

**COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF SINAI SYNAGOGUE, LEEDS
Company Number 08248096
Charity Number 1149738**

**Incorporated on 10th October 2012
and amended by special resolutions on
10th May 2017, 9th December 2020, 26th May 2022 and 18th May 2023.**

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1. INTERPRETATION

In these Articles:

- 1.1 'the Synagogue' means the charitable company governed by these Articles
'the 2006 Act' means the Companies Act 2006 as amended
'the Commission' means the Charity Commissioners for England and Wales
'the Objects' means the Objects of the Synagogue as defined in Article 3.2
'these Articles' means these Articles of Association
'the Rules' means the Rules of the Synagogue as annexed to these Articles and adopted under Article 9.1.4
'the directors' and 'the trustees' means the directors of the Synagogue, together known as 'the Board'.
The directors are charity trustees as defined by section 177 of the Charities Act 2011;
'Chairperson' means the current Chairperson(s) of the trustees
'company secretary' means any person appointed by the Board to perform the duties of the secretary of the Synagogue.
'AGM' means an annual general meeting of the Synagogue
'EGM' means an extraordinary general meeting of the Synagogue
'SGM' means a special general meeting of the Synagogue
'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services Act 1986
'Jew' means a person regarded as such by the Bet Din of the MRJ
'member' and 'membership' refer to persons admitted to membership of the Synagogue under Article 10.4
'MRJ' means the Movement for Reform Judaism or any organisation that may succeed or replace it
'material benefit' means a benefit which may not be financial but has a monetary value
'connected persons' means those individuals defined as such by Section 188 of the Charities Act 2011, including any child, parent, grandchild, grandparent, brother, sister, or the spouse or civil partner of any of those.
'written', 'in writing' or 'document' refers to a legible document on paper or in electronic form, where 'electronic form' has the meaning given in Section 1168 of the Companies Act 2006
'clear day' means 24 hours from midnight following the relevant event
'month' means calendar month
'year' means calendar year and reference to a period of office of a year or years shall refer to the date of one AGM to the date of the next following AGM.
- 1.2 Expressions defined in the 2006 Act have the same meaning.

- 1.3 References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it. The headings and numberings to the Articles are for identification only and have no legal meaning.
- 1.4 Any matter or question arising under these Articles or under any of the Rules are treated as being subject to the laws, regulations and/or practices of the MRJ insofar as these are consistent with these Articles or the Rules of the Synagogue, the objects of the Synagogue and its charitable status. In the event of any dispute or difference of opinion in respect of the interpretation or meaning of any part of these Articles or the Rules of the Synagogue, the decision of the Board, taken at a meeting of the Board, shall be final and binding.

2. LIMITATION OF LIABILITY AND GUARANTEE

- 2.1 The liability of members is limited.
- 2.2 Every member promises, if the Synagogue is dissolved while they remain a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Synagogue while the contributor was a member.

3. REGISTERED OFFICE AND OBJECTS

- 3.1 The registered office of the Synagogue is to be in England.
- 3.2 The objects of the Synagogue ('the Objects') are to provide and maintain a place or places of public worship and to further or advance the religious, educational and charitable objectives of the Jewish faith.

4. RELIGIOUS OBSERVANCE

- 4.1 The Synagogue is a constituent member of the MRJ.
- 4.2 The ritual, dates, times and locations for religious services shall be agreed by a Ritual Committee appointed by the Board, or where no such committee has been appointed, the wardens and any Rabbi(s) employed by the Synagogue, in general conformity with the practices of the MRJ. For the purpose of this article "the wardens" is a working party set up in accordance with Rule R4.5.
- 4.3 Any Rabbi shall be appointed and employed in accordance with Rule R8.

5. POWERS

The Synagogue has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the Synagogue has the power:

- 5.1 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.2 to raise funds (but not by means of taxable trading except as permitted by HMRC regulations) and appeal for and receive any contribution, donation, grant or gift of money or property. 'Taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds

and not for the purpose of actually carrying out the Objects other than trading within the HMRC's permissible limits for the time being

- 5.3 to borrow money and give security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011 and subject to Rule R9)
- 5.4 to acquire or hire and manage, maintain or improve property of any kind, subject to Rule R9
- 5.5 to sell, let or dispose of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011 and subject to Rule R9)
- 5.6 to set aside funds for special purposes or as reserves against future expenditure, subject to Rule R9.
- 5.7 subject to Rule R9, to deposit or invest funds in any manner including establishment of a trading arm (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 5.8 to delegate the management of investments to a financial expert, but only on terms that:
 - 5.8.1 the Board sets down the investment policy in writing for the financial expert
 - 5.8.2 every transaction is reported promptly to the Board
 - 5.8.3 the performance of the investments is reviewed regularly with the Board
 - 5.8.4 the Board is entitled to cancel the delegation arrangement at any time
 - 5.8.5 the investment policy and the delegation arrangement are reviewed at least once a year
 - 5.8.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board on receipt
 - 5.8.7 the financial expert must not do anything outside the powers of the Board.
- 5.9 to arrange for investments or other property of the Synagogue to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board or of a financial expert acting under their instructions and to pay any reasonable fee required.
- 5.10 to provide indemnity insurance for the trustees in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- 5.11 subject to Article 6, to employ paid or unpaid agents, staff or advisers and make provision for pensions and superannuation for paid staff
- 5.12 to establish subsidiary companies to assist or act as agents for the Synagogue
- 5.13 to amalgamate with any other charitable body with similar objects
- 5.14 to pay the costs of forming and registering the Synagogue both as a Company and as a Charity and paying applicable fees to any relevant public body in order to maintain such registrations and to comply with all laws and regulations

6 BENEFITS TO MEMBERS AND TRUSTEES

In this article all references to 'trustees' means trustees and connected persons as defined in article 1.1.

