

---

## **THE NORWICH HEBREW CONGREGATION**

### **CONSTITUTION**

---

**Based on the Charity Commission model constitution for a  
charitable incorporated organisation (CIO)**

---

## **(‘Association’ Model Constitution)**

Date of constitution (last amended): 20 January 2020.

### **1. NAME**

The name of the Charitable Incorporated Organisation (“the CIO”) is The Norwich Hebrew Congregation.

### **2. NATIONAL LOCATION OF PRINCIPAL OFFICE**

The CIO must have a principal office in England or Wales. The principal office of the CIO is in England.

### **3. OBJECTS**

The objects of the CIO are to advance the Jewish religion through the provision of suitable premises, resources and support for the worship of the Jewish religion, the provision of religious services on the Jewish Sabbath, High Holy Days and other Jewish festivals, the provision and the advancement of religious, educational and cultural activities in connection with the Jewish faith for the residents of and visitors to Norwich and the surrounding area and acting as a focus for Jewish culture, traditions, education and social activities in Norwich and the surrounding area.

### **4. POWERS**

The CIO has power to do anything which is calculated to further its objects or is conducive or incidental to doing so. In particular, the CIO’s powers include power to:

- 4.1 Borrow money and to charge the whole or any part of its property as security for the repayment of the money borrowed. The CIO must comply as appropriate with sections 124 and 125 of the Charities Act 2011 if it wishes to mortgage land.
- 4.2 Buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use.
- 4.3 Sell, lease or otherwise dispose of all or any part of the property belonging to the CIO. In exercising this power, the CIO must comply as appropriate with sections 117 and 119-123 of the Charities Act 2011.
- 4.4 Employ and remunerate such staff as are necessary for carrying out the work of the CIO. The CIO may employ or remunerate a Committee Member only to the extent that it is permitted to do so by clause 6 (Benefits and payments to Committee Members and connected persons) and provided it complies with the conditions of those clauses.

- 4.5 Deposit or invest funds, employ a professional fund-manager, and arrange for the investments or other property of the CIO to be held in the name of a nominee, in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000.

## **5. APPLICATION OF INCOME AND PROPERTY**

- 5.1 The income and property of the CIO must be applied solely towards the promotion of the objects.

5.1.1 a Committee Member is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO;

5.1.2 a Committee Member may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

- 5.2 None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO. This does not prevent a member who is not also a Committee Member receiving:

5.2.1 a benefit from the CIO as a beneficiary of the CIO;

5.2.2 reasonable and proper remuneration for any goods or services supplied to the CIO.

- 5.3 Nothing in this clause shall prevent a Committee Member or connected person receiving any benefit or payment which is authorised by clause 6.

## **6. BENEFITS AND PAYMENTS TO COMMITTEE MEMBERS AND CONNECTED PERSONS**

### **6.1 General provisions**

No Committee Member or connected person may:

6.1.1 buy or receive any goods or services from the CIO on terms preferential to those applicable to members of the public;

6.1.2 sell goods, services, or any interest in land to the CIO;

6.1.3 be employed by, or receive any remuneration from, the CIO;

6.1.4 receive any other financial benefit from the CIO,

unless the payment or benefit is permitted by clause 6.2, or authorised by the court or the prior written consent of the Charity Commission (“the Commission”) has been obtained. In this clause, a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

## **6.2 Scope and powers permitting trustees’ or connected persons’ benefits**

- 6.2.1 A Committee Member or connected person may receive a benefit from the CIO as a beneficiary of the CIO provided that a majority of the Committee Members do not benefit in this way.
- 6.2.2 A Committee Member 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 CIO where that is permitted in accordance with, and subject to the conditions in, section 185 to 188 of the Charities Act 2011.
- 6.2.3 Subject to clause 6.3, a Committee Member or connected person may provide the CIO with goods that are not supplied in connection with services provided to the CIO by the Committee Member or connected person.
- 6.2.4 A Committee Member or connected person may receive interest on money lent to the CIO at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- 6.2.5 A Committee Member or connected person may receive rent for premises let by the Committee Member or connected person to the CIO. The amount of the rent and the other terms of the lease must be reasonable and proper. The Committee Member concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- 6.2.6 A Committee Member or connected person may take part in the normal trading and fundraising activities of the CIO on the same terms as members of the public.

