

BYE LAWS OF EDGWARE AND HENDON REFORM SYNAGOGUE

1. SYNAGOGUE

The Edgware and Hendon Reform Synagogue is constituted as a company limited by guarantee and not having share capital, registered in England and Wales under No. 10622971 and in these Bye Laws shall be referred to as “the Synagogue”. The Hebrew name of the Synagogue is Kehillah Kedosha Ledor Vador.

2. INTERPRETATION

2.1 Save where inconsistent within their context, words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.2 Subject to Bye Law 2.3 terms as defined in the Articles of Association (“Articles”) of the Synagogue shall have the same meaning in these Bye Laws unless otherwise specifically stated.

2.3 In these Bye Laws

2.3.1 “Council” means the Board of the Synagogue;

2.3.2 “Congregation” means the community of the Synagogue;

2.3.3 “Member” means a member of the Congregation and “membership” shall be construed as a reference to membership of the Congregation;

2.3.4 “Senior Rabbi” means the Rabbi appointed by the Synagogue and so designated;

2.3.5 Any reference to a General Meeting or an Annual General Meeting shall be a reference to a general meeting of the Members

2.4 In the event of conflict between these Bye Laws and the Articles, the Articles shall have precedence.

2.5 The Council shall be the sole authority for the interpretation of these Bye Laws and its decision upon any matter not provided for by these Bye Laws shall be final and binding.

3. MEMBERSHIP

3.1 Membership shall be open to all persons of the Jewish faith as defined by the Senior Rabbi of the Synagogue, subject to the other provisions of these Bye Laws.

3.2 Subject to Bye Law 3.1 the Council has established the following classes of membership:

“Individual” any individual person

“Family” two or more related persons including children under the age of 21

An individual aged between 18 and 21 and who is a Family Member shall be treated as a Individual Member for voting purposes.

- 3.3 Every Member over the age of 18 (including a child of a Member who is under the age of 21) shall be eligible for appointment to all honorary offices of the Synagogue, for membership of the Council, all Sub-Committees and Standing Committees and be entitled to all rights and privileges as a Member of the Synagogue.
- 3.4 Children of a Member not being Members in their own right and being under the age of 21 shall be entitled to attend all religious services held by the Synagogue and to such other rights and privileges of a Member other than (save as provided in these Bye Laws) the right to vote at General Meetings or to serve upon the Council.
- 3.5 The Council may make such arrangements as it considers appropriate to enable persons who are members of the unincorporated entity Edgware and District Reform Synagogue and the members of Hendon Reform Synagogue to become members of the Congregation.
- 3.6 An application for membership shall be made to the Synagogue in such form as the Council may from time to time determine and shall be placed before the Council who may either accept or reject it. The Council may delegate the consideration of applications for membership to a subcommittee consisting of not less than three members of the Council, who may by unanimous vote accept any such application; a recommendation for rejection of an application shall be referred to the Council for decision.
- 3.7 The Council may elect persons to be honorary Members and such honorary Members shall be entitled to receive notice of and to attend but not to vote at General Meetings, and to such other rights as the Council may from time to time confer upon them.
- 3.8 Any Member may be deprived of membership and of all rights and privileges thereof by a resolution passed at a special meeting of the Council convened for the purpose at which not less than three-quarters of the Council shall be present and not less than two-thirds of those present shall vote in favour of such resolution. Such special meeting shall be convened on not less than 14 days' notice and upon giving not less than 14 days' notice to the Member whose rights and privileges are to be the subject matter of such meeting, together with full details of the reasons for which the special meeting has been called. The Member, and/or at the option of the Member the Member's representative (who need not be a Member), shall be allowed to attend and make representations to the meeting. A Member whose membership has been terminated under these provisions shall have no claim to a refund in respect of the unexpired part of his subscription but the Council may authorise such a refund.
- 3.9 A Member may resign by notice in writing to the Honorary Secretary before his next subscription becomes payable

4. SUBSCRIPTIONS

- 4.1 The Subscription shall be determined in General Meeting, and until otherwise determined, it shall be at the rate or rates ruling in the preceding year. The Council may establish different rates for the classes of membership or particular circumstances.
- 4.2 Members who are in arrears with their subscriptions for a period of six months after they have become due shall cease at the discretion of the Council to be Members but without prejudice to the rights of the Synagogue to recover the amount in arrears, and such Members may be reinstated at the discretion of the Council under such terms and conditions as the Council may deem fit.
- 4.3 The Council shall have power through the Honorary Treasurer to enter into such arrangements as it may think fit with any Member for the payment of arrears or other payments due to the Synagogue.
- 4.4 The Council shall, notwithstanding the provisions of these Bye Laws, in exceptional circumstances, have power to admit or re-admit any person to membership or to continue his membership on such terms as it may consider fit and proper.
- 4.5 Subscriptions to the Synagogue shall be payable in such manner as the Council shall from time to time determine and no person whose application for membership has been accepted shall be entitled to any of the privileges of membership until the subscription due from him has been paid or arrangements for payment have been agreed with him.
- 4.6 Unmarried children of a deceased Member who are under 21 years of age not being Members in their own right shall continue to be Members until they attain the age of 21 years and shall have the same rights as children of Family Members.
- 4.7 In the event of the death of a Member at the discretion of the Council a refund of subscription may be made by reference to the type of membership and the unexpired term.

