meeting of Congregants, and if so elected shall then serve for the respective term of office as set out in Rules 4.3.1 and 4.4.1.

#### **4.3 THE PRESIDENT**

4.3.1. The term of office of the President will be two years. The President will have the option to stand for re-election for one further term of two years in consultation with the Trustee Board.

4.3.2. In any year in which the current President will reach the end of their term or is not standing for re-election, the Nominations Group will make a recommendation(s) to the Trustee Board for the next President. The Trustee Board will agree the person to be so nominated.

4.3.3. The Trustee Board's nomination for President shall be considered for election by the Congregants at the next following Annual Meeting of Congregants.

4.3.4. The responsibilities and duties of the President are set out in the Leadership Manual.

#### **4.4. VICE-PRESIDENTS**

4.4.1. Each Vice President will serve for a single term of three years from the Annual Meeting of Congregants at which they are elected.

- 4.4.2. The Trustee Board will ensure that the election of Vice-Presidents is staggered so that, save in exceptional circumstances, only one Vice President is elected at each Annual Meeting of Congregants. To that end, the Trustee Board may determine that any Vice President's term should be shorter or longer than three years and will specify the proposed length of time when nominating that Vice President for election at the Annual Meeting of Congregants.
- 4.4.3. In any year in which the longest serving Vice President will reach the end of their term, the Nominations Group will make a recommendation(s) to the Trustee Board for the next Vice President. The Trustee Board will agree the person to be so nominated.
- 4.4.4. The Trustee Board's nomination for Vice President shall be considered for election by the Congregants at the next following Annual Meeting of Congregants.
- 4.4.5. The responsibilities and duties of the Vice-Presidents are set out in the Leadership Manual.
- 4.5 The Trustee Board may by a resolution passed by three-quarters of those attending and voting at a meeting, remove any President or Vice President from office with immediate effect provided that:-
  - 4.5.1 the person in question has been notified of the intention to propose such a resolution and the reasons why it is being proposed;
  - 4.5.2 the person is given an opportunity to attend and speak at the meeting or to have someone speak on their behalf or to provide written submissions to the Trustee Board; and
  - 4.5.3 the Trustee Board is satisfied that removing the President or Vice President is in the best interests of the Charity and the Synagogue.

## **5. TRUSTEE BOARD**

- 5.1 The Trustee Board shall be constituted in accordance with Articles 14.4 and 14.5.

### **TERMS OF REFERENCE AND POWERS OF THE BOARD OF TRUSTEES**

- 5.2 The Trustee Board will be responsible for the operation and management of the Charity in accordance with the Articles and Rules and for the strategy, policy and ritual matters of the Synagogue.

The Trustee Board will take into account the views of Congregants in Community Forums and recommendations from such Advisory Groups, Working Groups and Task Forces as may be established from time to time for specific purposes.

5.3 The Trustee Board, in fulfilling its obligations under the Articles of Association of the Charity will:

- 5.3.1 provide strategic leadership for the Synagogue in line with the Charity's aims and values;
- 5.3.2 approve the annual budget and receive monthly management accounts and cash flow forecasts;
- 5.3.3 approve the annual report and accounts for presentation at its Annual Meeting of Congregants;
- 5.3.4 receive reports not less than quarterly on the principal activities and programmes of the Charity and the Synagogue as it may require be presented to it by the Senior Professionals, Advisory Groups, Task Forces, and Working Groups;
- 5.3.5 consider whether it is appropriate to accept legacies and/or any material donation by individuals or entities or appointments of assets by Trustees, taking into account any conditions attached thereto;
- 5.3.6 establish and approve the governing documents and terms of such specific funds, trusts, subsidiary charities and affiliated organisations, as may be necessary for the operation of the Synagogue and ensure that restricted funds are appropriately monitored and spent;
- 5.3.7 ensure that the Synagogue buildings and facilities are maintained to a satisfactory standard;
- 5.3.8 ensure that satisfactory standards of safeguarding and security are maintained;
- 5.3.9 ensure that an appropriate and regular level of information is conveyed to the Congregants, and that there are ongoing opportunities for regular, active and substantive engagement between Congregants and Associates, the Trustee Board and the Senior Professionals;
- 5.3.10 ensure that representatives of the Synagogue to other organisations are appointed as may be required and do so in accordance with its policies;

5.3.11 establish and supervise all Advisory Groups, Working Groups and Task Forces;  
and

5.3.12 ensure that the Charity complies with all relevant laws and regulations.

