

DATED JANUARY 2017

ARTICLES OF ASSOCIATION
OF
EAST LONDON & ESSEX LIBERAL SYNAGOGUE

ARTICLES OF ASSOCIATION FOR A CHARITABLE COMPANY

THE COMPANIES ACT 2006

COMPANY NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION OF
EAST LONDON & ESSEX LIBERAL SYNAGOGUE**

1. The company's name is East London & Essex Liberal Synagogue (and in these Articles it is called the "**Synagogue**").

2. Interpretation

2.1 In these Articles:

"address" means a postal address or for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Synagogue;

"the Articles" means the Synagogue's articles of association;

"Associate Member" is defined in Article 9.2;

"clear days" in relation to the period of a notice means a period excluding:

- (a) the day when the notice is given or deemed to be given; and
- (b) the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Synagogue;

"connected person" means:

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

“the Council” means the board of Directors from time to time;

“Directors” means the directors of the Synagogue. The Directors are charity trustees as defined by Section 177 of the Charities Act 2011;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” has the meaning given in section 1168 of the Companies Act 2006;

“Friend of the Congregation” means a person described as such in Article 30;

“Full Member” is defined in Article 9.1;

“General Meetings” means a general meeting of Members of the Synagogue convened and held in accordance with these Articles;

“Life Vice President” means a person described as such in Article 29.3;

“Member” has the meaning given in Section 112 of the Companies Act 2006 and Article 8;

“the memorandum” means the Synagogue’s memorandum of association;

“officers” includes the Secretary and the Treasurer;

“Ordinary Resolution” means a resolution passed by a majority of not less than 50%;

“persons of the Jewish faith” means those persons who are of the Jewish faith, having acquired such faith:

(a) at birth from at least one Jewish parent; or

(b) by upbringing; or

(c) by conversion,

and for the avoidance of any doubt, it shall remain at the discretion of the Council (upon receipt of such rabbinical advice as the Council may determine necessary) as to whether any person is deemed to be a “person of the Jewish faith” for the purposes of these Articles;

“President” means the person described as such in Article 29.1;

“Secretary” means any person appointed to perform the duties of the secretary of the Synagogue;

“Special Resolution” means a resolution passed by a majority of not less than 75%;

“Transfer Agreement” means an agreement to be made between (1) the Unincorporated Association (charity number 232980) and (2) the Synagogue relating to the transfer of assets by the Unincorporated Association to the Synagogue;

“Treasurer” means any person appointed to perform the duties of the treasurer of the

Synagogue;

“Unincorporated Association” means the unincorporated association, Woodford Liberal Synagogue, registered as a charity with registration number 232980;

“the United Kingdom” means Great Britain and Northern Ireland; and

“Vice Presidents” means the persons described as such in Article 29.2.

2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.3 Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when the Articles become binding on the Synagogue.

2.4 A reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. Liability of Members

3.1 The liability of each of the Members of the Synagogue is limited to a sum not exceeding £1, being the amount that each Member undertakes to contribute to the assets of the Synagogue in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:

3.1.1 payment of the Synagogue’s debts and liabilities incurred before he or she ceases to be a Member;

3.1.2 payment of the costs, charges and expenses of winding up; and

3.1.3 adjustment of the rights of the contributories amongst themselves.

4. Objects

4.1 The Synagogue’s objects (**“Objects”**) are specifically restricted to the advancement of Liberal Judaism and, for such purposes, to be affiliated to Liberal Judaism (formerly known as the Union of Liberal and Progressive Synagogues).

5. Powers

5.1 The Synagogue has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Synagogue has power:

5.1.1 to raise funds. In doing so, the Synagogue must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;

5.1.2 to buy, take on lease or in exchange, hire or otherwise acquire any property;

5.1.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Synagogue. In exercising this power, the Synagogue must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