## **6.3 Payment for supply of goods only – controls**

The CIO and its Committee Members may only rely upon the authority provided by clause 6.2.3 if each of the following conditions is satisfied:

- 6.3.1 The amount or maximum amount of the payment for the goods is set out in a written agreement between the CIO and the Committee Member or connected person supplying the goods (“the supplier”).
- 6.3.2 The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- 6.3.3 The other Committee Members are satisfied that it is in the best interests of the CIO to contract with the supplier rather than with someone who is not a Committee Member or connected person. In reaching that decision the Committee Members must balance the advantage of contracting with a Committee Member or connected person against the disadvantages of doing so.
- 6.3.4 The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the CIO.
- 6.3.5 The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of Committee Members is present at the meeting.
- 6.3.6 The reason for their decision is recorded by the Committee Members in the minute book.
- 6.3.7 A majority of the Committee Members then in office are not in receipt of remuneration or payments authorised by clause 6.
- 6.4 In clause 6.2 and clause 6.3:
  - 6.4.1 “The CIO” includes any company in which the CIO:
    - 6.4.1.1 holds more than 50% of the shares; or
    - 6.4.1.2 controls more than 50% of the voting rights attached to the shares; or
    - 6.4.1.3 has the right to appoint one or more directors to the board of the company.
  - 6.4.2 “Connected person” includes any person within the definition set out in clause 28 (Interpretation).

## **7. CONFLICTS OF INTEREST AND CONFLICTS OF LOYALTY**

### **7.1 A Committee Member must:**

7.1.1 Declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the CIO or in any transaction or arrangement entered into by the CIO which has not previously been declared.

7.1.2 Absent himself or herself from any discussions of the Committee Members in which it is reasonably possible that a conflict of interest will arise between his or her duty to act solely in the interests of the CIO and any personal interest (including but not limited to any financial interest).

7.2 Any Committee Member absenting himself or herself from any discussions in accordance with clause 7.1 must not vote or be counted as part of the quorum in any decision of the Committee Members on the matter.

## **8. LIABILITY OF MEMBERS TO CONTRIBUTE TO THE ASSETS OF THE CIO IF IT IS WOUND UP**

If the CIO is wound up, the members of the CIO have no liability to contribute to its assets and no personal responsibility for settling its debts and liabilities.

## **9. MEMBERSHIP OF THE CIO**

### **9.1 Admission of new members**

#### **9.1.1 Eligibility**

Membership of the CIO is open to any individual who is recognised as being Jewish by the Committee Members, and who, by applying for membership, has indicated agreement to becoming a member and acceptance of the duty of members set out in clause 9.3. This requirement does not apply to non-voting classes of members created pursuant to clause 9.6.

#### **9.1.2 Admission procedure**

The Committee Members:

9.1.2.1 May require applications for membership to be made in any reasonable way that they decide.

9.1.2.2 Shall, if they approve an application for membership, notify the applicant of their decision promptly.

- 9.1.2.3 May refuse an application for membership if they believe that it is in the best interests of the CIO for them to do so.
- 9.1.2.4 Shall, if they decide to refuse an application for membership, give the applicant their reasons for doing so promptly and give the applicant the opportunity to appeal against the refusal.
- 9.1.2.5 Shall give fair consideration to any such appeal, and shall inform the applicant of their decision but any decision to confirm refusal of the application for membership shall be final.

## 9.2 **Transfer of membership**

Membership of the CIO cannot be transferred to anyone else.

## 9.3 **Duty of members**

It is the duty of each member of the CIO to exercise his or her powers as a member of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.

## 9.4 **Termination of membership**

9.4.1 Membership of the CIO comes to an end if:

- 9.4.1.1 the member dies; or
- 9.4.1.2 the member sends a written notice of resignation to the President or Secretary of the CIO or Committee Members; or
- 9.4.1.3 any sum of money owed by the member to the CIO is not paid in full within such period as the Committee Members determine (being at least six months) of its falling due; or
- 9.4.1.4 the Committee Members decide that it is in the best interests of the CIO that the member in question should be removed from membership, and pass a resolution to that effect.