5.4 All Trustees must declare their interest (whether direct or indirect) in accordance with Article 7 and any conflicts of interest policy adopted by the Trustee Board.

## **6 NOMINATIONS GROUP**

6.1 The Trustee Board shall establish a Nominations Group which shall support them in identifying potential trustees for election or appointment to the Trustee Board, to serve as a conduit for Congregants to explore leadership opportunities, to ensure the Trustee Board reflects the scope and diversity of the Synagogue's membership and activities and has the right mix of skills and experience, to help to ensure smooth succession and the development of individuals for future leadership roles.

6.2 The Nominations Group shall have such Terms of Reference as agreed by the Trustee Board and set out in the Leadership Manual, specifying its role, its responsibilities, its composition and membership and its establishment and dissolution.

6.3 The Nominations Group will consider any candidates and make recommendations for the role of Chair or Co-Chair and Trustee whom they have identified, together with any candidate who has been nominated by petition, by at least twenty Congregants in accordance with Rule 8.3.

6.4 The Nominations Group will also consider and make recommendations in respect of the President and Vice President in terms of Clauses 4.3.2. and 4.4.3 in these Rules. Having considered all candidates, the Nominations Group will make a recommendation(s) to the Trustee Board that such congregants are proposed as candidates standing for election at the next Annual Meeting of Congregants.

## **7 THE CHAIR**

7.1 The Chair or Co-Chairs of the Trustee Board, elected in terms of Article 20, shall be nominated by the Trustee Board from among those Congregants entitled to hold such position, and following the recommendations of the Nominations Group. Where there is more than one suitable candidate, the Trustee Board may nominate more than one candidate for election. Any candidate wishing to stand as Co-Chair must agree to the identity of the other candidate with whom they would serve as Co-Chair, prior to being nominated by the Nominations Group. The person(s) so nominated as Chair or as Co-Chairs will be proposed for election at the Annual Meeting of Congregants, and shall be

elected by a majority of those present and voting. Any contested election for Chair shall be run in such manner as the Trustee Board may determine.

~~7.1~~7.2 In any year in which the current Chair, or one or both of the Co-Chairs will reach the end of their term, or is not standing for re-election, the Nominations Group will make a recommendation(s) to the Trustee Board for the next Chair or Co-Chair.

~~7.2~~7.3 The Trustee Board's nomination for Chair or Co-Chairs for election by the Congregants shall be considered at the next following Annual meeting of Congregants. Should the Nominations Group so recommend and the Trustee Board agree, the Trustee Board may recommend to the Congregants, more than one person to serve as Chair, in such event, any reference to "Chair" shall be a reference to those "Co-Chairs.

7.4 In the event that the Chair resigns from office before the end of their term, the Trustee Board shall appoint a member of the Trustee Board to serve in their place as Interim Chair (with all the powers of the Chair) until such time as a General Meeting of Congregants can be held for election of a new Chair, or if within three months, until the next following Annual Meeting of Congregants.

~~7.3~~7.5 In the event that one of the Co-Chairs resigns, the trustee board shall determine whether the remaining co-chair serves as chair for the remainder of their term of office, or whether an election shall be held for a new co Chair.

#### 7.47.6 **THE DUTIES OF THE CHAIR**

The Chair or Co-Chairs shall perform the following duties in addition to any other duties which may be specified in the full job description set out by the Trustee Board in the Leadership Manual:-

~~7.4.1~~7.6.1 \_\_\_\_\_ preside at meetings of the Trustee Board and shall receive and approve the agendas, minutes and papers (where there are Co-Chairs, they shall decide between themselves who shall chair each meeting];

~~7.4.2~~7.6.2 \_\_\_\_\_ be a member, if they so wish, of any Advisory Groups, Working Groups and Task Forces;

~~7.4.3~~7.6.3 \_\_\_\_\_ be available to any Advisory Group or Working Groups to provide appropriate advice for this group, to inform, guide and provide a Trustee Board perspective on relevant communal matters;

~~7.4.4~~7.6.4 \_\_\_\_\_ oversee the conduct and responsibilities of the Principal Rabbi(s);

~~7.4.5~~7.6.5 \_\_\_\_\_ actively support the values of The Movement for Reform Judaism as they pertain to the Synagogue;

~~7.4.6~~7.6.6 be accessible to Congregants if and when required; and

~~7.4.7~~7.6.7 together with the President, Rabbis and Cantors, be prepared to represent the Charity and/or Synagogue at external national, cultural, religious or civic events and other appropriate commitments.