- 5.1.4 to borrow money and to charge the whole or any part of the property belonging to the Synagogue as security for repayment of the money borrowed or as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Synagogue must comply as appropriate with sections 124-126 of the Charities Act 2011, if it wishes to mortgage land;
- 5.1.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.1.6 to establish or support any charitable trusts, associations or institutions formed for any charitable purpose;
- 5.1.7 to set aside income as a reserve against future expenditure;
- 5.1.8 to employ and remunerate such staff as are necessary for carrying out the work of the Synagogue and make all reasonable provisions for the payment of pensions to or on behalf of employees and to make all reasonable provision for the payment of pensions to or on behalf of such staff. The Synagogue may employ or remunerate a Director only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that Article;
- 5.1.9 to organise education and activity in connection with the Objects;
- 5.1.10 to publish in any form and by any method material in connection with the Objects;
- 5.1.11 to accept any gift of money, property or other assets;
- 5.1.12 to accept and hold monies, property or other assets on special trusts within the Objects;
- 5.1.13 to provide indemnity insurance for the Directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011; and
- 5.1.14 to pay out of the funds of the Synagogue the costs of forming and registering the Synagogue both as a company and as a charity.

6. Application of Income and Property

6.1 The income and property of the Synagogue shall be applied solely towards the promotion of the Objects.

6.2

6.2.1 A Director may benefit from indemnity insurance cover purchased at the Synagogue's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

6.2.2 A Director may receive an indemnity from the Synagogue in the circumstances specified in Article 34.

6.2.3 A Director may not receive any other benefit or payment whether arising directly or indirectly out of or in connection with his or her position as a Director of the Synagogue unless it is authorised by Article 7.

6.3 Subject to Article 7, none of the income or property of the Synagogue may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This does not prevent a Member who is not also a Director receiving:

6.3.1 a benefit from the Synagogue in the capacity of a Member of the Synagogue;

6.3.2 reasonable and proper remuneration for any goods or services supplied to the

Synagogue.

7. Benefits and Payment to Synagogue Directors and Connected Persons

7.1 No Director or connected person may:

7.1.1 buy any goods or services from the Synagogue on terms preferential to those applicable to members of the public; or

7.1.2 sell goods, services, or any interest in land to the Synagogue; or

7.1.3 be employed by, or receive any remuneration from, the Synagogue; or

7.1.4 receive any other financial benefit from the Synagogue (but for the avoidance of any doubt this shall not preclude any Director who is also a Member of the Synagogue from enjoying the usual benefits of being a Member of the Synagogue);

unless the payment is permitted by Article 7.2, or authorised by the court or the Charity Commission.

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

7.2

7.2.1 A Director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Synagogue where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.

7.2.2 A Director or connected person may take part in the normal fundraising activities of the Synagogue on the same terms as members of the public.

8. Members

8.1 The subscribers to the memorandum are the first Members of the Synagogue.

8.2 Membership of the Synagogue is not transferable.

8.3 The Directors must keep a register of names and addresses of the Members.

9. Classes of membership

9.1 Subject to the approval of the Council, full membership of the Synagogue shall be open to persons of the Jewish faith of not less than 18 years of age who subscribe to the principles and objects of Liberal Judaism and of the Synagogue (and such persons may be afforded the status of “**Full Members**”).

9.2 Subject to the approval of the Council, associate membership of the Synagogue shall be open to persons of the Jewish faith who are not less than 16 years and not more than 21 years of age and who subscribe to the principles and objects of Liberal Judaism and of the Synagogue (and such persons may be afforded the status of “**Associate Members**”).

9.3 Existing Associate Members of the Synagogue shall be entitled to become Full Members of the Synagogue on attaining the age of 18 years or on being confirmed by the Synagogue.

9.4 Full Members of the Synagogue (other than those in arrears with the annual subscription) are entitled to hold any office within the Synagogue and to be eligible for election to the Council and to vote at General Meetings. Associate Members are not entitled to hold any office within the Synagogue or to be eligible for election to the Council and shall have no right to vote at General Meetings, but shall enjoy all other privileges of membership afforded to Full Members.

9.5 All applicants for membership of the Synagogue shall be required to complete and submit to the Synagogue a written application in such form as shall be from time to time prescribed by the Council. An applicant for membership shall become a Member of the Synagogue upon the granting of his/her application by the Council and payment of the appropriate subscription.