- 6.1 The property and funds of the Synagogue must be used only for promoting the Objects and do not belong to the members of the Synagogue but
 - 6.1.1 members (including trustees, subject to Article 6.3) may be employed by or enter into contracts with the Synagogue and receive reasonable payment for goods or services supplied
 - 6.1.2 members (including trustees) may be paid interest at a reasonable rate on money lent to the Synagogue subject to Rule R9,
 - 6.1.3 members (including trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Synagogue subject to Rule R9
 - 6.1.4 members (including trustees) who are beneficiaries may receive charitable benefits in that capacity
- 6.2 A trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Synagogue except
 - 6.2.1 as mentioned in Articles 5.10, 6.1.2, 6.1.3, 6.1.4 or 6.3
 - 6.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Synagogue
 - 6.2.3 an indemnity in respect of any liabilities properly incurred in running the Synagogue (including the costs of a successful defence to criminal proceedings)
 - 6.2.4 payment to any company in which a trustee has no more than a 1 per cent shareholding
 - 6.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).
- 6.3 Any trustee (or any firm or company of which a trustee is a partner, member, consultant or employee) may enter into a contract with the Charity to supply goods or services in return for a payment or other material benefit, including employment, but only if
 - 6.3.1 the goods or services are actually required by the Charity
 - 6.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Articles 5.3 and 5.4
 - 6.3.3 no more than one half of the trustees are subject to such a contract in any financial year.
 - 6.3.4 the reason for any award to a trustee of a contract is entered into the trustees' minute book.
 - 6.3.5 for employment, prior written consent of the Commission has been obtained
- 6.4 Where a trustee has or may have an actual or potential conflict of interest or of loyalties under Article 6.3 above, the remaining ("unconflicted") trustees may, by a simple majority vote at a quorate Board

meeting, and under the provisions of sections 175 and 181 of the 2006 Act, authorise that trustee to continue to act despite the conflict or potential conflict provided that:

- 6.4.1 no conflict of interest may be authorised in relation to remuneration or other trustee benefits unless such remuneration or benefits are permitted by and have previously been authorised under these Articles
 - 6.4.2 the conflicted trustee withdraws from the meeting for that item unless expressly invited to remain in order to provide information
 - 6.4.3 the conflicted trustee is not counted in the quorum for that part of the meeting
 - 6.4.4 the conflicted trustee withdraws during the vote and has no vote on the matter
 - 6.4.5 the unconflicted trustees consider it is in the interests of the Synagogue to authorise the conflict of interests in the circumstances applying
 - 6.4.6 a conflict of loyalties owed to another organisation or person only refers to a conflict not involving a direct or indirect benefit of any nature to a trustee.
- 6.5 For the purposes of this Article 6, "Charity" includes:
- 6.5.1 any subsidiary, trading arm or other company controlled by the Synagogue
 - 6.5.2 any company to which the Synagogue has the right to appoint at least one director.
- 6.6 This Article 6 may not be amended without the prior written consent of the Commission.

7. THE BOARD

- 7.1 The Board as charity trustees have control of the Synagogue and its property and funds.
- 7.2 The Board when complete consists of:
- 7.2.1 The Chairperson(s), Honorary Treasurer(s) elected from amongst the members at each AGM and taking up office in accordance with Rule R2.6.
 - 7.2.2 eight members elected at each AGM in accordance with the relevant provisions of Rule R2.6
 - 7.2.3 the immediate past Chairperson(s), meaning any trustee(s) elected as Chairperson at the AGM preceding the AGM where the Chairperson is elected and who has completed their term of office as Chairperson. They attend ex-officio with full voting rights.
- provided that, subject to Article 7.9, nothing in the Rules shall be declared void or voidable solely on the grounds that there are vacancies on the Board or in a position of Rabbi.
- 7.3 A person qualified and wishing to become a trustee must be aged 18 years or over and must be nominated for election by a member of the Synagogue in accordance with Rule R2.6.
- 7.4 Every trustee must sign a trustee declaration and Code of Conduct before they are eligible to vote at any meeting of the trustees.
- 7.5 Period of office for trustees:

- 7.5.1 Trustees retire at each AGM but, subject to Rule R2.6, may offer themselves for re-election or further co-option provided that the individual shall not hold office for more than 5 consecutive years.
- 7.5.2 The Board may pass a resolution to allow a trustee to stand for a 6th or subsequent year if it considers this as being in the best interests of the charity.
- 7.6 A trustee's term of office automatically terminates if they:
 - 7.6.1 are disqualified under the 2006 Act or Charities Act 2011 from acting as a company director or a charity trustee
 - 7.6.2 are incapable, whether mentally or physically, of managing their own affairs
 - 7.6.3 are absent from five meetings of the trustees within 1 term of office.
 - 7.6.4 cease to be a member
 - 7.6.5 resign by written notice to the trustees (but only if at least two trustees will remain in office)
 - 7.6.6 are removed under Article 7.10
 - 7.6.7 fails to declare a payment or benefit as required by Article 6.3
 - 7.6.8 cease to have a required qualification as previously agreed by the members.
- 7.7 The Board may appoint as a trustee any member duly qualified in accordance with Rule R2.6.3 to fill a vacancy in their number. Where the appointment is to fill a vacancy as a result of a shortfall of elected trustees at a general meeting, then the total number of appointed trustees shall not be more than three. Where the vacancy is as a result of a trustee vacating their office, there will be no restriction on the number of trustees who may be appointed, providing that at all times the number of appointed trustees must not exceed the number of remaining trustees elected by the members. Where two individuals are elected to the role of either Chairperson or Honorary Treasurer, and one of the individuals vacates their office during the term, this is not considered a vacancy and the remaining elected individual will continue in office. Any period of office held as a trustee appointed under this Article shall be counted as a full year for the purpose of re-election under article 7.5.1 if they serve for at least a half of the year.
- 7.8 The Synagogue may increase or reduce the maximum number of trustees by passing an ordinary resolution, provided that the number is not reduced to below three. If the total number of trustees falls below the quorum, then the remaining trustee(s) can continue to act, but only in order to appoint more trustees or call a general meeting of the Synagogue.
- 7.9 A technical defect in the appointment of a trustee of which the trustees are unaware at the time does not invalidate decisions taken at a meeting.
- 7.10 The Synagogue's members voting in a general meeting can remove any trustee by an ordinary resolution with special notice given according to section 168 of the 2006 Act, after the meeting has invited the views of the trustee concerned and considered the matter in the light of any such views. The members can replace a trustee once they are removed.