## **8 ELECTION OF TRUSTEES**

- 8.1 The appointment, number, rights and responsibilities of the Trustee Board shall be as prescribed in the Articles which also set out their term of office.
- 8.2 Trustees must be Congregants who are eligible in law to serve as charity trustees and entitled to hold a Trustee position as set out in Articles 14.6 and 14.7. Save in exceptional circumstances agreed by the Trustee Board, no person may be elected or co-opted as a Trustee where either their spouse or partner, or parent or child, is an existing member of the Trustee Board, or where such person is also standing in the same election.
- 8.3 Potential trustees shall be nominated by the Trustee Board, following consideration and consultation by and on the recommendation(s) of the Nominations Group.
- 8.4 Notwithstanding the above, a Congregant shall be entitled to stand for election as a Trustee, by petition, by completing a Trustee Nomination Form and having it signed by at least twenty other Congregants in good standing who are unrelated to that Congregant, and then delivering it to the Synagogue Office at least fourteen days before the Annual Meeting of Congregants.
- 8.5 The Trustee Board shall ensure that the election of Elected Trustees is staggered over a three-year cycle, so that not all Elected Trustees stand down from office in the same year.
- 8.6 Where a Trustee is unable or unwilling to complete their term of office and a vacancy arises, the Trustee Board shall have the power to appoint a Congregant to fill vacancies in the number of Elected Trustees. Any period which a Trustee has served to fill a casual vacancy on the Trustee Board shall not be taken into account when determining the number of terms of office served.
- 8.7 If an Elected Trustee has been elected for a term of three years, and for whatever reason has not served the whole term of three years, such Trustee may only serve for one further term of three years as an Elected Trustee.

## **9 CO-OPTION OF TRUSTEES**

- 9.1 The Trustee Board may from time to time, by a majority vote of the Trustee Board, appoint up to three Co-opted Trustees from among the Congregants who shall, following consideration of the skills and composition of the Trustee Board, have been identified as a person who has the requisite skills and experience required by the Trustee Board and/or to reflect the scope and diversity of the Synagogue's membership and activities.
- 9.2 A Co-opted Trustee may only be co-opted by the Trustee Board for two consecutive years of office and thereafter may only continue to serve on the Trustee Board if they stand for and are elected as an Elected Trustee.
- 9.3 Where an Elected Trustee has served for two terms of office as an Elected Trustee, in exceptional circumstances (as determined by the Trustee Board, which will usually relate to the particular skills of the Trustee) they may be appointed as a Co-opted Trustee until the next Annual Meeting of Congregants.

## **10 APPOINTMENT AND DUTIES OF DESIGNATED OFFICERS**

- 10.1 The Trustee Board may appoint from amongst their number such number of Vice-Chairs, Treasurers, Secretaries as it sees fit, with such duties and powers as the Trustee Board shall prescribe and set out in the Leadership Manual. For the avoidance of doubt the Chair or Co-Chairs, shall be a Designated Officer(s) but is/are elected by the Congregants.
- 10.2 The Trustee Board shall hold a meeting no later than 14 days after the Annual Meeting of Congregants and shall appoint at such meeting from its number, a Vice Chair(s), Treasurer(s), Secretary(ies) and any other such Designated Officers as it determines from time to time.
- 10.3 The duties of the Designated Officers will be determined from time to time by the Trustee Board and set out in the Leadership Manual.
- 10.4 The term of office of a Designated Officer will be coterminus with their term of office as a Trustee. A Designated Officer, other than the Chair or as Co-Chair, may be re-appointed but may not serve as a Designated Officer for more than six years.
- 10.5 If at any time a Designated Officer ceases to be a Trustee for any reason then they shall also cease to hold office as a Designated Officer.

## **11 REMOVAL FROM OFFICE OF ELECTED AND CO-OPTED MEMBERS OF THE TRUSTEE BOARD**

11.1 The circumstances in which a member of the Trustee Board shall cease to be a Trustee include those set out in Article 17.

11.2 Where the Trustee Board wishes to consider a resolution to remove a Trustee from office pursuant to Article 17.1.4 on the basis that in the reasonable opinion of the Trustee Board, the conduct or behaviour of such Trustee is detrimental to the interests of the Charity or the Synagogue, or otherwise in breach of any code of conduct in place from time to time, then:-

11.2.1 the Trustee Board shall give advance notice to the person concerned of the conduct or behaviour in question and the reasons it wishes to consider removing the Trustee;

11.2.2 the Trustee Board shall provide an opportunity for the person concerned to be present and be heard at a meeting of the Trustee Board at which a decision is made;

11.2.3 the person concerned shall be asked to withdraw from the meeting in order to allow the Trustee Board to deliberate and vote on the resolution.

