

SOUTH WEST ESSEX & SETTLEMENT REFORM SYNAGOGUE

CONSTITUTION

Definitions:

The definition of present means online or in person

Article 1

NAME

The community shall be called South West Essex & Settlement Reform Synagogue and in this constitution shall be hereinafter referred to as the `synagogue`.

Article 2

OBJECTS

- (a) To advance religion in accordance with the principles and practices of Reform Judaism by providing and maintaining a synagogue for the purpose of public worship;
- (b) To advance education in accordance with the principles and practices of Reform Judaism;
- (c) For such other charitable purposes as the synagogue through its council may from time to time determine.

Article 3

MINISTER

- (a) The appointment of a Minister shall be vested in Council, subject to such prior consultation with the community as is deemed necessary by Council regarding the requirements of such a post.
- (b) Such appointment shall require a majority of at least 2/3rds of Council members present at a meeting of Council held at least seven days after notice of such meeting is sent to eligible members of Council.
- (c) The dismissal of a Minister shall be vested in Council with strict adherence to ACAS guidelines and shall also require a majority of at least 2/3rds of Council members present at a meeting of Council held at least seven days after notice of such meeting is sent to eligible members of Council

Article 4

PUBLIC WORSHIP

The form of public worship shall be that agreed upon between the minister or ministers and the religious services committee approved by council and shall be in general conformity with the practice of the Movement for Reform Judaism [MRJ] which expression, for the purpose of this Constitution, shall include any name by which the MRJ shall be known.

Article 5

MEMBERS

- (a) Members of the synagogue shall be Jews.

- (b) Jewish children of a member being under the age of twenty-one and unmarried shall be entitled to all rights and privileges of membership. All members aged 18 and over shall have the right to vote at general meetings of the synagogue.
- (c) Council may invite persons to be honorary members who shall be entitled to participate in but not to vote at general meetings.
- (d) Every member other than honorary members shall subject to the terms of admission to membership of the synagogue be entitled to the right of burial for the member and his/her unmarried Jewish children under the age of twenty-one years.
- (e) Any member may be deprived of membership by a resolution passed by council if not less than two-thirds of those council members present vote in favour of such resolution. Such member shall be invited to attend the said council meeting and speak to the motion if he/she wishes to do so. The member may appeal against council's resolution to an extraordinary general meeting if he/she submits a written request to the honorary secretary within fourteen days of being notified of council's resolution.

Article 6

SUBSCRIPTIONS

- (a) Subscriptions are reviewed annually by Council.
- (b) The subscription rate of a member of the synagogue who was a member of The Settlement Synagogue ["The Settlement"] immediately prior to 1st June 1997 ("The Settlement Members") shall not during their continuing membership be increased by more than the percentage increase from time to time of the subscription rates for other members of the synagogue who belong to a similar class which rates and classes are more particularly defined in a merger agreement "the Merger Agreement" entered into between South West Essex Reform Synagogue ("SWERS") and The Settlement dated the 1st day of June 1997 held in the office.
- (c) The membership rights of any member whose subscriptions are six months in arrears shall lapse until such arrears are paid and provided that the member has been notified in writing.

Article 7

HONORARY OFFICERS

- (a) There shall be the following honorary officers: - a chairman, a vice-chairman, an honorary secretary, an honorary treasurer and a senior warden. Any warden who has served at least one

year or any person who has previously served as senior warden will be eligible for election as senior warden. There may be in addition an assistant honorary secretary and/or an assistant honorary treasurer. An honorary officer may be elected for two years in succession and will then retire except that the senior warden may be elected for three years in succession and will then retire and that the honorary secretary and honorary treasurer may be elected for four years in succession and will then retire.

- (b) An individual will not be eligible to hold the same honorary office until the annual general meeting following the meeting at which he/she retired. An honorary officer who resigns mid-term shall be deemed to have retired immediately and the post declared vacant.
- (c) An individual can only be elected to hold one honorary officer position at any one time.
- (d) Hon. officers may meet from time to time separately from Council. Following such meetings a written report shall be made available to council prior to the following council meeting subject to the provision contained in Article 8 council [j].