8. PROCEEDINGS OF THE BOARD

- 8.1 The Board shall meet in accordance with Rule R3. The quorum for a Board meeting shall be five trustees.
- 8.2 A meeting of the trustees may be held either in person or by suitable electronic means agreed by the trustees in which all participants may communicate with all the other participants.
- 8.3 The Chairperson (either trustee if two are elected to the role) presides at each meeting of the trustees. If within 15 minutes of the start of the meeting, a Chairperson is unable or unwilling to preside, another trustee elected by those present, presides at the meeting.
- 8.4 Except as otherwise provided by Article 9, every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the trustees is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 8.5 Every trustee has one vote on each issue. In the event of an equal vote on any issue or resolution, no individual has a casting vote and the simple majority required has not been met.
- 8.6 A procedural defect of which the trustees are unaware at the time does not invalidate decisions taken at a meeting. A defect in the appointment or qualification of a trustee, of which the trustees are unaware at the time, does not invalidate any decision taken at a meeting provided that:
 - 8.6.1 the decision would still have been taken by a quorate majority of the trustees without counting that Trustee's vote and
 - 8.6.2 this Article 8.6 does not permit a trustee or connected person to keep any benefit that may have been given to her or him by the decision, if the decision would otherwise have been invalid or if the trustee has not complied with Article 6.3.
- 8.7 The trustees may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 8.8 Any bank account in which any part of the assets of the Synagogue is deposited shall be operated by the trustees in accordance with Rule R9 and shall indicate the name of the Synagogue. The trustees shall authorise, in writing, at least two persons to sign cheques on behalf of the Synagogue or operate electronic banking accounts and must make such other rules as they see fit to govern the signing of cheques and/or for the management of any electronic banking facility.

9. POWERS OF THE BOARD

- 9.1 The Board have the following powers in the administration of the Synagogue:
 - 9.1.1 to appoint (and remove) any person (who may but need not be a trustee) to carry out the duties formerly required of company secretaries under the 1985 Companies Act and to remunerate that person if they are not a trustee, or if they are a trustee under the provisions of Article 6.2.5.
 - 9.1.2 to appoint committees and working parties in accordance with Rule R4.

9.1.3 to delegate, in accordance with the Rule R4, any of their functions to committees (but at least one member of every committee must be a trustee and all proceedings of committees must be reported promptly to the Board).

9.1.4 to make Rules consistent with these Articles and the 2006 Act to govern:

9.1.4.1 the calling of and proceedings at general meetings,

9.1.4.2 proceedings at their meetings and the composition, remit and meetings of committees or working parties and in relation to the practices, procedures and fees charged by the Synagogue provided that where appropriate, these Rules shall conform with the practices of the MRJ.

9.1.4.3 the membership and administration of the Synagogue (including its financial administration), the use of its premises, and the use of its seal (if any) provided that, where appropriate, these Rules shall conform with the practices of the MRJ.

9.1.5 to establish procedures to assist the resolution of disputes within the Synagogue.

9.1.6 to exercise any powers of the Synagogue which are not reserved to a general meeting.

provided that:

9.1.7 any Rule made under this Article may only be suspended, revoked or amended by at least a two-thirds majority vote of the Board at a quorate Board meeting.

9.1.8 no amendment may be made to any Rule which would contravene charity law or company law.

9.1.9 The Board shall be the sole arbiter for the interpretation of all Rules and its decision upon any matter not otherwise provided for, shall be final and binding, provided that in the event of any ambiguity or conflict between a provision in a Rule and the Articles of the Synagogue, the Articles shall prevail.

9.2 The Board must take all steps it deems necessary (and whether by electronic means or otherwise) to bring all Rules (and any amendments to them) to the notice of the Synagogue's members by providing each member with a copy, publication of any amendments in the next edition of the Synagogue's newsletter and by sending out a summary of all amendments made with the notice of each AGM. A Master set of Rules (together with any amendments made by the Board or by the members in general meeting) will be kept at the Synagogue's registered office.

10. MEMBERSHIP

10.1 The number of members with which the company is registered is unlimited and the subscribers to the Synagogue's Memorandum of Association shall be the first members of the Synagogue.

10.2 At incorporation the Synagogue replaced the charity "Sinai Synagogue" with charity number 1022750 (the 'previous charity'). Any individuals who were members of the previous charity, but have not become members of the Synagogue, are considered to be full beneficiaries of the charity, with equal rights and responsibilities as all members, with the exceptions:

10.2.1 they are not entitled to vote at the Synagogue's general meetings,

10.2.2 they are not liable for any costs of dissolution or liabilities under article 2.2.

10.2.3 they are not eligible to stand or be nominated as a trustee of the Synagogue.

These individuals are eligible to become members of the Synagogue at any time by consenting in writing to become a member personally.

10.3 The Synagogue must maintain a register of members and a register of directors (trustees) and Company Secretaries and a register of directors'/trustees' Interests.

10.4 Membership of the Synagogue is open to any Jew as defined in these Articles who

10.4.1 is aged 18 years or over, and

10.4.2 has paid any annual subscription, fee or levy, and

10.4.3 applies to the Synagogue in the form required by the Board, and

10.4.4 is approved by the Board, and

10.4.5 signs the Register of members or consents in writing to become a member personally.