9.4.2 Before the Committee Members take any decision to remove someone from membership of the CIO they must:

- 9.4.2.1 inform the member of the reasons why it is proposed to remove him or her from membership;

- 9.4.2.2 give the member at least 21 clear days' notice in which to make representations to the Committee Members as to why he or she should not be removed from membership;
- 9.4.2.3 at a duly constituted meeting of the Committee Members, consider whether or not the member should be removed from membership;
- 9.4.2.4 consider at that meeting any representations which the member makes as to why the member should not be removed; and
- 9.4.2.5 allow the member, or the member's representative, to make those representations in person at that meeting, if the member so chooses.

## **9.5 Membership fees**

The CIO may require members to pay reasonable membership fees to the CIO and such fees may vary according to the category of the membership or an individual's personal circumstances.

## **9.6 Informal or associate (non-voting) membership**

- 9.6.1 The Committee Members may create associate or other classes of non-voting membership, and may determine the rights and obligations of any such members (including payment of membership fees), and the conditions for admission to, and termination of membership of any such class of members.
- 9.6.2 Other references in this constitution to "members" and "membership" do not apply to non-voting members, and non-voting members do not qualify as members for any purpose under the Charities Acts, General Regulations or Dissolution Regulations.

## **10. MEMBERS' DECISIONS**

### **10.1 General provisions**

Except for those decisions that must be taken in a particular way as required by clause 10.4, decisions of the members of the CIO may be taken either by vote at a general meeting as provided in clause 10.2 or by written resolution as provided in clause 10.3.



## **10.2 Taking ordinary decisions by vote**

Subject to clause 10.4, any decision of the members of the CIO may be taken by means of a resolution at a general meeting. Such a resolution may be passed by a simple majority of votes cast at the meeting.

## **10.3 Taking ordinary decisions by written resolution without a general meeting**

10.3.1 Subject to clause 10.4, a resolution in writing agreed by a simple majority of all the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

10.3.1.1 a copy of the proposed resolution has been sent to all the members eligible to vote; and

10.3.1.2 a simple majority of members has signified its agreement to the resolution in a document or documents which are received at the principal office within the period of 28 days beginning with the circulation date. The document signifying a member's agreement must be authenticated by their signature by a statement of their identity accompanying the document, or in such other manner as the CIO has specified.

10.3.2 The resolution in writing may comprise several copies to which one or more members has signified their agreement.

10.3.3 Eligibility to vote on the resolution is limited to members who are members of the CIO on the date when the proposal is first circulated in accordance with clause 10.3.1.

10.3.4 Without prejudice to clause 11.2.2.1, not less than 5 members of the CIO may request in writing that the Committee Members make a proposal for decision by the members.

10.3.5 The Committee Members must within 21 days of receiving such a request comply with it if:

10.3.5.1 the proposal is not frivolous or vexatious, and does not involve the publication of defamatory material;

10.3.5.2 the proposal is stated with sufficient clarity to enable effect to be given to it if it is agreed by the members; and

10.3.5.3 effect can lawfully be given to the proposal if it is so agreed.

- 10.3.6 clause 10.3.1, clause 10.3.2 and clause 10.3.3 apply to a proposal made at the request of members.

#### **10.4 Decisions that must be taken in a particular way**

- 10.4.1 Any decision to remove a Committee Member must be taken in accordance with clause 14.2.
- 10.4.2 Any decision to amend this constitution must be taken in accordance with clause 26 of this constitution (Amendment of Constitution).
- 10.4.3 Any decision to wind up or dissolve the CIO must be taken in accordance with clause 27 of this constitution (Voluntary winding up or dissolution). Any decision to amalgamate or transfer the undertaking of the CIO to one or more other CIOs must be taken in accordance with the provisions of the Charities Act 2011.