9.6 Every Member of the Synagogue shall be liable to pay such annual subscription to the Synagogue as shall be determined from time to time by the Council. Due notice of a proposed change of the annual subscription must be circulated to all Members of the Synagogue at least two weeks in advance of any such change being introduced. It shall be possible for subscriptions to be paid yearly or half-yearly or at such intervals as shall be fixed by the Council. The Council shall have power in its absolute discretion to waive, reduce, or remit payment in whole or in part of, any membership subscription in cases of financial hardship.

9.7 All Members of the Synagogue (and their unmarried children under the age of 21) are also members of the Synagogue's Burial and Cremation Scheme (the "**Scheme**") and may not be Members of the Synagogue without being members of the Scheme, except as the Council may authorise from time to time, either in individual cases or more generally.

9.8 Without prejudice to Article 9.9, the Council may terminate the membership of any Member of the Synagogue if it shall deem it to be in the interest of the Synagogue to do so; provided that any resolution calling for the termination of the membership of a Member of the Synagogue under this Article shall require to be passed by a two-thirds majority of those members of the Council present at the meeting at which such resolution is considered and voting on the said resolution; and provided further that no such resolution shall be considered at any meeting of the Council unless written notice of intention to propose such resolution shall have been given to every member of the Council and to the Member of the Synagogue concerned not less than seven days before the date of such meeting.

9.9 The Council shall also have the power to terminate the membership of any Member of the Synagogue who shall be more than four months in arrears with their annual subscription upon giving such Members 14 clear days' notice of their intention to do so, unless all arrears are paid before the expiration of such notice.

9.10 If a person whose membership shall have ceased under the provisions of Article 9.8

or 9.9 shall apply to be reinstated as a Member of the Synagogue, his/ her application shall be dealt with under Article 9.5.

10. Termination of membership

10.1 Membership of the Synagogue is terminated if the Member voluntarily terminates their membership of the Synagogue in writing, ceases to be a Member of the Synagogue pursuant to Article 9.8 or 9.9, or dies.

11. General Meetings of Members of the Synagogue

11.1 The Directors may call a General Meeting at any time.

11.2 The Directors shall be bound forthwith to convene a General Meeting at the written request of not less than one third of the total number of Members of the Synagogue (none of such Members being in arrears with the annual subscription) stating the business which such Members require to be discussed at that General Meeting.

11.3 Every annual General Meeting and other General Meeting shall be held at such time and place as the Council shall decide.

11.4 Notice of a General Meeting other than an annual General Meeting shall be issued to each Member of the Synagogue not less than 14 clear days prior to the meeting and shall set forth the agenda. A notice for every annual General Meeting shall be sent not less than 28 clear days prior to the meeting. A General Meeting may be called by shorter notice if it is so agreed by a majority in number of Members of the Synagogue having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.

11.5 The notice of a General Meeting must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual General Meeting, the notice must say so. The notice must also contain a statement setting out the right of Members of the Synagogue to appoint a proxy whether under section 324 of the Companies Act 2006 or Article 14. The notice must be given to all the Members of the Synagogue.

11.6 Any Members of the Synagogue desiring to propose a resolution at any General Meeting shall forward a copy of such resolution to the Council within 10 clear days from the date of issue of the notice convening the General Meeting.

11.7 A resolution may be properly proposed at a General Meeting unless it would in the opinion of a majority of the members of the Council, if passed, be ineffective, defamatory of any person, frivolous or vexatious.

11.8 The Synagogue must hold its first annual General Meeting within 18 months after the date of its incorporation.

11.9 An annual General Meeting of Members of the Synagogue must be held in each

subsequent year and not more than 15 months may elapse between successive annual General Meetings.

11.10 The proceedings at a General Meeting 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.

11.11 No business shall be transacted at any General Meeting unless a quorum is present.

11.12 Subject to the provisions of Article 11.15, a quorum in the case of a General Meeting of Members of the Synagogue is: Two Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting until the effective date of the Transfer Agreement and thereafter 15 Members of the Synagogue present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.

11.13 If:

11.13.1 a quorum is not present within half an hour from the time appointed for the meeting; or

11.13.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

11.14 The Directors must reconvene the meeting of and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

11.15 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting, the Members of the Synagogue present in person or by proxy at that time shall constitute the quorum for that meeting.