10.5 The Board may only refuse an application for membership if doing so would, in their reasonable and proper opinion, be in the best interests of the Synagogue.

10.6 The Board may, under the Rules, establish different classes of membership and prescribe their respective rights and obligations and set the amounts of any subscriptions. The rights and obligations of members must be set out in the Register of Members and can only be altered by the Synagogue voting by special resolution in a general meeting under Article 11.12.

10.7 Membership is terminated if the member concerned

10.7.1 gives written notice of resignation to the Synagogue or

10.7.2 dies or

10.7.3 has made no payment towards the relevant current year's (if any) subscription within a period of 14 months from the beginning of that year, or

10.7.4 is removed from membership by resolution of the Board on the ground that in their reasonable opinion the member's continued membership is harmful to the Synagogue, but only after:

10.7.4.1 notifying the member in writing and

10.7.4.2 considering the matter in the light of any written representations which the member concerned or her/his representative puts forward within 14 days after receiving notice and

10.7.4.3 considering any appeal made in writing by the member within 14 days after the Board's decision, for final consideration at the next Board meeting or

10.7.5 ceases to comply with the conditions of membership.

11 GENERAL MEETINGS

- 11.1 Members are entitled to attend general meetings either personally or by proxy. Subject to Article 11.12, Rule R2 and the provisions of the 2006 Act, a general meeting must be called on at least 14 clear days written notice specifying the business to be discussed except if a special resolution is to be passed, in which case the notice period is at least 21 clear days.
- 11.2 If a general meeting is called at shorter notice, it will be valid if this is agreed by 90% of the members entitled to attend and vote.
- 11.3 Subject to Article 11.13, there is a quorum at a general meeting if the number of members personally present is at least 20 or 3% of the total membership whichever is larger provided that trustees and employees of the Synagogue shall not count towards a quorum. No business can be transacted unless a quorum is present and, if a meeting begins or becomes inquorate, then it must be adjourned and re-convened. The Chairperson, with the consent of the members present, can adjourn either an inquorate meeting or a quorate meeting with unfinished business for up to 30 days. If a quorum is not present within 15 minutes of the start of the reconvened meeting, then the members present at that time will constitute the quorum.
- 11.4 The Chairperson (or if there are two elected Chairpersons, then either) presides at a general meeting. If within 15 minutes of the start of the meeting, a Chairperson is unable or unwilling to preside, then some other trustee elected by the trustees present, presides at a general meeting. If only one trustee is present and willing to act, they must preside at the meeting. Provided that the members by simple majority vote may appoint a member who is not a trustee to chair any part of a meeting.
- 11.5 Except where otherwise provided by the 2006 Act, every issue is decided by a simple majority of the votes (ordinary resolution) cast on a show of hands by members entitled to vote or their proxies. The Board may make Rules under Article 9.1.4 to allow voting members to exercise postal votes or for the provision of secret ballots. The Chairperson or any two voting members or any member having 10% of the voting rights may ask for a count of votes (poll) and provisions of section 321(2) of the 2006 Act will then apply.
- 11.6 Every voting member present in person or by proxy has one vote on each issue. In the event of an equal vote on any resolution, no individual has a casting vote and the simple majority required has not been met. Any member wishing to challenge the qualification of any other member to vote must do so at the meeting at which the vote is taken. The Chairperson's decision on the matter is final.
- 11.7 A written resolution sent to all members and signed by the requisite majority of all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting. Ordinary written resolutions must be signed by a simple majority of voting members and special resolutions by at least 75% of voting members. A written resolution may be circulated in more than one copy. Each written resolution (or copy) must be accompanied by a statement explaining how it should be signed and specifying the date by which it must be passed. A copy of the resolution and statement must also be sent to the Synagogue's auditors or independent examiners. It will be treated as passed on the date specified, provided that the resolution (including all copies) and containing all the required signatures has been returned to the Synagogue's registered office within 28 days of its first being circulated.
- 11.8 The Synagogue must hold an AGM in every year in the month of April (or as soon practicable afterward) and in accordance with Rule R2, which all members are entitled to attend. The first AGM must be held within 18 months after the Synagogue's incorporation and subsequent AGMs must be held at intervals of not more than 15 months.

11.9 At an AGM the members:

- 11.9.1 receive the accounts of the Synagogue for the previous financial year
- 11.9.2 receive the Board' report on the Synagogue's activities since the previous AGM
- 11.9.3 accept the retirement of trustees
- 11.9.4 elect persons to be trustees in accordance with Rule R2.6
- 11.9.5 appoint auditors or independent examiners for the Synagogue
- 11.9.6 may confer on any individual (with their consent) the honorary title of Patron, President, Vice-President or Life Warden of the Synagogue and in accordance Rule R7.
- 11.9.7 may appoint a Special Committee to consider any such matter(s) as the members may at their discretion decide and to report directly to the members in such manner as the members shall decide at the time of the appointment, provided that the members may also appoint a Special Committee at any other general meeting
- 11.9.8 discuss and determine any issues of policy or practice or deal with any other business put before them.

11.10 SGMs and EGMs of the Synagogue may be called in accordance with Rule R2.

11.11 A general meeting must be called within 28 days on a written request from at least 10% of the members, or, if more than 12 months has elapsed since the last general meeting, from at least 5% of the members.

11.12 Any amendment to the Synagogue's Articles must be passed by a special written resolution or by a special resolution (i.e. on not less than 75% majority vote of voting members) at a general meeting held at not less than 21 days' notice. Notice of the resolution, once passed, must be sent to the Commission and to Companies House within 14 days, together with a copy of the amended Articles. No amendment to these Articles may operate to invalidate any previous action of the trustees. No amendment may be made to Articles 3.2, 6 or 14 or to this Article 11.12 without the prior consent in writing of the Commission.