### **11. GENERAL MEETINGS OF MEMBERS**

#### **11.1 Types of general meeting**

There must be an annual general meeting (AGM) of the members of the CIO at intervals of not more than 15 months. The AGM must receive the annual statement of accounts (duly audited or examined where applicable) and the Committee Members' annual report and must elect Committee Members as required by clause 13.

Other general meetings of the members of the CIO may be held at any time.

All general meetings must be held in accordance with the following provisions.

#### **11.2 Calling general meetings**

- 11.2.1 The Committee Members:
- 11.2.1.1 must call the annual general meeting of the members of the CIO in accordance with clause 11.1, and identify it as such in the notice of the meeting; and
  - 11.2.1.2 may call any other general meeting of the members at any time.
- 11.2.2 The Committee Members must, within 21 days, call a general meeting of the members of the CIO if:

- 11.2.2.1 they receive a request to do so from at least 10% of the members of the CIO; and
- 11.2.2.2 the request states the general nature of the business to be dealt with at the meeting, and is authenticated by the member(s) making the request.
- 11.2.3 Any such request may include particulars of a resolution that may properly be proposed, and is intended to be proposed, at the meeting.
- 11.2.4 A resolution may only properly be proposed if it is lawful, and is not defamatory, frivolous or vexatious.
- 11.2.5 Any general meeting called by the Committee Members at the request of the members of the CIO must be held within 28 days from the date on which it is called.
- 11.2.6 If the Committee Members fail to comply with this obligation to call a general meeting at the request of its members, then the members who requested the meeting may themselves call a general meeting.
- 11.2.7 A general meeting called in this way must be held not more than 3 months after the date when the members first requested the meeting.
- 11.2.8 The CIO must reimburse any reasonable expenses incurred by the members calling a general meeting by reason of the failure of the Committee Members to duly call the meeting, but the CIO shall be entitled to be indemnified by the Committee Members who were responsible for such failure.

### **11.3 Notice of general meetings**

- 11.3.1 The Committee Members, or, as the case may be, the relevant members of the CIO, must give at least 14 clear days' notice of any general meeting to all of the members.
- 11.3.2 If it is agreed by not less than 90% of all members of the CIO, any resolution may be proposed and passed at the meeting even though the requirements of the above sub-clause have not been met. This sub-clause does not apply where a specified period of notice is strictly required by another clause in this constitution, by the Charities Act 2011 or by the General Regulations.
- 11.3.3 The notice of any general meeting must:
  - 11.3.3.1 state the time and date of the meeting:

- 11.3.3.2 give the address at which the meeting is to take place;
  - 11.3.3.3 give particulars of any resolution which is to be moved at the meeting, and of the general nature of any other business to be dealt with at the meeting; and
  - 11.3.3.4 if a proposal to alter the constitution of the CIO is to be considered at the meeting, include the text of the proposed alteration;
  - 11.3.3.5 include, with the notice for the AGM, the annual statement of accounts and Committee Members' annual report, details of persons standing for election or re-election as Committee Members, or where allowed under clause 20 (Use of electronic communication), details of where the information may be found on the CIO's website.
- 11.3.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given. Notice shall be deemed to be given 48 hours after it was posted or sent.
- 11.3.5 The proceedings of a meeting shall not be invalidated because a member who was entitled to receive notice of the meeting did not receive it because of accidental omission by the CIO.

#### **11.4 Chairing of general meetings**

The person nominated as chair by the Committee Members under clause 17.2 (Chairing of meetings), shall, if present at the general meeting and willing to act, preside as chair of the meeting. Subject to that, the members of the CIO who are present at a general meeting shall elect a chair to preside at the meeting.

#### **11.5 Quorum at general meetings**

- 11.5.1 No business may be transacted at any general meeting of the members of the CIO unless a quorum is present when the meeting starts.
- 11.5.2 Subject to the following provisions, the quorum for general meetings shall be 10 members.
- 11.5.3 If the meeting has been called by or at the request of the members and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the meeting is closed.

- 11.5.4 If the meeting has been called in any other way and a quorum is not present within 15 minutes of the starting time specified in the notice of the meeting, the chair must adjourn the meeting. The date, time and place at which the meeting will resume must be notified to the CIO's members at least seven clear days before the date on which it will resume.
- 11.5.5 If a quorum is not present within 15 minutes of the start time of the adjourned meeting, the member or members present at the meeting constitute a quorum.
- 11.5.6 If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the Committee Members but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.