Article 8

COUNCIL

- (a) The management of the synagogue shall be vested in a council elected in accordance with Article 15 consisting of the honorary officers and no more than twelve members excluding any persons who may be co-opted as provided for in this constitution.
- (b) Council shall have power to co-opt not more than three additional members and to fill casual vacancies.
- (c) No member shall be eligible for membership of or election to council until he/she has been a member of the synagogue for (i) a continuous period of two years or (ii) a continuous period of one year in the case of a member who has transferred from another constituent synagogue of the MRJ [see Article 4] having been a member of that synagogue for a continuous period of two years immediately prior to the date of transfer.
- (d) The members of Council shall retire at each annual general meeting and shall be eligible for re-election save that a member of council who has already served for five consecutive years from the date of election shall not be eligible for further re-election until the annual general meeting after the meeting at which he/she retired. Service as an honorary officer shall not for the purpose of calculating the five years be considered as service as a member of council. A member of council who resigns mid-term shall be deemed to have retired immediately and the post declared vacant.

Council shall meet not less than ten times annually each member being notified of the meeting at least seven days in advance except in the case of an emergency

- (f) Any council member absent for three or more meetings out of six without reasonable cause may

be deemed by a vote of council to have relinquished office as a council member and will not be eligible for re-election at the ensuing annual general meeting.

- (g) A meeting of council shall also be called within fourteen days following the request of not less than three council members who shall state in writing the matter or matters to be discussed at such a meeting.
- (h) The accidental omission to give notice of a meeting to any member of council shall not invalidate any resolution passed at the meeting.
- (i) The quorum for a meeting of council shall be 50% of voting members of council.
- (j) Decisions which cannot reasonably wait until the next meeting of council can be taken by the chairman or vice-chairman and two other honorary officers and must be reported to council members at its first meeting thereafter.
- (k) Those who derive any income whatsoever from employment with the synagogue shall not be eligible for election or co-option to honorary office or council.
- (l) All members of council shall be aged 18 years and over.

Article 9

CHAIRMAN

The chairman shall preside over all general meetings and council meetings and in the event of an equal vote on any resolution shall have the casting vote. He/she shall be ex officio a voting member of all committees and project groups and shall be entitled to nominate and be represented by another member of council.

Article 10

VICE-CHAIRMAN

All rights and duties conferred by this constitution upon the chairman shall in his/her absence devolve upon and be exercised by the vice-chairman or in the absence of both by an officer nominated by the chairman.

Article 11

IMMEDIATE PAST CHAIRMAN

The immediate past chairman shall be entitled to participate in meetings of the honorary officers and of council, but shall not be entitled to vote at such meetings.

Article 12

PRESIDENT

- (a) Council may nominate a President for ratification by a resolution at an annual general meeting

who shall hold office for three years. He/she shall be entitled to participate in meetings of the honorary officers and of council but shall not be entitled to vote at such meetings

- (b) Council may nominate one or more honorary life vice-president(s) to be ratified by a resolution at an annual general meeting. They shall be entitled to participate in meetings of the honorary officers and council but shall not be entitled to vote at such meetings.

Article 13

RELIGIOUS SERVICES COMMITTEE

There shall be a religious services committee chaired by the senior warden and which shall also include the minister(s)..

Article 14

ANNUAL GENERAL MEETING

The annual general meeting shall take place between 1 April and 31 August and shall be convened by the honorary secretary acting on behalf of the chairman notifying each member of the synagogue in writing to their last known postal or email address as notified to the synagogue for receiving such notices at least twenty-one days in advance of the meeting. The accidental omission to give notice of a meeting to any person entitled to receive such a notice shall not invalidate any resolution passed or any election made at such a meeting. The notification shall contain a list of all business to be transacted at the meeting together with such notes and explanations as may be deemed appropriate. The quorum shall be twenty members other than honorary members present. Every Member aged 18 years and over will have one vote and will be able to vote at any General Meeting, either in person, by post or electronically/online. A resolution will be passed by a simple majority of all members' votes cast subject to Articles 18, 20 and 21.