11.13 A general meeting may be held in person, by suitable electronic means agreed by the trustees, or as a combination of both methods. The trustees will determine how a general meeting will be held. Where a meeting is held either in full or in part by electronic means, those members attending the meeting electronically will be deemed to be personally present for the purposes of determining the quorum for the meeting in line with Article 11.3.

12. RECORDS & ACCOUNTS

12.1 The Board must comply with the requirements of the 2006 Act and the Charities Act 2011 as to keeping financial records, the audit or independent examination of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- 12.1.1 annual reports

- 12.1.2 annual returns
- 12.1.3 annual financial statements of account.
- 12.2 The Board must keep (and, where required by the 2006 Act, retain for at least 10 years) proper records of
 - 12.2.1 all proceedings at general meetings, Board meetings and committee meetings, including details of those present, any decisions made and (where appropriate) the reasons for those decisions
 - 12.2.2 all reports of committees and
 - 12.2.3 all professional advice obtained.
- 12.3 Accounting records relating to the Synagogue must be made available for inspection by any trustee at any reasonable time during normal office hours and may be made available for inspection by members who are not trustees if the trustees so decide.
- 12.4 A copy of the Synagogue's latest available statement of account must be:
 - 12.4.1 supplied on request to any trustee or member, or to any other individual who makes a written request and pays the Synagogue's reasonable costs, within two months and
 - 12.4.2 sent to each member at least 21 days before an AGM, together with a copy of the Auditor's or Independent Examiner's Report and the Board's Annual Report.
- 12.5 If the 2006 Act requires something to be done by both a trustee and the Company Secretary, then the same person acting in both capacities cannot do this.
- 12.6 The Board may each year carry out a social audit through an independent assessor, in addition to the financial audit or independent examination. The purposes of the social audit are to:
 - 12.6.1 identify the social costs and report on the public benefit of the Synagogue's work
 - 12.6.2 enable non-financial assessments of the Synagogue's performance to be made
 - 12.6.3 assess the Synagogue's internal democracy and decision-making
 - 12.6.4 assess its effects and impact on beneficiaries, users and partners, the wages, health and safety, training, development and job satisfaction of its employees and volunteers, and its compliance in general with the principles of good human resource management.

13. NOTICES AND OTHER DOCUMENTS

- 13.1 Notices under these Articles or any other documents sent to or from the Synagogue may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in the Synagogue's newsletter.
- 13.2 The only address at which a member is entitled to receive notices is the address shown in the register of members and a member's presence at a general meeting shall be proof of their receiving a notice and its contents.

- 13.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received
- 13.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
 - 13.3.2 two clear days after being sent by first class post to that address
 - 13.3.3 three clear days after being sent by second class or overseas post to that address
 - 13.3.4 on the date of publication of a newspaper containing the notice
 - 13.3.5 on being handed to the member personally if earlier,
 - 13.3.6 as soon as the member acknowledges actual receipt.
- 13.4 A notice of a general meeting must state the date, time and place of the meeting, the business to be transacted, whether it is an AGM, an SGM or an EGM and must include an Agenda, the minutes of the previous general meeting and all proposed resolutions correctly received. If the meeting is an AGM, the notice must be sent at least 21 days before the meeting and include a copy of the audited or independently examined accounts for the previous year.
- 13.5 A technical defect in the giving of notice or an accidental failure to give notice of which the Board is unaware at the time does not invalidate decisions taken at a general meeting.

14. DISSOLUTION

- 14.1 If the Synagogue is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:
- 14.1.1 by transfer to one or more other bodies established for exclusively charitable purposes within, the same as or similar to the Objects
 - 14.1.2 directly for the Objects or charitable purposes within or similar to the Objects
 - 14.1.3 in such other manner consistent with charitable status as the Commission approve in writing in advance.
- 14.2 A final report and statement of account must be sent to the Commission.

15. INDEMNITY

- 15.1 Unless the provisions and operation of this Article are avoided by any provision of the 2006 Act, every trustee and every Officer or employee of the Synagogue shall be indemnified by the Synagogue out of its funds (subject to such funds being sufficient) against all costs, losses, charges, expenses and liabilities sustained or incurred by her/him:
- 15.1.1 in defending any proceedings (whether civil or criminal) in respect of any negligence, default, breach of duty or of trust of which s/he may be guilty in relation to the Synagogue and in which judgement is given in her/his favour or in which s/he is acquitted or in respect of which relief is granted to her or him by the Court under the provisions of the 2006 Act or by the Commission; or

15.1.2 in respect of any contract entered into or act or deed done by her/him by virtue of her/his instructions or authority from the Board or in any way in the discharge of her/his duties.

RULES MADE UNDER ARTICLE 9.1.4

RULE R1 - PROXY VOTES AND PROXY FORMS

- R1.1** In order for a proxy vote to be valid, a member appointing a proxy to vote at general meetings of the Synagogue must sign the proxy form personally or by a duly authorised attorney and comply with the rules set out below. A signature may be provided in physical or electronic form.
- R1.2** The content of the proxy form will be determined by the Board.
- R1.3** If the proxy form is signed by someone having a power of attorney for the member, then a copy of the power of attorney must be sent to the address of the Synagogue designated on the proxy form ("the designated address") at the same time as the signed proxy form.
- R1.4** The designated address may be a postal or an email address.
- R1.5** A signed proxy form for a general meeting must be sent either by post or signed, scanned and emailed to the designated address to arrive at least 48 hours before the time the general meeting is due to start.
- R1.6** The proxy form, once signed, shall be deemed to give the proxy power to demand or join in demanding a poll (that is, a counted vote) on any issue.
- R1.7** If the proxy form is to be used to vote on a poll, it must be sent to the designated address to arrive at least 24 hours before the time the poll is due to be held.
- R1.8** If a poll is not taken immediately after it has been demanded, but is taken within 48 hours after being demanded, then the proxy form may be delivered to the Chairperson or any trustee at the meeting where the poll was demanded.
- R1.9** Where a member revokes the appointment of her/his proxy, the vote of the proxy will still be valid unless notice of the revocation has been received at the designated address before the start of the meeting where the vote is taken or the time a poll was held (if it is held on a later date).