11.3 If it is the Chair or one or both Co-Chairs who is subject to the motion to be removed, then the Trustee Board shall elect one of its members to chair the meeting. The Chair is otherwise subject to the same process as set about above.

## **12 GENERAL MEETING OF CONGREGANTS**

12.1 There shall be the following General Meetings of Congregants: (Article 13.4):-

12.1.1 an Annual Meeting of Congregants (Article 13.5)

12.1.2 such other General Meetings of Congregants which shall be known as 'Special Meetings of Congregants'.

12.2 The President or in their absence the longest serving Vice President who shall be available to chair the meeting, shall preside at all General Meetings of Congregants.

12.3 The Congregants shall have the rights and duties set out in Article 13.3 together with such other rights (including for example, approval of the annual budget) as the General Meeting of Congregants shall determine.

#### **12.4 NOTICE OF MEETINGS OF CONGREGANTS:**

Save in the case of urgency, in which event the period of notice shall be the maximum practicable, the minimum periods of notice required to hold a Meeting of Congregants shall be:

12.4.1 twenty-one Clear Days for an Annual Meeting of Congregants;

12.4.2 fourteen Clear Days for all other Special Meetings of Congregants.

12.5 As set out by the Trustee Board, the notice must specify:-

12.5.1 the date, time and place of the meeting;

12.5.2 the general nature of the business to be transacted;

12.5.3 a copy of any resolution which it is proposed will be considered at the meeting;

12.5.4 whether the meeting is an Annual Meeting of Congregants or a Special Meeting of Congregants;

12.5.5 the biographies and names of all candidates standing for election to the Trustee Board (if relevant);

12.5.6 for an Annual Meeting of Congregants, details of where the full accounts may be downloaded or obtained.

12.6 The proceedings at any General Meeting of Congregants shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

12.7 All General Meetings shall be open to all Congregants, Associates and Friends being those who were given notice of the meeting.

12.8 Notice to Congregants and Associates shall be given in the manner set out in Rule 20.2.

#### **12.9 ANNUAL MEETINGS OF CONGREGANTS**

There shall be an Annual Meeting of Congregants within nine months of the financial year end to transact the following business:

12.9.1 to adopt the minutes of all General Meetings of Congregants held since the last Annual Meeting of Congregants;

12.9.2 to receive the report from the Chair or Co-Chairs of the Trustee Board for the previous year;

- 12.9.3 to adopt the statutory accounts;
- 12.9.4 to elect the Chair or Co-Chairs of the Trustee Board and other Elected Trustees (where such posts will become vacant at the end of the meeting);
- 12.9.5 to appoint the Independent Examiner or Auditor as applicable for the ensuing year;
- 12.9.6 to appoint representatives or delegates to an associated external body where the constitution of that organisation requires representatives or delegates to be appointed at an Annual Meeting of Congregants;
- 12.9.7 to transact such other business of which notice shall have been given by the Trustee Board in the notice convening the meeting;
- 12.9.8 to transact any other business which at least forty Congregants have in writing requested the Trustee Board to place on the agenda, at least thirty days before the date of the Annual Meeting of Congregants and of which the nature shall be communicated to the Congregants in the notice convening the meeting.
- 12.10 An Annual Meeting of Congregants must be held in each year and not more than fifteen months may elapse between successive Annual Meetings of Congregants.

**12.11 SPECIAL MEETINGS OF CONGREGANTS**

Special Meetings of Congregants shall be convened as requested by the Trustee Board or at the written request of at least forty Congregants to consider a specific resolution. The Trustee Board shall determine the date and time of the Special Meeting of Congregants that shall then be called by the Secretary at the request of the Trustee Board.

- 12.12 If a Special Meeting of Congregants has been requested by at least forty Congregants, the Trustee Board shall determine the date and time of the Special Meeting of Congregants which shall be called within eight weeks of the date of the request, stating the purpose for which the meeting has been requested. The Trustee Board will also circulate to the Congregants the resolution proposed by the requesting Congregants together with a short note prepared by the Congregants who have requisitioned the meeting, explaining their position.

**13 PROCEEDINGS AT ALL GENERAL MEETINGS OF CONGREGANTS**

- 13.1 The quorum for any Meetings of Congregants is twenty five Congregants present in person and entitled to vote.