## **11.6 Voting at general meetings**

- 11.6.1 Any decision other than one falling within clause 10.4 (decisions that must be taken in a particular way) shall be taken by a simple majority of votes cast at the meeting. Every member has one vote.
- 11.6.2 A resolution put to the vote of a meeting shall be decided on a show of hands or, if required by the requisite number of members present, by ballot. The requisite number in relation to a resolution to appoint the Officers of the CIO or the Committee Members shall be 1 and in relation to any other resolution 3 members.
- 11.6.3 In the event of an equality of votes, whether on a show of hands or on a ballot, the chair of the meeting shall have a second, or casting vote.
- 11.6.4 Any objection to the qualification of any voter must be raised at the meeting at which the vote is cast and the decision of the chair of the meeting shall be final.
- 11.6.5 Members will not be entitled to appoint a proxy or use postal voting (other than in connection with a written resolution) or vote by electronic means.

## **11.7 Adjournment of meetings**

The chair may with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time and/or place. No

business may be transacted at an adjourned meeting except business which could properly have been transacted at the original meeting.

## **12. COMMITTEE MEMBERS**

### **12.1 Functions and duties of Committee Members**

The Committee Members shall manage the affairs of the CIO and may for that purpose exercise all the powers of the CIO. It is the duty of each Committee Member:

- 12.1.1 To exercise his or her powers and to perform his or her functions as a trustee of the CIO in the way he or she decides in good faith would be most likely to further the purposes of the CIO.
- 12.1.2 To exercise, in the performance of those functions, such care and skill as is reasonable in the circumstances having regard in particular to:
  - 12.1.2.1 any special knowledge or experience that he or she has or holds himself or herself out as having; and
  - 12.1.2.2 if he or she acts as a Committee Member of the CIO in the course of a business or profession, to any special knowledge or experience that it is reasonable to expect of a person acting in the course of that kind of business or profession.

### **12.2 Eligibility for Committee**

- 12.2.1 Every Committee Member must be a member of the CIO.
- 12.2.2 No one may be appointed as a Committee Member:
  - 12.2.2.1 if he or she is under the age of 16 years; or
  - 12.2.2.2 if he or she would automatically cease to hold office under the provisions outlined in clause 14.1.6.
- 12.2.3 No one is entitled to act as a Committee Member whether on appointment or on any re-appointment until he or she has expressly acknowledged, in whatever way the Committee Members decide, his or her acceptance of the role of Committee Member.

### **12.3 Number of Committee Members**

12.3.1 There must be at least five Committee Members. If the number falls below this minimum, the remaining Committee Members may act only to call a meeting of the members to appoint a new Committee Member.

12.3.2 There is no maximum number of Committee Members that may be appointed to the CIO.

## **13. APPOINTMENT OF COMMITTEE MEMBERS**

13.1 Members shall be nominated for election at general meetings of the members to hold office as:

13.1.1 The President;

13.1.2 The Treasurer;

13.1.3 The Secretary; and

13.1.4 The Representative to the Board of Deputies of British Jews.

13.2 Election of a member nominated to hold an office in accordance with clause 13.1 shall automatically by virtue of that election be election as a Committee Member.

13.3 Members may also be nominated for election as a Committee Member without a specified office at general meetings of the members. Any office not reserved for election by the members may be allocated by the Committee Members.

13.4 All officers and other Committee Members shall automatically retire at each AGM but may offer themselves for re-election, save that a President who has served for three consecutive terms as President may not be re-appointed as President for a fourth consecutive term but may be re-appointed President after an interval of at least 12 months.

13.5 The members may at any time decide to appoint a new Committee Member, whether in place of a Committee Member who has retired or been removed in accordance with clause 14 (Retirement and removal of Committee Members), or as an additional Committee Member.