RULE R2 – PROCEEDINGS AT GENERAL MEETINGS OF THE SYNAGOGUE AND THE ELECTION OF TRUSTEES

- R2.1** **Classes of general meeting:** There shall be three types of General Meetings of members of the Synagogue: Annual General Meetings, Special General Meetings and Extraordinary General Meetings.
- R2.2** **Voting, Ballots and Quorum**
- R2.2.1** **Voting and passing of resolutions:** resolutions shall be deemed to have been carried by a show of hands by a simple majority of members present, entitled and voting at the meeting including proxy votes. Where a meeting is held either in full or in part using electronic means, the trustees should establish an appropriate method to allow those attending online to indicate their voting preference. Members' abstention votes will be excluded from calculation of a majority. Any member present may call upon the meeting to have specific resolutions determined by secret ballot.

R2.2.2 Ballots: where a ballot is requested and agreed upon, then the meeting shall appoint two persons (not themselves candidates or having a vested interest) to conduct the ballot and present the result, but not the votes cast, for the Chairperson of the meeting to announce. Where a meeting is held either in full or in part using electronic means, the trustees must establish an appropriate method to allow those attending online to indicate their voting preference, in such a way as to maintain the secrecy of individual's votes. The number of votes cast shall only be available to the meeting if it so requests before the ballot is taken.

R2.2.3 Quorum: the quorum for all Annual General, Special General Meetings or Extraordinary General Meetings shall be 20 members personally present or 3% of the total membership whichever is greater. Trustees and employees of the Synagogue shall be excluded from count as quorum present.

R2.3 Member's proposal to include an item on an AGM agenda: A resolution proposed by a member shall be included on the Agenda provided that it is submitted not less than 35 days before the date of the AGM, and it is seconded by a minimum of 1% of the membership.

R2.4 Special General Meeting

R2.4.1 Summoning: an SGM may be summoned at any time by the Board.

R2.4.2 Holding: any SGM shall be held not earlier than fourteen days, nor later than twenty-eight days after the date of being summoned.

R2.4.3 Notice: the Company Secretary shall give Notice of any SGM stating the purpose of the meeting and containing the text of any resolution which is to be considered. The Company Secretary shall send such notice by email to the member's current known email address or by post to the last known address of all members not less than ten days before the date of the meeting.

R2.5 Extraordinary General Meeting

R2.5.1 Summoning: any EGM shall be summoned within fourteen days of the receipt of a written request signed by not less than twenty members.

R2.5.2 Holding: any EGM shall be held not earlier than twenty eight days, nor later than fifty six days after the date of being summoned.

R2.5.3 Notice: the Company Secretary shall give notice of any EGM stating the purpose of the meeting and containing the text of any resolution correctly received. The Company Secretary shall send such notice by email to the member's current known email address or by post to the last known addresses of all members not less than twenty eight days before the date of the meeting.

R2.6 Election of the Trustees:

R2.6.1 Chairperson:

The position of Chairperson may be held by either a single member, or by two members who stand for election jointly as co-Chairpersons intending to share the duties of and act together in that role. The Chairperson (if two individuals hold the office then either) shall preside over and conduct all Annual General, Special General, Extraordinary General, and Board Meetings.

R2.6.2 Honorary Treasurer:

The position of Honorary Treasurer may be held by either a single member, or by two members who stand for election jointly as co-treasurers intending to share the duties of and act together in that role. The Honorary Treasurer(s) shall be responsible for the day to day financial function of the Synagogue, Budget, Management Accounts, and for the control of funds and the custody and records of the monies and account books of the Synagogue.

R2.6.3 Eligibility:

Any member shall be entitled to stand for election as either the Chairperson or Honorary Treasurer provided that person has been an ordinary Board Member for at least one year. Where two members stand jointly for one of the positions, then at least one of those members must have been an ordinary Board Member for at least one year. Any member shall be entitled to stand for election as an ordinary Board Member provided that person has been a member of the Synagogue for at least one year.

R2.6.4 Nomination by members: any two members may nominate in writing another member (or 2 members jointly for the Chairperson or Honorary Treasurer positions) for election to the Board, such nomination shall have the written consent of the nominee(s) and must be received at least ten days before the date of the meeting. The names of all nominees shall be displayed on the Synagogue's Notice Board and on the Synagogue's website at least seven days prior to the meeting.

R2.6.5 Announcement: the Chairperson shall announce to the meeting the names of the persons nominated, eligible and willing to serve as trustees.

R2.6.6 Chairperson and Honorary Treasurer Nominations - Excess number: in the event of more than one nomination for either position having been received an election shall take place by secret ballot. Where two individuals are nominated jointly this is treated as a single nomination.

R2.6.7 Chairperson and Honorary Treasurer Nominations - Correct number: In the event that only one nomination is received for either position an election shall take place by secret ballot. Members will be able to vote for or against the nominee. The nominee will be elected by a simple majority of votes in favour. In the event that the nominee does not secure a simple majority, the position will be vacant and rule R2.6.8 will apply.

R2.6.8 Chairperson and Honorary Treasurer Nominations - Shortage: in the event of no nomination for either position having been received, or that no nominee is elected to the position, the Board elected at the AGM shall have the power to appoint any member of the Synagogue to fill the vacant position.

R2.6.9 Board (Trustee) Nominations – Excess Number: in the event of the number of persons nominated to serve on the Board exceeding the number permitted under this rule, an election shall take place by secret ballot. Each member present may cast votes up to the number of vacancies. Any ballot paper with more votes than the number of vacancies will be deemed spoiled. Candidates with the most votes up to the number of vacancies shall be deemed to have been elected.