- 13.2 If no quorum is present within half an hour of the time appointed for the meeting, the meeting shall be adjourned to such date, time and place as the Trustee Board shall determine and at such other meeting the Congregants present shall constitute a quorum (subject to the discretion of the chair of the meeting).
- 13.3 If any meeting is adjourned in accordance with Rule 13.2, notice in writing shall be given to all those entitled to receive such notice so that they shall receive it seven Clear Days before the adjourned meeting.

#### **14 VOTING AT ALL MEETINGS OF CONGREGANTS**

- 14.1 Every Congregant shall have the right to one vote at any General Meeting of Congregants to be exercised in accordance with the provisions of these Rules.
- 14.2 At any General Meeting of Congregants, save for the provisions of Article 31, 33 and Rule 29, resolutions shall be carried by a simple majority of those Congregants present and voting on such matters at the General Meeting of Congregants.
- 14.3 The declaration of the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is called. The result of the vote must be recorded in the minutes of the general meeting.
- 14.4 At any General Meeting of Congregants a resolution put to the vote shall, unless otherwise provided by the chair of the meeting, be decided on a show of hands unless a poll is demanded before or on the declaration of the result of the show of hands, by any person present and entitled to vote. If a poll is demanded it shall be taken immediately and in such a manner as the person presiding as the chair 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 of Congregants.
- 14.5 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made. Unless a poll is demanded, a declaration by the person presiding as the chair 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.
- 14.6 In the event of a tied vote, the chair of the meeting shall have a second or casting vote.

## 15 ADVISORY GROUPS, WORKING GROUPS & TASK FORCES

15.1 The following standing Advisory Groups shall be established (with such titles as the Trustee Board may from time to time determine):-

15.1.1 Advisory Group on Financial Matters:

15.1.2 Advisory Group for Policies and Procedures; and

15.1.3 Advisory Group on Communal Matters,

which shall have such terms of reference as set out in the Leadership Manual and agreed by the Trustee Board from time to time. Such Advisory Groups may not be dissolved by the Trustee Board but may only be dissolved by an amendment to the Rules and voted on at a General Meeting of Congregants.

15.2 The Trustee Board may at any time decide to constitute any other Advisory Group for such period as it may determine and in each such case shall provide written terms of reference which set out the name, purpose and main responsibilities of the Advisory Group.

15.3 The Trustee Board may also set out the composition of any Advisory Group and the knowledge, skills and experience which are required for members of any Advisory Group. To enable regular and clear communication between the Trustee Board and all Advisory Groups, two Trustees (one of whom is a Designated Officer) will be appointed to the Advisory Groups set out in Rule 15.1 and one Trustee on any other Advisory Group established by the Trustee Board.

15.4 All Advisory Groups are advisory only and their role is to support the work of the Chair or Co-Chairs, the Trustee Board and the Designated Officers. The Advisory Groups will make recommendations to the Trustee Board on issues which they are asked to consider but have no delegated authority to determine any matters on behalf of the Trustee Board.

15.5 Members of each Advisory Group will be appointed by the Trustee Board in consultation with the Nominations Group. Appointments will be made in accordance with the Terms of Reference for each group, as set out in the Leadership Manual.

15.6 The Chair of each Advisory Group will be appointed by the Trustee Board and their appointment approved by the Trustee Board at its next meeting.

15.7 Members of Advisory Groups who are not Trustees, and who come to the end of their term of service, are not eligible to serve again on the Advisory Group from which they are retiring, for a period of two years. In exceptional circumstances and on the

recommendation of the Nominations Group, the retiring member may take up a role on another Advisory Group or Working Group without the requisite break.

- 15.8 The Trustee Board may also establish Working Groups or Task Forces from amongst the Congregants and Associates, to consider certain specific issues or to achieve certain goals (for example to consider new policies or amendments to the Rules). The Trustee Board shall set out terms of reference for any such Working Group or Task Force in writing and specify clearly the name and purpose. The Trustee Board will also specify for how long the Working Group or Task Force should be constituted and must agree any extension if a project is delayed. Working Groups or Task Forces shall have no delegated power or responsibility and may not take any decisions on behalf of the Trustee Board. Every Working Group or Task Force must be comprised of at least one Trustee