The annual general meeting shall transact the following business:

- (a) Receive the report of council and committees for the previous [calendar] year.
- (b) Receive the honorary treasurer's report and the income and expenditure account and balance sheet for the previous year together with the report of the auditor;
- (c) Elect the honorary officers and other members of council for the ensuing year in accordance with Article 15;
- (d) Appoint/reappoint the auditor for the ensuing year;
- (e) Such other business of which notice shall have been given by council in the notice convening the meeting;
- (f) Such other business as any six members of the synagogue may not later than 35 days prior to the annual general meeting have requested council in writing to place on the agenda and of which the nature shall have been communicated to the members in the notice convening the meeting.

Article 15

ELECTIONS

The election of council at the annual general meeting shall be conducted in the following manner:

- (a) The notice convening the meeting shall include a notification that any two members may make a written nomination of the person or persons whom they wish to be elected to an honorary office and/or to council. The honorary secretary who shall ascertain from such nominees whether they are willing to serve if elected must receive this nomination not later than ten days before the date of the meeting.
- (b) In the event of no nominations for an honorary office having been received council elected at the forthcoming annual general meeting shall have the power to nominate a member to fill the vacant position. In the event of an insufficient number of nominations for members of council having been received those persons nominated shall be deemed to be elected as members of council for the ensuing period and such council shall have the power to appoint persons to fill the vacant positions.
- (c) In the event of only one person having been nominated to any honorary office the chairman shall declare that person to have been duly elected. In the event of more than one person having been nominated to an honorary office the election shall take place by secret ballot or secret ballots of those members present at the meeting and the chairman shall appoint two persons who are not themselves candidates to conduct the secret ballot(s) and to announce the result.
- (d) In the event of the number of persons nominated to serve on the council exceeding the number permitted under this constitution the election shall take place by secret ballot as provided for by section (c) of this Article.
- (e) If there is an equality of votes for the last member(s) of council a second secret ballot will take place of those members present at the meeting of those persons having equal votes as provided for by section [c] of this Article.

Article 16

EXTRAORDINARY GENERAL MEETINGS

The honorary secretary shall call an extraordinary general meeting at any time either

[a] at the request of council or

[b] upon the honorary secretary receiving a request in writing from not less than twenty members.

Any such request must state:

[a] The purpose of such a meeting

[b] The text of any proposal or resolution to be discussed by or placed before the meeting.

Notification of and procedure at an extraordinary general meeting shall be in the same form as provided for at an annual general meeting in Article 14 above.

Article 17

FINANCE

- (a) The honorary treasurer shall subject to section (h) of this Article have the custody of and shall be responsible for the funds and accounting records of the synagogue.
- (b) The honorary treasurer shall not make any one payment in excess of £500 without the prior approval of council except the fixed salaries rents rates taxes insurance and other usual outgoings.
- (c) The funds of the synagogue not required for immediate application shall be invested in such manner as council may from time to time approve within the terms of the Trustee (Investment) Act 1961 as amended or any future enactment thereof.
- (d) The honorary treasurer shall produce account books invoices receipts and other documents to council whenever so requested by council or by the chairman and shall produce to council a quarterly Income and expenditure account together with a balance sheet every three months.
- (e) The accounts of the synagogue shall be made up to 31 December in each year or such other date as council may from time to time determine. A registered auditor shall audit the accounts. Council shall have the right to make an appointment to fill any casual vacancy in the office of auditor. The auditor shall not be a member of the synagogue.
- (f) A resolution passed at a general meeting shall be required to authorise the purchase or sale of any freehold or leasehold property or land.
- (g) The bank account(s) of the synagogue shall be kept at a bank or banks to be decided by council and shall be in the name of the synagogue. The honorary treasurer chairman and such others as shall be appointed by council shall be signatories to the bank account and all cheques shall require two signatures.
- (h) Council shall appoint three trustees in whom the investments and property of the synagogue shall be vested. The trustees shall execute such declaration of trust of investments and property of the synagogue as shall be necessary to ensure the control thereof by the synagogue and the trustees shall be entitled to a full indemnity out of the funds of the synagogue in respect of all costs charges and expenses arising directly or indirectly out of their trusteeship.
- (i) Council on behalf of the synagogue shall have power to borrow money from any person and on any terms and for any purpose within the objects of the synagogue and to provide such security over the property of the synagogue as may be deemed necessary to secure the repayment of the money so borrowed and the payment of interest thereon. The amount for the time being remaining undischarged of monies borrowed raised or secured by council without the sanction of the members in general meeting shall not at any time exceed the sum of £20000.