5. CHAIRMAN

The Chairman shall preside over all General Meetings, Council Meetings and meetings of the Honorary Officers and after the Initial Period in the event of an equal vote on any resolution he shall have an additional or a casting vote.

6. VICE-CHAIRMAN

All rights and duties conferred upon the Chairman shall, in his absence, devolve upon and be exercised by the Vice-Chairman, or in the absence of both, by a person being a member of the Council nominated by a majority of the Council present.

7. GENERAL MEETINGS

- 7.1 The first Annual General Meeting of Members shall be held within eighteen months of the Effective Date.

- 7.2 An Annual General Meeting must be held in each subsequent year and not more than fifteen months may elapse between successive Annual General Meetings.
- 7.3 The Council may call a General Meeting at any time, and the Council shall call a General Meeting upon request made in writing by not less than 30 Members, such General Meeting to be held not sooner than two nor later than three weeks after the receipt of such request.
- 7.4 No business shall be proposed at an Annual General Meeting or any General Meeting if it is defamatory of any person or it is frivolous or vexatious.

8. NOTICE OF GENERAL MEETINGS

- 8.1 The minimum periods of notice required to hold a General Meeting are:
 - 8.1.1 twenty-one clear days for an Annual General Meeting or a General Meeting called for the passing of a resolution that (if such resolution were to be put to a general meeting of the Synagogue as opposed to the Members) would be classed as a Special Resolution requiring a 75% majority in order to be passed;
 - 8.1.2 fourteen clear days for all other General Meetings.
- 8.2 The notice 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 to appoint a proxy.
- 8.3 The notice must be given to all the Members and to the Council and the external auditors.
- 8.4 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 by the Synagogue.

9. PROCEEDINGS AT GENERAL MEETINGS - QUORUM

- 9.1 No business shall be transacted at any General Meeting unless a quorum is present.
- 9.2 A quorum is forty Members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 9.3 If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present the meeting shall be adjourned to such time and place as the Council shall determine. The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

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

10. PROCEEDINGS AT GENERAL MEETINGS - CHAIRING MEETINGS

10.1 General Meetings shall be chaired by the Chairman.

10.2 If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting the Vice-Chairman (or, if he is not present, a Council member nominated by the Council) shall chair the meeting.

11. PROCEEDINGS AT GENERAL MEETINGS - ADJOURNMENT

11.1 The Members present in person or by proxy at a meeting may resolve by a simple majority that the meeting shall be adjourned.

11.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

11.3 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.

11.4 If a meeting is adjourned by a resolution of the Members at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.

12. VOTES OF MEMBERS AT GENERAL MEETINGS

12.1 Every Member over the age of 18 shall have one vote at a General Meeting of Members.

12.2 Subject to Bye Law 12.3 a resolution put to a General Meeting shall be passed by a simple majority of those Members present in person or by proxy and voting.

12.3 A resolution that (if such resolution were to be put to a general meeting of the Synagogue as opposed to the Members) would be classed as a Special Resolution shall require a 75% majority in order to be passed.

12.4 Any vote at a 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:

12.4.1 by the person chairing the meeting; or

12.4.2 by at least ten Members present in person or by proxy.

12.4.3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.

12.5 Demand for Poll

- 12.5.1 A poll demanded on any resolution must be taken immediately.
- 12.5.2 A poll shall be taken as the person who is chairing the meeting directs, and who may appoint scrutineers (who need not be Members).

12.6 Withdrawal of Demand for Poll

- 12.6.1 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.
- 12.6.2 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.
- 12.6.3 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

12.7 Result of Votes

- 12.7.1 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 12.7.2 The result of the vote must be recorded in the minutes of the Synagogue but the number or proportion of votes cast need not be recorded.

12.8 Chairman – casting vote

After the Initial Period in the case of an equality of votes at any meeting of Members the person who is chairing the meeting shall have a second or casting vote.