11.16 General Meetings of the Members of the Synagogue shall be chaired by the chairperson of the Council. If he or she is not present within 15 minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting. If there is only one Director present and willing to act, he or she shall chair the meeting. If no Director is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the Members of the Synagogue present in person or by proxy and entitled to vote must choose one of their number to chair the relevant meeting.

11.17 The Members of the Synagogue present in person or by proxy at a General Meeting may resolve by Ordinary Resolution that the meeting shall be adjourned. The person who is chairing the meeting must decide the date, time and place at which the meeting is to be convened unless those details are specified in the resolution. No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place. If a meeting is adjourned by a resolution of the Members of the Synagogue for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

12. Proceedings at annual General Meetings

12.1 The business to be transacted at an annual General Meeting shall be:

12.1.1 To receive reports covering the period since the previous annual General Meeting from Council;

12.1.2 to receive the auditor's/independent examiner's report for the previous financial year and receive the accounts for the previous financial year;

12.1.3 to receive an estimate of the Synagogue's income and expenditure for the current year;

12.1.4 to elect members of the Council, the chairperson of the Council and officers of the Synagogue (including the Secretary and Treasurer) to fill the vacancies arising;

12.1.5 to appoint an auditor/independent examiner: and

12.1.6 to deal with any other business as the Council shall decide.

13. Votes of Members

13.1 Every Member of the Synagogue entitled to vote at a General Meeting shall have one vote at a General Meeting.

13.2 Subject to Article 13.3, any vote at a General Meeting shall be decided by a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded:

13.2.1 by the person chairing the meeting; or

13.2.2 by persons present in person or by proxy representing not less than one third of all the persons present at the meeting in person or by proxy having the right to vote at the meeting.

13.3 With respect to any contested election of members of the Council at an annual General Meeting, the chairperson of the Council or officers of the Synagogue, the names of the Members nominated for such a role shall be published not less than 7 days prior to the relevant annual General Meeting and the voting shall then be by a poll of those present at the meeting.

13.4 The declaration by the person who is chairing the General Meeting of the result of a vote shall be conclusive unless a poll is demanded in accordance with Article 13.2.

13.5 The result of the vote at a General Meeting must be recorded in the minutes of the Synagogue but the number or proportion of votes cast need not be recorded.

13.6 In the case of an equality of votes at any General Meeting, the person who is chairing the meeting shall not have a second or casting vote.

14. Content of Proxy Notices

14.1 Each Member of the Synagogue shall have the right to appoint a proxy in accordance with this Article in respect of a General Meeting to which the Member is entitled to attend

and vote at.

14.2 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:

14.2.1 States the name and address of the Member appointing the proxy;

14.2.2 Identifies the person appointed to be that Member’s proxy and the General Meeting in relation to which that person is appointed;

14.2.3 Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

14.2.4 Is delivered to the Synagogue in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.

14.3 The Synagogue may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

14.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

14.5 Unless a proxy notice indicates otherwise, it must be treated as:

14.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the relevant General Meeting; and

14.5.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.

14.6 An appointment under a proxy notice may be revoked by delivering to the Synagogue a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

14.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

14.8 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

15. Written resolutions

15.1 A resolution in writing agreed by a simple majority (or in the case of a Special Resolution by a majority of not less than 75%) of the Members of the Synagogue who would have been entitled to vote upon it had it been proposed at a General Meeting shall be effective provided that:

15.1.1 a copy of the proposed resolution has been sent to every eligible Member of the Synagogue;

15.1.2 a simple majority (or in the case of a Special Resolution a majority of not less than 75%) of eligible Members of the Synagogue has signified its agreement to the resolution; and

15.1.3 it is contained in an authenticated document which has been received at the registered office of the Synagogue within the period of 28 days beginning with the circulation date.

15.2 A resolution in writing may comprise several copies to which one or more Members of the Synagogue have signified their agreement.

16. Directors

16.1 A Director must be a natural person aged 18 years or older.

16.2 No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 20.

16.3 The minimum number of Directors shall be two until the effective date of the Transfer Agreement and thereafter six (unless otherwise determined by Ordinary Resolution).

16.4 The first Directors shall be those persons notified to Companies House as the first directors of the Synagogue.

16.5 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors.