## **16 .COMMUNITY FORUMS**

- 16.1 Community Forums are an essential way in which the Trustee Board consults and engages with the Congregation. The Trustee Board will therefore ensure that there are regular opportunities for Congregants, Associates and Friends to meet to discuss issues of importance to the Synagogue and the Congregants in Community Forums
- 16.2 Any Congregant or Associate may at any time suggest to the Trustee Board the subject matter of a Community Forum meeting. The Trustee Board will also regularly take soundings from amongst the Congregants to allow them to determine the issues that are of concern to Congregants and which would benefit from communal debate. In each year, the Trustee Board will select one or more issues which will be the subject of discussion and debate at a Community Forum meeting.
- 16.3 Any Congregant, Associate, or Friend may attend a Community Forum meeting. Topics will be debated and discussed (but no resolutions shall be taken). It shall be for the Trustee Board to determine what action, if any, should follow such meetings, having taken full account of the views expressed at the Community Forums.
- 16.4 Notice of Community Forums shall be given by placing notices on the notice boards in the Synagogue and in its newsletters. Notice of at least 14 clear days shall generally be given for a Community Forum meeting, but they are by their nature less formal and no quorum is required.
- 16.5 Where it is appropriate to do so, discussion at Community Forums shall be written up and shared with Congregants.

## **17 RABBIS & CANTORS**

### **17.1 APPOINTMENT OF PRINCIPAL RABBI(S), RABBIS & CANTORS**

17.1.1 The appointment of Rabbis and Cantors is set out in Article 24 of the Articles of Association.

17.1.2 The employment terms, remuneration and benefits of all Rabbis and Cantors must be agreed by such Designated Officers authorised by the Trustee Board to do so.

### **17.2 DUTIES OF RABBIS & CANTORS**

17.2.1 The duties of the Principal Rabbi(s) shall be determined by the Trustee Board. The duties of all other Rabbis and Cantors shall be determined by the Trustee Board in consultation with the Principal Rabbi(s) and set out in individual job descriptions for each role.

17.2.2 The Principal Rabbi(s) will be line managed by and will report to the Chair/Co-Chairs of the Trustee Board.

### **17.3 RIGHT OF RABBIS AND SENIOR PROFESSIONALS TO ATTEND MEETINGS**

17.3.1 The Principal Rabbi(s), or any other Rabbi or Senior Professional authorised by the Trustee Board to do so, shall be entitled to attend any General Meeting of Congregants and General Meeting of the Charity.

17.3.2 The Principal Rabbi(s) shall be entitled to attend meetings of the Trustee Board unless a personal matter relating to that Rabbi(s) is under discussion and they are requested by the Chair or Co-Chairs not to attend the meeting.

17.3.3 In the absence of the Principal Rabbi(s) at the meeting, another Rabbi(s) or Cantor(s) may be requested by the Principal Rabbi(s) and authorised by the Trustee Board, to attend meetings of the Trustee Board, during the period of absence of the Principal Rabbi(s).

17.3.4 The right of the Principal Rabbi(s), Rabbis or other Senior Professionals to attend any meeting of Advisory Groups or other grouping shall be set out in the Terms of Reference of such Groups, notwithstanding their membership of the Synagogue.

17.3.5 The Principal Rabbi(s), Rabbis or other Senior Professionals shall not be entitled to vote at any such meeting.

## 17.4 TERMINATION OF ENGAGEMENT

- 17.4.1 Any proposal for the termination of engagement of a Rabbi or Cantor must be agreed by the Trustee Board. The Trustee Board shall have the right to take such advice, including employment law advice, as it sees fit, in this regard.
- 17.4.2 The proposal must be agreed by a two thirds majority of those attending the Trustee Board meeting.
- 17.4.3 In exceptional circumstances (where summary dismissal is justified) the decision to terminate an appointment may be taken by the Chair/Co-Chairs and two other Designated Officers, but must be reported to the Trustee Board as soon as possible thereafter.

## 17.5 ASSEMBLY OF RABBIS

- 17.5.1 The Principal Rabbi(s) shall inform the Chair/Co-Chairs of any matter coming before the Assembly of Rabbis & Cantors which may affect the Synagogue or the Congregants and the Chair shall report the matter to the Trustee Board, as appropriate.

## 18 RITUAL AND SERVICES

- 18.1 The Trustee Board shall hold regular Community Forums to discuss and consider the ritual and services of the Synagogue, with the guidance of the Principal Rabbi(s), Rabbis and Cantor(s).
- 18.2 The Principal Rabbi(s), in consultation with other Rabbis and Cantors, and taking into account the views of Congregants, and having agreed such matters with the Trustee Board, shall determine matters pertaining to the services and the rituals to be used and shall from time to time make such regulations as may be required to ensure the proper and dignified performance of the services.
- 18.3 The Principal Rabbi(s) may invite other rabbis or lay persons to preach at services. The Chair/Co-Chairs should be informed in advance of any proposed invitation and where there are concerns about the suitability of a proposed speaker, the Chair/Co-Chairs will consult the Trustee Board who will consider the invitation prior to it being extended, and if appropriate, revoke such invitation.