R2.6.10 Board (Trustee) Nominations – Correct Number or Shortage: in the event that the number of nominations for the Board is equal or less than the number of vacancies an election shall take place by secret ballot. Members will be able to vote for or against each nominee and those nominees securing a simple majority of votes in favour will be elected.

R2.6.11 Board (Trustee) Nominations – Shortage: in the event of insufficient nominations having been received for vacancies on the Board, or of insufficient nominees being elected to fill all vacant Board positions, the Board shall have the power subsequently to fill up to three positions.

RULE R3 – MEETINGS AND PROCEEDINGS OF THE BOARD

- R3.1 Frequency of meetings:** the Board shall meet each month or at such other times as deemed expedient by the Chairperson.
- R3.2 Convening normal meetings**
Meetings shall normally be convened upon seven days' notice but in the case of an emergency the Chairperson may summon a Board meeting without a period of notice.
- R3.3 Attendance by Board members:** all trustees are expected to attend all Board meetings. If a member fails to attend five meetings, the member shall cease to be a member of the Board. The number of Board meetings attended by each Board member will be reported at the Annual General Meeting.
- R3.4 Convening of special meetings:** a meeting of the Board may be called within not less than seven or more than fourteen days, upon request of at least three members of the Board who shall state in writing to the Chairperson the matter or matters they wish to be discussed at such meeting.
- R3.5 Quorum:** the quorum for a meeting of the Board shall be five Board members personally present.
- R3.6 Minutes:** minutes shall be taken at all Board meetings and circulated to all Board Members within twenty-one days. Approved minutes shall also be available for inspection by ordinary members at the Synagogue's Office and published in other media as determined by the Board.
- R3.7 Private and Confidential Matters:** the Board may resolve that matters are of a private and confidential nature and if so the Chairperson shall decide how the matter be recorded and whether it be made available for inspection.

RULE R4 – COMMITTEES AND WORKING PARTIES

- R4.1 Establishment:** the Board may establish committees to hold office until the next Annual General Meeting or unless previously dissolved.
- R4.2 Extent of powers:** the Board may confer upon or delegate to any committee such powers of the Board as the Board shall determine provided that all actions and proceedings of any committee shall be fully and promptly reported to the Board.
- R4.3 Approval of persons:** any person serving on a committee or acting as a co-opted member thereof is deemed to have the approval of the Board unless otherwise determined.
- R4.4 Meetings:** the Chairperson of the Synagogue shall be notified of all meetings to be held by any committee and shall be entitled to attend in person or by proxy nominated by her/him and vote at such meetings. The Board may, on appointing a committee, request it to keep and produce minutes of its meetings.
- R4.5 Working Parties:** working parties may be set up from time to time to further the goals and purposes of the Synagogue. They are set up either by members or by the Board. These may be permanent groups who will run continual activities or provide services to the community, or temporary groups established to perform a specific one-off function. The Honorary Treasurer may

provide a budget to the working party, and the delegated authority to allocate use of funds within this budget. The Board may delegate specific authority to a working party.

RULE R5 – CHARITY PRACTICES, PROCEDURES AND FEES

- R5.1 Appointment and dismissal of paid staff:** the Board may appoint and dismiss staff and specify terms and conditions of employment. The Board may establish and delegate this authority to a committee or working party. That the appointment or dismissal of a Rabbi shall be in accordance with the relevant provisions of the rules relating to a Rabbi.
- R5.2 Position of paid staff re elected office:** unless the prior written consent of the Charity Commission has been obtained, a paid employee who is a member of the Synagogue cannot stand for election as a trustee but may attend in a non-voting capacity provided they shall not take part in or remain present during any discussion regarding to their terms of employment. Any elected trustee may not take part in or remain present during any discussion regarding the terms of employment of a connected person.

RULE R6 – MEMBERSHIP RIGHTS AND RESPONSIBILITIES

- R6.1 Application procedure:**
Any person over the age of 18 may make application in such form as the Board may direct. Matters of Jewish status shall be defined by the standards and conditions laid down by the Bet Din of MRJ.
- R6.2 Acceptance to membership:**
No person may be accepted as a member until ratified by the Board. The Board may refuse an application for membership at its discretion, for example due to outstanding non-payment of previous subscriptions or other funds due to this or another MRJ constituent synagogue. Refusal of an application for membership must be carried by a simple majority of not less than two-thirds of the persons present and voting at the Board meeting.
- R6.3 Dependants' rights:**
Children of a member 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 as shall be laid down by the Board.
- R6.4 Membership categories:**
The Board may introduce categories of membership at such level of subscription as it shall determine.
- R6.5 Honorary membership:**
Honorary Members shall be entitled to receive notice of and to attend but not to vote at General Meetings and to exercise such other rights as the Board may from time to time grant.
- R6.6 Termination of membership:**
Membership may be terminated by a resolution of the Board either for non-payment of subscription or for other reason at the discretion of the Board.
- R6.7 Notice of termination:**
Notice of the intended resolution to terminate membership shall be sent to the member at the last known address not less than fourteen days before the Board meeting to which the resolution is to be put.

R6.8 Rights of representation prior to termination:

The member, having been sent a notice of the intended resolution for termination, has a right for written representation to be submitted to the Board on the member's behalf.

R6.9 Right of appeal against expulsion:

A person receiving notice of a Board resolution to terminate membership, may submit written appeal, within fourteen days, for final consideration at the next Board meeting.

R6.10 Right of appeal against refusal:

A person whose membership has been refused may submit written appeal, within fourteen days of notification, for final consideration at the next Board meeting.

R6.11 Final notice of termination of membership:

If after final consideration membership is terminated, then all rights and entitlements shall cease forthwith and this shall be confirmed in writing.

R6.12 Members' responsibilities:

Members are expected to act in a responsible and considerate manner, not to infringe the rights of other members, and do all that is necessary to ensure that the Synagogue, its employees or trustees are not brought into disrepute.