17. Powers of Directors

17.1 The Directors shall manage the business of the Synagogue and may exercise all the powers of the Synagogue unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any Special Resolution.

17.2 The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Synagogue.

17.3 The rules and bye laws made by the Directors may regulate the following matters but are not restricted to them:

17.3.1 Burial, cremation and marriages;

17.3.2 the admission of Members to the Synagogue and the rights and privileges of such Members and the entrance fees, subscriptions and other fees or payments to be made by Members of the Synagogue;

17.3.3 the establishment of classes of membership with different rights and obligations (but not to affect or alter any voting rights of Members at that time in place);

17.3.4 the conduct of Members of the Synagogue in relation to one another, and to the Synagogue's employees and volunteers;

17.3.5 the procedure at General Meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Act 2006 or by these Articles; and

17.3.6 generally, all such matters as are commonly the subject matter of company rules.

17.4 The Directors and/or the Synagogue in General Meeting have the power to alter, add to or repeal the rules or bye laws referred to in Article 17.3.

17.5 The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of Members of the Synagogue.

17.6 The rules or bye laws referred to in Article 17.3 shall be binding on all Members of the Synagogue. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the Articles.

17.7 No alteration of the Articles or any Special Resolution shall have retrospective effect to invalidate any prior act of the Directors.

17.8 Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

18. The Council

18.1 The Council shall consist of a chairperson, vice chairperson(s), the Treasurer, the Secretary and not less than five nor more than 15 other Members of the Synagogue. The office of chairperson of the Council shall not be held for more than three consecutive years.

18.2 The Rabbi of the Synagogue shall be an ex-officio member of the Council. The Rabbi of the Synagogue shall be entitled to attend Council meetings as a non-voting member.

18.3 The Council and officers of the Synagogue (including the Secretary and the Treasurer) shall be elected by and from the Full Members of the Synagogue at an annual General Meeting.

18.4 Election to the Council shall be for a period of three years. Retiring Members may offer themselves for re-election.

18.5 The Council shall have the power to appoint sub-committees for special purposes (in accordance with Article 23).

18.6 Should the number of Council members fall below nine then the Council shall have the power to co-opt a Member to fill the vacancy. Further, where a Member of the Synagogue has special qualifications and/or experience, the Council shall have the power to co-opt him or her to the Council in order to further its efficient operation.

19. Retirement of Directors

If a Director is required to retire at an annual General Meeting by a provision of these Articles, the retirement shall take effect upon the conclusion of the meeting, or if the retiring Director is an officer of the Synagogue, upon the election of his or her successor at an annual General Meeting (and if no successor is elected, at the conclusion of such annual General Meeting).

20. Disqualification and removal of Directors

A Director shall cease to hold office as Director if he or she:

20.1 ceases to be a Director by virtue of any provision in the Companies Acts or is prohibited by law from being a Director;

20.2 is disqualified from acting as a Director by virtue of section 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

20.3 ceases to be a Member of the Synagogue;

20.4 becomes incapable by reason of mental or physical illness or injury of managing and administering his or her own affairs; or

20.5 resigns as a Director by notice to the Synagogue (but only if at least two Directors will remain in office when the notice of resignation is to take effect).

21. Remuneration of Directors

The Directors must not be paid any remuneration by the Synagogue unless it is authorised by Article 7.

22. Proceedings of Directors

22.1 The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

22.2 There shall be not less than six meetings of the Council every year.

22.3 The Directors and officers shall, as far as possible, immediately after the date of the Transfer Agreement be the same persons who were the council members and officers of Woodford Liberal Synagogue (charity number 232980) immediately before the effective date of the Transfer Agreement and the periods of office of Council members and co opted Council members and officers of Woodford Liberal Synagogue (charity number 232980) shall be taken into account in determining the dates for the expiry of their term of office and retirement.

22.4 Notice of meetings of the Council shall be of not less than seven days duration unless, in the opinion of the chairperson of the Council, or any other officer in the absence of the chairperson or if the chairperson shall be unable for any reasons to act, there shall be a matter requiring the urgent attention of the Directors. The notice shall set forth the agenda of that meeting.