Article 18

ALTERATION OF CONSTITUTION

- a) This constitution or any part thereof may be amended at a general meeting provided that any resolution is passed by a majority of not less than two thirds of those members present save that unless the synagogue ceases to be a charity no amendment can be made to this constitution without the prior consent in writing of the Charity Commission where such an amendment may affect the synagogue's charitable status. No amendment may be made to article 2 objects, article 21 dissolution or this article without the prior written consent of the Charity Commissioners.
- b) This constitution shall not be altered suspended or otherwise amended in such a way as will revoke vary or otherwise prejudice the rights vested in the members whose names appear in Appendix 2 to the Merger Agreement and without prejudice to the generality of the foregoing paragraph (b) of Article 6 shall not be altered suspended or otherwise amended.

Article 19

INDEMNITY AND INSURANCE

- a) The synagogue shall insure honorary officers and other members of the council against the costs of a successful defence to a criminal prosecution brought against them as charity trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty (unless the member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty).
- b) In the management of the affairs of the synagogue no honorary officer or other member of the council shall be liable for any loss to the property of the synagogue arising by reason of an improper investment made in good faith (so long as they shall have sought professional advice before making such investment) or for the negligence or fraud of any agent employed by them or by any other honorary officer or other member of the council hereof in good faith (provided reasonable supervision shall have been exercised) although the employment of such agent was not strictly necessary or by reason of any mistake or omission made in good faith by any honorary officer or other member of the council hereof or by reason of any other matter or thing other than wilful and individual fraud wrongdoing or wrongful omission on the part of the honorary officer or other member of the council who is sought to be made liable.

Article 20

MERGER

- (a) Council may propose resolutions for the merger of the synagogue with another synagogue so as to create a new synagogue and may propose a resolution or resolutions containing or referring to the terms of such a merger.
- (b) The members at a general meeting shall consider any resolution or resolutions proposed by

council pursuant to paragraph (a) above

- (c) Any resolution or resolutions proposed by council pursuant to paragraph (a) shall be binding on all the members for the time being of the synagogue if passed by a majority of not less than two thirds in number of those members attending and entitled to vote at the relevant general meeting.
- (d) The resolution or resolutions may make provision for one or more of the members of the synagogue to be authorised to sign or execute such document or documents as may be necessary to carry into effect the proposed merger.
- (e) Each and every member of the synagogue for the time being shall be bound by any resolution passed in accordance with this Article and shall be bound by any document signed or executed by any person authorised by the resolution or resolutions to so sign or execute.

Article 21

DISSOLUTION

If council decides that it is necessary or advisable to dissolve the synagogue it shall call an extraordinary general meeting. If the proposal is passed by a majority of not less than two-thirds of those members attending and entitled to vote council shall have power to realise any assets held by or on behalf of the synagogue. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having objects similar to the objects of the synagogue as the members of the synagogue may determine or failing that shall be applied for some other charitable purpose with the prior written approval of the Charity Commission.

Article 22

INTERPRETATION

Council shall be the sole authority for the interpretation and application of this constitution and its decision upon any matters not provided for by this constitution shall be final and binding.