13. CONTENT OF PROXY NOTICES SUBMITTED FOR GENERAL MEETINGS

- 13.1 Members shall each have the right to appoint a proxy in accordance with this Bye Law in respect of the meeting or meetings to which the Member is entitled to attend.
- 13.2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which –
 - 13.2.1 States the name and address of the Member appointing the proxy;
 - 13.2.2 Identifies the person appointed to be that Member's proxy and the meeting in relation to which that person is appointed;
 - 13.2.3 Is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Council may determine; and
 - 13.2.4 Is delivered to the Synagogue in accordance with these Bye Laws and any instructions contained in the notice of the general meeting to which they relate.
- 13.3 Proxy notices may be required to be delivered in a particular form and may specify different forms for different purposes.

- 13.4 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.
- 13.5 Unless a proxy notice indicates otherwise, it must be treated as –
- 13.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 13.5.2 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.
- 13.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Synagogue by or on behalf of that person.
- 13.7 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.
- 13.8 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.
- 13.9 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.

14. ANNUAL GENERAL MEETING

- 14.1 Subject to Bye Law 7 the Annual General Meeting shall be held within nine months of the end of the financial year to transact the following business:-
- 14.1.1 To adopt the minutes of all General Meetings held since the last Annual General Meeting;
 - 14.1.2 To receive the report of the Council;
 - 14.1.3 To adopt the Accounts of the Synagogue;
 - 14.1.4 To receive the Reports of the Standing Committees if any;
 - 14.1.5 To elect the Honorary Officers and other members of the Council for the ensuing year;
 - 14.1.6 To elect Standing Committees (if required) and/or to dissolve Standing Committees (if appropriate);
 - 14.1.7 To elect the Independent Examiner or Auditor for the ensuing year;

- 14.1.8 To appoint representatives or delegates to an associated body where the constitution of that organisation requires representatives or delegates to be appointed at a General Meeting of the Members;
- 14.1.9 To transact such other business of which notice shall have been given by the Council in the notice convening the meeting;
- 14.1.10 To transact any other business as a minimum of thirty Members of the Congregation may, within two months after the end of a financial year of the Synagogue, have in writing requested the Council to place on the Agenda and of which the nature shall be communicated to the Members in the notice convening the meeting.

15. ELECTIONS

- 15.1 The Council shall prior to the despatch of the notice of the Annual General Meeting take reasonable steps to identify prospective members of the Council. Any nomination must be supported in writing by not less than two Members eligible to vote and the written consent of the nominee and delivered to the Synagogue at least 35 days before the date of the Annual General Meeting.
- 15.2 The names of the eligible nominees and (where appropriate) the identity of the specific office or offices for which such person is nominated shall be included in the notice of the General Meeting.

16. SUB COMMITTEES

The Council may appoint from the Members of the Congregation such sub-committees as it may from time to time decide containing at least one member of the Council. The Chairman shall receive notice of all meetings to be held by any sub-committee and shall be entitled to attend in person or to be represented by another member of the Council nominated by him and may vote at such meetings. The Council shall, on appointing a sub-committee, require it to submit periodical reports of its activities and each sub-committee shall keep and, if required, produce to the Council minutes of its meetings and proceedings. All sub-committees shall, in general, work under the direction of the Council and may be dissolved at any time at the discretion of the Council.

17. STANDING COMMITTEES

- 17.1 The Members may, on the recommendation of the Council, elect at the Annual General Meeting committees for special purposes ("Standing Committees").
- 17.2 The rights of the Chairman shall also apply to Standing Committees.
- 17.3 The Council shall not have power to dissolve a Standing Committee.
- 17.4 Every Standing Committee shall, in addition to its reports to the Council, submit a report of its work to the Annual General Meeting and maintain proper accounting records as necessary.

18. FINANCE

- 18.1 The Council shall ensure that proper books and records are maintained and act in accordance with powers delegated by the Council and shall be responsible for looking after the finances and accounting records of the Synagogue. The Honorary Treasurer shall in general oversee the preparation of a budget for the forthcoming financial year for presentation to the Members, ensure that the Synagogue accounts are examined or audited, and monitor the Synagogue's financial affairs during the course of the year.
- 18.2 No payment in excess of £5000 for any one transaction or series of transactions shall be made without the approval of the Council except the fixed salaries, rents, taxes, insurance premiums and other usual outgoings of the Synagogue.
- 18.3 The funds of the Synagogue not required for immediate application may be invested in such manner as the Council may from time to time approve.
- 18.4 The Honorary Treasurer shall produce their accounting records, invoices, receipts and other documents to the Council whenever so requested by the Council or by the Chairman, and they shall produce to the Council an account of income and expenditure and a Balance Sheet at least once in every year and more often if required by the Council.
- 18.5 The accounts of the Synagogue shall be made up to such date as the Council may from time to time determine.
- 18.6 In the event of a casual vacancy in the office of the Independent Examiner or Auditor the Council shall have power to nominate another firm of accountants or auditors to act as the Independent Examiner or Auditor and such person or firm shall hold office until the next Annual General Meeting.
- 18.7 Subject to the provisions of Bye Laws 18.2 and 18.9 the Council shall authorise all payments out of the funds of the Synagogue but a resolution passed at a General Meeting shall be required to authorise the purchase or sale of any freehold or leasehold property or land.
- 18.8 The bank accounts of the Synagogue shall be kept at a financial institution to be decided by the Council and shall be in the name of the Synagogue. All payments for sums exceeding £500 shall be signed or otherwise authorised in writing by two of the Honorary Officers.
- 18.9 The Council on behalf of the Synagogue shall have power without the authority of the Members in General Meeting to borrow money on any terms for any purpose within the objects of the Synagogue as may be deemed necessary but may only secure the repayment of the money so borrowed and the payment of interest thereon following a resolution of the Members passed at a General Meeting.