22.5 Any Director may call a meeting of the Council. The Secretary (if any) must call a meeting of the Council if requested to do so by a Director.

22.7 No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.

22.8 The quorum up to the effective date of the Transfer Agreement shall be two and thereafter shall be five, or such larger number as may be decided from time to time by the Directors.

22.9 If the number of Directors present at a meeting of the Council is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a General Meeting.

22.10 The chairperson of the Council shall chair meetings of the Council.

22.11 If no-one has been appointed to chair meetings of the Council, or if the person appointed is unwilling to preside or is not present within 15 minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

22.12 The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by these Articles or delegated to him or her by the Directors.

22.13 Questions arising at a meeting of the Council shall be decided by a majority of votes.

22.14 Any Member of the Synagogue shall be entitled to attend any meeting of the Council subject to the chairperson of the Council having an absolute discretion to decide to exclude any such Member from the whole or any part of the meeting. The Member attending such meeting shall have no right to participate in the deliberations of the meeting in any way and shall abide by rules of confidentiality designated by the chairperson of the Council. Such rules may include a provision excluding the right of Members of the Synagogue to attend a confidential part of a meeting.

23. Delegation

23.1 The Directors may delegate any of their powers or functions to a committee of one or more Directors (if the Directors so decide) and other Members of the Synagogue who are not Directors but who are appointed under procedures established by the Directors under Article 17.

23.2 The Directors may impose conditions when delegating, including the conditions that:

23.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;

23.2.2 no expenditure may be incurred on behalf of the Synagogue except in accordance with a budget previously agreed with the Directors.

23.3 The Directors may revoke or alter a delegation.

23.4 All acts and proceedings of any committees must be fully and promptly reported to the Directors.

23.5 The Council shall have power to appoint such committees as it may think fit. The chairperson of every committee which is designated by the Council as a Standing Committee, if not already a Director, shall be a member of the Council ex-officio and without power to vote.

24. Declaration of Director's Interests

A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Synagogue or in any transaction or arrangement entered into by the Synagogue which has not previously been declared. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Synagogue and any personal interest (including but not limited to any personal financial interest).

25. Conflicts of interest and conflicts of loyalties

25.1 If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the un-conflicted Directors may authorise such a conflict of interest where the following conditions apply:

25.1.1 the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

25.1.2 the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and

25.1.3 the un-conflicted Directors consider it is in the interests of the Synagogue to authorise the conflict of interest in the circumstances applying.

25.2 In this Article, a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

26. Validity of Directors' Decisions

26.1 Subject to Article 26.2, all acts done by a meeting of the Council, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

26.1.1 who was disqualified from holding office;

26.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

26.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

26.1.4 the vote of that Director; and

26.1.5 that Director being counted in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting.

26.2 Article 26.1 does not permit a Director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 26.1 the resolution would have been void, or if the Director has not complied with Article 24.

27. Written Resolutions

27.1 A resolution in writing or in electronic form agreed by all of the Directors entitled to receive notice of a meeting of the Council and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and held.

27.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement

28. Minutes

The Directors must keep minutes of all:

28.1 appointments of officers made by the Directors; and

28.2 meetings of the Council and committees of Directors including:

28.2.1 the names of the Directors present at the meeting; and

28.2.2 the decisions made at the meetings.

29. President, Vice Presidents and Life Vice Presidents of the Synagogue

29.1 In recognition of outstanding service to the Synagogue, a person can be proposed by the Council at an annual General Meeting for election to the honorary office of "President" of the Synagogue. On election, he or she will be entitled to attend Council meetings as a non-voting member. The President's appointment shall be confirmed annually, or after such other period as may be decided from time to time by the Council.

29.2 In recognition of outstanding service to the Synagogue, a person can be proposed by the Council at an annual General Meeting for election to the honorary office of "Vice President" of the Synagogue. More than one person can be so elected. A Vice President will be entitled to attend Council meetings as a non-voting member. Such elections shall be confirmed annually, or after such other period as may be decided from time to time by the Council. An outgoing chairperson the Council will automatically be appointed as a Vice President of the Synagogue upon leaving the office of chairperson of the Council. Vice Presidents appointed in this way will thenceforth be treated in all respects as if they had been elected at an annual General Meeting.