## **14. RETIREMENT AND REMOVAL OF COMMITTEE MEMBERS**

14.1 A member ceases to be a Committee Member if he or she:

- 14.1.1 retires by notifying the CIO in writing (but only if enough Committee Members will remain in place when the notice of resignation takes effect to form a quorum for meetings).
  - 14.1.2 is absent without the permission of the Committee Members from all their meetings held within a period of six months and the Committee Members resolve that he or she should cease to be a Committee Member.
  - 14.1.3 dies.
  - 14.1.4 in the written opinion, given to the company, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months.
  - 14.1.5 is removed by the members of the CIO in accordance with clause 14.2.
  - 14.1.6 is disqualified from acting as a Committee Member by virtue of section 178-180 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision).
- 14.2 A Committee Member shall cease to be a Committee Member if a resolution to remove him or her is proposed at a general meeting of the members properly convened in accordance with clause 11, and the resolution is passed by not less than a two-thirds majority of votes cast at the meeting.
- 14.3 A resolution to remove a Committee Member in accordance with clause 14.2 shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal, and has been given an opportunity of making oral and/or written representations to the members of the CIO.

## 15. **TAKING OF DECISIONS BY COMMITTEE MEMBERS**

Any decision may be taken either:

- 15.1 At a meeting of the Committee Members.
- 15.2 By resolution in writing or electronic form agreed by a majority of all of the Committee Members, which may comprise either a single document or several documents containing the text of the resolution in like form to which the majority of all of the Committee Members has signified their agreement. Such a resolution shall be effective provided that:



- 15.2.1 a copy of the proposed resolution has been sent as near as reasonably practicable at the same time to all of the Committee Members; and
- 15.2.2 the majority of all of the Committee Members has signified agreement to the resolution in a document or documents which has or have been authenticated by their signature, by a statement of their identity accompanying the document or documents, or in such other manner as the Committee Members have previously resolved, and delivered to the CIO at its principal office or such other place as the trustees may resolve within 28 days of the circulation date.

## **16. DELEGATION BY COMMITTEE MEMBERS**

- 16.1 The Committee Members may delegate any of their powers or functions to a sub-committee or sub-committees, and, if they do, they must determine the terms and conditions on which the delegation is made. The Committee Members may at any time alter those terms and conditions, or revoke the delegation.
- 16.2 This power is in addition to the power of delegation in the General Regulations and any other power of delegation available to the Committee Members, but is subject to the following requirements:
  - 16.2.1 A committee may consist of two or more persons, but at least one member of each committee must be a Committee Member.
  - 16.2.2 The acts and proceedings of any sub-committee must be brought to the attention of the Committee Members as a whole as soon as is reasonably practicable.
  - 16.2.3 The Committee Members shall from time to time review the arrangements which they have made for the delegation of their powers.

## **17. MEETINGS AND PROCEEDINGS OF COMMITTEE MEMBERS**

### **17.1 Calling meetings**

- 17.1.1 Any Committee Member may call a meeting of the Committee Members.
- 17.1.2 Subject to that, the Committee Members shall decide how their meetings are to be called, and what notice is required.

### **17.2 Chairing of meetings**

The Committee Members may appoint one of their number to chair their meetings and may at any time revoke such appointment. If no-one has been so appointed, or if the person appointed is unwilling to preside or is not present within 10 minutes

after the time of the meeting, the Committee Members present may appoint one of their number to chair that meeting.

### **17.3 Procedure at meetings**

17.3.1 No decision shall be taken at a meeting unless a quorum is present at the time when the decision is taken. The quorum is 5 Committee Members, or such larger number as the Committee Members may decide from time to time. A Committee Member shall not be counted in the quorum present when any decision is made about a matter upon which he or she is not entitled to vote.

17.3.2 Questions arising at a meeting shall be decided by a majority of those eligible to vote.

17.3.3 In the case of an equality of votes, the chair shall have a second or casting vote.

### **17.4 Participation in meetings by electronic means**

17.4.1 A meeting may be held by suitable electronic means agreed by the Committee Members in which each participant may communicate with all the other participants.

17.4.2 Any Committee Member participating at a meeting by suitable electronic means agreed by the Committee Members in which a participant or participants may communicate with all the other participants shall qualify as being present at the meeting.