## **19 EMPLOYEES OF THE CHARITY**

- 19.1 Every full-time employee of the Charity and such part-time employees of the Charity as the Trustee Board shall determine, in each case together with their spouses or Civil Partners (where such persons shall be of the Jewish faith as defined by the Assembly of Reform Rabbis & Cantors), shall be admitted as Congregants of the Synagogue. Any membership charge will be determined by the Trustee Board from time to time to reflect the full and part-time status of their employment. Employees in this instance shall enjoy the rights of membership so long as they shall remain an employee.
- 19.2 Persons who are admitted as Congregants pursuant to Rule 19.1 shall be entitled to vote at all meetings of Congregants, and together with any children under the age of 18, shall be entitled to burial rights (subject to payment of any subscriptions). Such persons shall not however be eligible to serve as a member of the Trustee Board.
- 19.3 Appointment of employees and termination of employment (save in circumstances justifying summary dismissal), shall be the responsibility of the Trustee Board.
- 19.4 In performing their duties, employees shall have regard to such directions as may be given from time to time by the Trustee Board and to their roles and responsibilities set out in their job description and contract of employment.
- 19.5 The Principal Rabbi(s) shall be the senior employee of the Charity and the ultimate line manager of all employees for all matters regarding the employees' duties and responsibilities.
- 19.6 The employment terms, remuneration and benefits of all employees must be agreed by the Designated Officers authorised by the Trustee Board to do so.

## **20 COMMUNICATION**

- 20.1 Subject to the other provisions of the Rules, any notice or document to be sent or supplied to a Congregant in connection with the taking of decisions by the Congregants may also be sent or supplied by the means by which that Congregant has asked to be sent or supplied with such notices or documents for the time being.
- 20.2 The Synagogue may give any notice to a Congregant or Associate either:
- 20.2.1 personally; or

20.2.2 by giving it using electronic communication to the Congregant's address (where known); or

20.2.3 by sending it by post in a prepaid envelope addressed to the member at their postal address; or

20.2.4 by leaving it at the last known address in the United Kingdom of the Congregant; or

20.2.5 by making it available on a website which alternative method shall only be used where the recipient has agreed (generally or specifically) that the document or information may be sent or supplied in that manner.

## **21 EXTERNAL BODIES**

21.1 Where the Synagogue is entitled to appoint representatives to serve on associated bodies such representatives shall be recommended by the Trustee Board, and unless contrary to the laws of the associated bodies shall be so appointed to serve for a period of time set by the Trustee Board.

21.2 Such representatives shall be invited annually by the Trustee Board to make a presentation regarding the activities of the body on which they serve to the Trustee Board.

21.3 Where the laws of an associated body require the appointment to serve to be subject to approval by the synagogue membership at a general meeting that condition shall prevail and for those purposes a resolution passed at a General Meeting of Congregants shall be sufficient. Where the laws of an associated body require service for a specified period of time, service for that period shall prevail where practicable.

## **MISCELLANEOUS**

### **22 COMMENCEMENT**

These Rules, which supersede all former Rules other than (for the avoidance of doubt) the Articles, shall come into force on a date set by the Trustee Board.

### **23 APPOINTMENTS AND ELECTIONS**

All persons elected or appointed in accordance with the Rules in force immediately before the adoption of these Rules shall continue to serve save only for the substitution of any different period of office prescribed by these Rules.

### **24 PRIOR RESOLUTIONS AND DECISIONS**

All existing resolutions or decisions of the Trustee Board, or of any other body, committee or person, shall continue to have effect following the adoption of these Rules unless inconsistent with these Rules or the Articles.

## **25 AMENDMENT OF RULES**

25.1 Rules may be repealed, amended or added to by resolution of a simple majority of Congregants eligible to vote at a General Meeting of Congregants.

25.2 The notice of the meeting at which any amendment or addition will be proposed must set out in a resolution the terms of the proposed amendments to the Rules, subject to any minor amendments that may be proposed at the meeting itself

25.3 No amendment may be made which would have the effect of making the Synagogue cease to be a charity at law or which would contravene any relevant provisions of charity or company law.

## **26 MARRIAGES, DEATHS & BURIALS**

26.1 The Trustee Board may from time to time make regulations concerning the conditions to be observed in connection with marriages in or under the auspices of the Synagogue and in the absence of such regulations the Laws and practices, as laid down by the Beit Din of The Movement for Reform Judaism shall, as far as is applicable, be observed.