19. PRESIDENT

- 19.1 The Members shall be entitled to elect at a General Meeting a Member or Members to be the President or Joint Presidents. The Council shall nominate a Congregant to be

President by a two thirds majority and the appointment shall be ratified at the next following General Meeting of the Members.

19.2 During the Initial Period there shall be two Joint Presidents one being an EDRS Member and the other being an HRS Member who shall be in office for a term of two years.

19.3 Thereafter the President shall be elected for a term of 3 years.

19.4 The President will not be a member of the Council.

20. VICE-PRESIDENTS

The Council may appoint a maximum of 20 Vice-Presidents and their respective rights and duties shall be determined by the Council.

21. SENIOR RABBI

Prior to appointing the Senior Rabbi the Council shall establish a sub-committee (of such size as the Council shall consider appropriate) to include representative members of Council and other representative members of the congregation to reflect the wider membership and that such sub-committee shall consider applications for the position of Senior Rabbi. Further to the recommendations of the sub-committee, the Council alone shall be authorised to engage the services of, and to negotiate the terms of engagement of, the Senior Rabbi.

22. SERVICES

The Council, in consultation with the Rabbi, shall determine all 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, and shall assign to Members or visitors, irrespective of gender, the duties and privileges to be exercised at the services.

23. WARDENS

23.1 The Council may appoint one or more Wardens. The Wardens may appoint Assistant Wardens from time to time to assist them with their duties.

23.2 At least one Warden or Assistant Warden shall be present at every service and, subject to any direction by the Council, and in conjunction with the Rabbi, shall allocate the honours and supervise the decorum of the services generally

23.3 A Warden may be removed from office at any time by a resolution of the Council to that effect which has been passed by a two-thirds majority of those present and voting at the meeting of the Council at which such resolution is proposed. Any Warden referred to in such resolution shall have the right to be notified of and to attend and address the meeting of the Council at which the said resolution is proposed.

24. MARRIAGES AND BURIALS

- 24.1 The Council may from time to time make regulations concerning the conditions to be observed in connection with marriages in the Synagogue.
- 24.2 Every Member shall, subject to the terms of his membership of the Synagogue and to the provisions of the burial grant and funeral expenses scheme operated by the Synagogue from time to time, be entitled to the right of burial or of securing such burial rights.
- 24.3 The Council may from time to time make regulations concerning the conditions to be observed in connection with such burial ground graves, burials, cremations and funerals in accordance with the burial grant and funeral expenses scheme operated by the Synagogue.

25. EXTERNAL BODIES

Where the Synagogue appoints representatives to serve on associated bodies such representatives shall be recommended by the Council, and unless contrary to the laws of the associated bodies shall be so appointed to serve for a period of time set by the Council. 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. Where the laws of an associated body require service for a specified period of time service for that period shall normally prevail.

26. ALTERATION TO BYE LAWS

- 26.1 These Bye Laws may be altered by a resolution passed by not less than 75% of the Members present and voting at a General Meeting. At least 21 days' prior notice of the General Meeting must be given and shall include notice of the resolution, setting out the terms of the alteration proposed.
- 26.2 No amendment may be made to Bye Laws 1, 2, 26 or 27 without the prior consent in writing of the Commission.
- 26.3 No amendment may be made which would have the effect of making the Synagogue cease to be a charity at law.

27. DISSOLUTION OF THE SYNAGOGUE

- 27.1 If the Council decides that it is necessary or advisable to dissolve the Synagogue it shall call a General Meeting of all Members of the Congregation, of which not less than 21 days' notice shall be given stating the terms of the resolution to be proposed.

If the proposal is confirmed by a 75% majority the Council shall have power to realise any assets held by or on behalf of the Synagogue and the said assets shall be applied in accordance with the Articles.