17.4.3 Meetings held by electronic means must comply with rules for meetings, including chairing and the taking of minutes.

## **18. SAVING PROVISIONS**

18.1 Subject to clause 18.2, all decisions of the Committee Members, or of a sub-committee of Committee Members, shall be valid notwithstanding the participation in any vote of a Committee Member:

18.1.1 Who was disqualified from holding office;

18.1.2 Who had previously retired or who had been obliged by the constitution to vacate office.

18.1.3 Who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise.

if, without the vote of that Committee Member and that Committee Member being counted in the quorum, the decision has been made by a majority of the Committee Members at a quorate meeting.

- 18.2 Clause 18.1 does not permit a Committee Member to keep any benefit that may be conferred upon him or her by a resolution of the Committee Members or of a committee of Committee Members if, but for clause 18.1, the resolution would have been void, or if the Committee Member has not complied with clause 7 (Conflicts of interest).

## 19. **EXECUTION OF DOCUMENTS**

- 19.1 The CIO shall execute documents by signature.

- 19.2 A document is validly executed by signature if it is signed by at least two of the Committee Members.

## 20. **USE OF ELECTRONIC COMMUNICATIONS**

### 20.1 **General**

The CIO will comply with the requirements of the Communications Provisions in the General Regulations and in particular:

- 20.1.1 The requirement to provide within 21 days to any member on request a hard copy of any document or information sent to the member otherwise than in hard copy form.

- 20.1.2 Any requirements to provide information to the Commission in a particular form or manner.

### 20.2 **Use of electronic communications**

#### 20.2.1 **To the CIO**

Any member or Committee Member of the CIO may communicate electronically with the CIO to an address specified by the CIO for the purpose, so long as the communication is authenticated in a manner which is satisfactory to the CIO.

#### 20.2.2 **By the CIO**

- 20.2.2.1 Any member or Committee Member of the CIO, by providing the CIO with his or her email address or similar, is taken to have agreed to receive communications from the CIO in electronic form at that address, unless the member has

indicated to the CIO his or her unwillingness to receive such communications in that form.

20.2.2.2 The Committee Members may, subject to compliance with any legal requirements, by means of publication on its website:

- (a) Provide the members with the notice referred to in clause 11.3 (Notice of general meetings).
- (b) Give Committee Members notice of their meetings in accordance with clause 17.1 (Calling meetings).
- (c) Submit any proposal to the members or Committee Members for decision by written resolution in accordance with the CIO's powers under clause 10 (Members' decisions) or clause 10.3 (Decisions taken by resolution in writing).

20.2.3 The Committee Members must:

20.2.3.1 Take reasonable steps to ensure that members and Committee Members are promptly notified of the publication of any such notice or proposal.

20.2.3.2 Send any such notice or proposal in hard copy form to any member or Committee Member who has not consented to receive communications in electronic form.

## 21. **KEEPING OF REGISTERS**

The CIO must comply with its obligations under the General Regulations in relation to the keeping of, and provision of access to, registers of its members and Committee Members.

## 22. **MINUTES**

The Committee Members must keep minutes of all:

22.1 Appointments of officers made by the Committee Members.

22.2 Proceedings at general meetings of the CIO.

22.3 Meetings of the Committee Members and sub-committees of Committee Members including:

- 22.3.1 the names of those present at the meeting;
  - 22.3.2 the decisions made at the meetings; and
  - 22.3.3 where appropriate the reasons for the decisions.
- 22.4 Decisions made by the Committee Members otherwise than in meetings.
- 23. **ACCOUNTING RECORDS, ACCOUNTS, ANNUAL REPORTS AND RETURNS, REGISTER MAINTENANCE**
  - 23.1 The Committee Members must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of accounts, and to the preparation of annual reports and returns. The statements of accounts, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
  - 23.2 The Committee Members must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.
- 24. **RULES**

The Committee Members 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 CIO, but such rules or bye laws must not be inconsistent with any provision of this constitution. Copies of any such rules or bye laws currently in force must be made available to any member of the CIO on request.
- 25. **DISPUTES**