26.2 Every Congregant and Associate shall, subject to their payment of such annual subscription to the burial society, be entitled to the right of burial and the benefits for funeral expenses in accordance with the conditions of the Burial Scheme and Funeral Expenses Scheme of the **Jewish Joint Burial Society Ltd (JJBS)** or such other scheme to which the Charity belongs. Particulars of every such Scheme shall be made available on application.

26.3 The decision of the Trustee Board relating to the interpretation and construction of the provisions of the said Schemes in relation to the entitlement thereunder of any person shall be final and binding upon any such Congregant or Associate or their personal representatives

26.4 The Charity may not leave any Burial and/or Funeral Expenses Scheme and join another scheme without the resolution of a General Meeting of Congregants passed by a majority of not less than two thirds of those present and voting

## 27 FINANCE

27.1 The Trustee Board shall ensure that proper books and records are maintained and shall be responsible for looking after the finances and accounting records of the Charity. The Treasurer shall oversee the preparation of a budget for the forthcoming financial year for presentation to the Trustee Board and ensure that the Charity accounts are examined and audited, and monitor the Charity's financial affairs during the course of the year.

27.2 The bank accounts of the Charity shall be kept at financial institutions to be decided by the Trustee Board and shall be in the name of the Charity.

### 27.3 Expenditure Authority

27.3.1 Each year at its first meeting following the Annual Meeting of Congregants, the Trustee Board shall establish such expenditure limits as it deems appropriate regarding the amounts which may be expended by employees of the Charity without first obtaining prior approval. All such expenditures beyond the expenditure limits set by the Trustee Board shall be approved by two Trustees one of whom must be the Chair/Co-Chairs or Treasurer.

27.3.2 All expenditure set out in the annual budget approved by the Trustee Board shall be duly authorised subject to Rule 27.3.3

27.3.3 The following additional limitations on expenditure apply:

- (a) All expenditures exceeding one per cent of the income of the Charity (in the last financial year) for any one purpose must have the prior approval of the Trustee Board; and
- (b) No sum shall be expended for any one transaction in excess of ten percent of the income of the Charity (in the last financial year), without the prior approval of the Trustee Board and ratified at a General Meeting of Congregants.

27.3.4 The income of the Charity for the purpose of this Section, shall mean the **total income** of the Charity which appears in the audited Income and Expenditure Account of the Charity in the last financial year as approved by the Congregants in a General Meeting previously to the date of any proposed expenditure.

## 27.4 Borrowing Authority

27.4.1 The Trustee Board may borrow money for any purpose within the objects of the Synagogue subject to Rule 27.4.2.

27.4.2 Where the Trustee Board wishes either:-

- (a) to charge or mortgage the property of the Charity (subject to the requirements of the Charities Act 2011); or
- (b) to borrow (without charging) an amount which exceeds ten per cent of the Charity's income (as defined above),

the Trustee Board shall first obtain the consent of Congregants in a resolution passed by a simple majority at a General Meeting of Congregants at which the terms of the proposed borrowing are set out.

27.5 The Treasurer, or a Designated Officer so authorised by the Trustee Board, shall oversee the production of accounting records, invoices, receipts and other documents to the Trustee Board whenever so requested by the Trustee Board or by the Chair/Co-Chairs, and they shall produce to the Trustee Board an account of income and expenditure and a balance sheet at least once in every year and more often if required by the Trustee Board.

27.6 The accounts of the Charity shall be made up to such date as the Trustee Board may from time to time determine and as is notified to Companies House and the Charity Commission.

## 28 FEES AND CHARGING FOR FACILITIES

28.1 The Trustee Board may from time to time establish such fees and charging tariffs for the use of the facilities of the Synagogue and/or the Charity and/or the services of its employees. Such fees and charges may vary for particular categories of users, all as approved by the Trustee Board.

28.2 Terms of use of the facilities of the Synagogue are set out in the hiring policy approved by the Trustee Board.

## 29 DISSOLUTION

29.1 If the Trustee Board shall decide that it is necessary or advisable to dissolve the Synagogue in accordance with Article 33, it shall call a General Meeting of Congregants, of

which not less than 21 clear days' notice shall be given stating the terms of the resolution to be proposed.

- 29.2 If the proposal is confirmed by two thirds majority of those attending and voting at the General Meeting of Congregants and the Company Members then pass the necessary resolution (in accordance with Article 33), then the Trustee Board shall have the power to settle all debts and liabilities of the Synagogue and transfer any surplus to another charity