29.3 In recognition of outstanding service to the Synagogue, a person can be proposed by the Council at an annual General Meeting for election to the honorary office of "Life Vice President". On election, he or she will be entitled to attend Council meetings as a non-voting member and his or her appointment will be confirmed annually, or after such other period as may be decided from time to time by the Council. More than one person can be so elected.

29.4 The persons who are President, Vice Presidents and Life Vice Presidents as at the effective date of the Transfer Agreement shall be President, Vice Presidents and Life Vice Presidents of the Synagogue on the same terms as far as possible as the terms of their appointment as President, Vice Presidents and Life Vice Presidents of the Unincorporated Association.

30. Friend of the Congregation

30.1 Persons aged 18 years old and above who are not persons of the Jewish faith may be admitted to the Synagogue in the capacity of "Friend of the Congregation". A Friend of the Congregation shall not be considered a Member of the Synagogue.

30.2 A Friend of the Congregation:

30.2.1 shall be able to join any committee of the Synagogue except those with influence over religious affairs;

30.2.2 shall not be entitled to hold any office;

30.2.3 shall not be eligible for election to the Council; and

30.2.4 shall not be entitled to vote at General Meetings.

30.3 Persons of the Jewish Faith shall not be able to become Friends of the Congregation.

30.4 All applications to become a Friend of the Congregation shall be made in writing and shall be signed by the applicant and are subject to approval by Council.

30.5 Each Friend of the Congregation shall pay an annual subscription of such sum as shall be fixed from time to time by Council. The provisions of Article 9.6 as they apply to subscriptions payable by Members of the Synagogue shall apply with necessary modifications to the subscriptions payable by a Friend of the Congregation.

31. Means of communication to be used

31.1 Subject to the other Articles, anything sent or supplied by the Synagogue under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Synagogue.

31.2 Subject to the other Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or

documents for the time being.

31.3 Any notice to be given by the Synagogue pursuant to the Articles:

31.3.1 may be in writing; or

31.3.2 may be given using electronic communications; or

31.3.3 may be made available on a website.

31.4 Where a document or information which is required or authorised to be sent or supplied by the Synagogue under the Companies Act 2006 is sent or supplied by using electronic communication or by making it available on a website, the recipient must have agreed that he or she may be communicated with in that form or manner or be deemed to have so agreed under the Companies Act 2006 (and not revoked that agreement). Where any other document or information is sent or supplied by electronic communication or made available on a website, the Directors may decide what agreement (if any) is required from the recipient.

31.5 A Member of the Synagogue present in person at any meeting of the Synagogue shall be deemed to have received notice of the meeting and of the purposes for which it was called.

32. Accounts

32.1 The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

32.2 The Directors must keep accounting records as required by the Companies Acts.

33. Annual Report and Return and Register of Charities

33.1 The Directors must comply with the requirements of the Charities Act 2011 with regard to:

33.1.1 transmission of the statements of account to the Synagogue;

33.1.2 preparation of an annual report and its transmission to the Commission; and

33.1.3 preparation of an annual return and its transmission to the Commission.

33.2 The Directors must notify the Commission promptly of any changes to the Synagogue's entry on the Central Register of Charities.

34. Indemnity

34.1 The Synagogue may indemnify a relevant Director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the 2006 Act.

34.2 In this Article, a "relevant Director" means any Director or former Director of the

Synagogue or Council member or former council member of Woodford Liberal Synagogue (charity number 232980).

35. Dissolution

35.1 The Members may at any time before, and in expectation of, its dissolution resolve that any net assets of the Synagogue after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Synagogue be applied or transferred in any of the following ways:

35.1.1 directly for the Objects; or

35.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

35.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

35.2 Subject to any such resolution of the Members, the Directors may at any time before and in expectation of its dissolution resolve that any net assets of the Synagogue after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Synagogue be applied or transferred:

35.2.1 directly for the Objects; or

35.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

35.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

35.3 In no circumstances shall the net assets of the Synagogue be paid to or distributed among the Members and if no resolution in accordance with Article 35.1 or 35.2 is passed by Members or the Directors, the net assets of the Synagogue shall be applied for charitable purposes as directed by a court or the Commission.