If a dispute arises between members of the CIO about the validity or propriety of anything done by the members under this constitution, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.
- 26. **AMENDMENT OF CONSTITUTION**

As provided by clauses 224-227 of the Charities Act 2011:

  - 26.1 This constitution can only be amended:
    - 26.1.1 by resolution agreed in writing by all members of the CIO; or

- 26.1.2 by a resolution passed by a 75% majority of votes cast at a general meeting of the members of the CIO.
- 26.2 Any alteration of clause 3 (Objects), clause 27 (Voluntary winding up or dissolution), this clause, or of any provision where the alteration would provide authorisation for any benefit to be obtained by Committee Members or members of the CIO or persons connected with them, requires the prior written consent of the Charity Commission. In addition, any alteration of clause 27.2 requires the prior written consent of the United Synagogue or its successor.
- 26.3 No amendment that is inconsistent with the provisions of the Charities Act 2011 or the General Regulations shall be valid.
- 26.4 A copy of any resolution altering the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Commission within 15 days from the date on which the resolution is passed. The amendment does not take effect until it has been recorded in the Register of Charities.
27. **VOLUNTARY WINDING UP OR DISSOLUTION**
- 27.1 As provided by the Dissolution Regulations, the CIO may be dissolved by resolution of its members. Any decision by the members to wind up or dissolve the CIO can only be made:
- 27.1.1 At a general meeting of the members of the CIO called in accordance with clause 11 (General meetings of members), of which not less than 14 days' notice has been given to those eligible to attend and vote:
- 27.1.1.1 by a resolution passed by a 75% majority of those voting, or
- 27.1.1.2 by a resolution passed by decision taken without a vote and without any expression of dissent in response to the question put to the general meeting; or
- 27.1.2 By a resolution agreed in writing by all members of the CIO.
- 27.2 If the CIO is dissolved, the assets (if any) remaining after provision has been made for all its liabilities must be applied by transfer to the United Synagogue registered as a charity with number 242552 or its successor for its exclusively charitable purposes but if it shall cease to exist then in one or more of the following ways:
- 27.2.1 by transfer to one or more bodies established for exclusively charitable purposes within, the same or similar to the objects of the CIO;
- 27.2.2 directly for the objects of the CIO or for charitable purposes which are within or similar to the objects of the CIO; or

27.2.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.

27.3 The CIO must observe the requirements of the Dissolution Regulations in applying to the Commission for the CIO to be removed from the Register of Charities, and in particular:

27.3.1 The Committee Members must send with their application to the Commission:

27.3.1.1 a copy of the resolution passed by the members of the CIO;

27.3.1.2 a declaration by the Committee Members that any debts and other liabilities of the CIO have been settled or otherwise provided for in full; and

27.3.1.3 a statement by the Committee Members setting out the way in which any property of the CIO has been or is to be applied prior to its dissolution in accordance with this constitution;

27.3.2 The Committee Members must ensure that a copy of the application is sent within seven days to every member and employee of the CIO, and to any Committee Member of the CIO who was not privy to the application.

27.4 If the CIO is to be wound up or dissolved in any other circumstances, the provisions of the Dissolution Regulations must be followed.

## 28. INTERPRETATION

In this constitution:

**“Committee Member”** means those individuals who are elected as such and accordingly constitute charity trustees and members of the committee that is the governing body of the CIO.

**“Connected person”** means:

- (a) a child, parent, grandchild, grandparent, brother or sister of the Committee Member;
- (b) the spouse or civil partner of the Committee Member or of any person falling within sub-clause (a) above;

- (c) a person carrying on business in partnership with the Committee Member or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled:
  - (i) by the Committee Member 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;
- (e) a body corporate in which:
  - (i) the Committee Member 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.

Section 118 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this constitution.

**“General Regulations”** means the Charitable Incorporated Organisations (General) Regulations 2012.

**“Dissolution Regulations”** means the Charitable Incorporated Organisations (Insolvency and Dissolution) Regulations 2012.

The **“Communications Provisions”** means the Communications Provisions in Part 10, Chapter 4 of the General Regulations.