R6.13 Right to attend religious assemblies and communal activities:

Members have the right to attend all communal religious occasions and activities.

R6.14 Members' personal rights:

Members are entitled to enjoy the personal privileges relating to marriage, Bar/Bat Mitzvah, burial, Rabbinical counselling and any other rights appropriate to membership of the Synagogue in accordance with the circumstances and conditions at the time, and the current practices of the MRJ.

R6.15 Entitlement to attend AGMs, SGMs or EGMs:

Members are entitled to attend Annual General, Special or Extraordinary Meetings of the Synagogue and to vote in person thereat.

R6.16 Entitlement to attend Board Meetings:

Members shall normally be entitled to attend meetings of the Board as observers but not during discussion of private and confidential matters.

R6.17 Eligibility for Trusteeship:

Any member shall be eligible for membership of, or election to the Board, provided that such person has been a correctly subscribed member of the Synagogue for a period of one year immediately prior to election and is qualified by law to act as a company director and charity trustee.

R6.18 Burial rights:

Every member shall be entitled to such benefits as are available through the Synagogue's membership of the Joint Jewish Burial Society in accordance with the rules and regulations in force.

RULE R7 – HONORARY PRESIDENTS, VICE-PRESIDENTS AND LIFE WARDENS

- R7.1** The members in General Meeting may bestow upon individuals an Honorary title for life or for some lesser period. Such title does not confer upon the holder any rights other than the rights accorded to ordinary members and is bestowed upon a person as a mark of recognition and respect. A proposal

to nominate a person for such a title shall be by the Board for the approval of members in General Meeting.

- R7.2** The appointment of any person or persons to the office of President, Vice President or the award of any 'lifetime' title shall not confer upon the person(s) respectively nominated for or appointed to such office, any status, rights and/or duties not otherwise enjoyed and discharged by all other members of the Synagogue. Any such nomination is made and any such office is bestowed and is confirmed by the will of the membership in General Meeting by way of recognition of services rendered to the Synagogue and its members and so as to honour the holder but for no other purpose and to no other effect.

RULE R8 – RABBI

R8.1 Appointment:

A resolution passed by a two-thirds majority shall be required at an AGM or SGM authorising the Board to seek recruits for the position of Rabbi.

R8.2 Responsibilities:

Any Rabbi shall be appointed to carry out such responsibilities as the Board may decide and will be qualified in such manner as to be acceptable for full membership of the MRJ Assembly of Reform Rabbis, UK.

R8.3 Terms of employment:

The terms of employment of any Rabbi shall be fixed by the Board in accordance with guidelines within MRJ policy as expressed through the Assembly of Reform Rabbis, UK and the Board of MRJ.

R8.4 Attendance at meetings:

A Rabbi shall normally be invited to attend meetings of the Board but shall not be entitled to vote thereat.

R8.5 Burial Rights:

Any Rabbi and (where applicable) spouse and children under the age of 18 shall be honorary (non-voting) members of the Synagogue and shall be accorded similar burial rights offered to ordinary members.

R8.6 Dismissal:

The Board has at all times absolute power to dismiss a Rabbi for gross professional misconduct.

RULE R9 – FINANCE AND ACCOUNTING MATTERS

R9.1 Personal or pecuniary interests:

Any Board member who has a pecuniary or other personal interest direct or indirect in any matter which is the subject of consideration by the Board, shall declare their interest and, shall not take part in or remain present (unless invited to stay) during such consideration and shall not vote on any questions with respect to that matter.

R9.2 General funding:

The Synagogue may accept, borrow or raise money for the purpose of furthering its objects by means of grants-in-aid, donations, legacies, subscriptions, levies, fund raising events or loans from public or private sources, members, other persons or sources provided that the Synagogue shall not

undertake any permanent trading activities in raising funds for its objects, except as permitted by HMRC, or do anything similar that may prejudice its legal or charitable position or status.

R9.3 Subscriptions: Fixed by the Board:

The Board shall from time to time fix scales of subscriptions for membership of the Synagogue. The Board may arrange to accept from any member a concessionary subscription other than on normal scale, in which event such variation shall be reviewed at least once each year in accordance with policy as determined by the Board from time to time.

R9.4 Subscriptions: due date:

Subscriptions to the Synagogue shall be due and payable annually in advance on the 1st of January in each year. Members may pay by instalments by direct debit.

R9.5 Subscriptions: method of payment:

An Honorary Treasurer or their delegated representative may, at their own discretion, enter into alternative arrangements with members for payment of subscriptions.

R9.6 Subscriptions: new members:

Membership and the privileges attached commence once payment of the appropriate subscription has been made.

R9.7 Subscriptions: non-payment:

The membership rights of any member whose subscriptions are fourteen months in arrears shall lapse. The Honorary Treasurer will advise the Board, and provided it is agreed by the Board, notify that person in writing that membership rights have lapsed until all arrears have been paid.

R9.8 Finance: approval of spending:

The Honorary Treasurer shall not pay any monies, other than those which are regularly and routinely paid on behalf of the Synagogue, without the express approval of the Board. Where any proposed commitment for goods or services is for a value greater than £2500, at least three competitive quotations shall be obtained unless the Board shall decide that it is not necessary or appropriate so to do.

R9.9 Finance: investment of surplus funds:

The funds of the Synagogue not required for immediate application may be invested in such manner as the Board approves.

R9.10 Finance: control and accounting for funds:

The Honorary Treasurer shall keep such records and accounts as are necessary to record and control the finances of the Synagogue, and shall produce account books, invoices, receipts, papers and other documents to the Board whenever so required to do by the Board or by the Chairperson and shall produce for presentation to the Annual General Meeting accounts in accordance with good practice and any current legal or charitable requirements.

R9.11 Finance: funds relating to minor activities:

Funds relating to minor activities associated with the Synagogue may be held by members who shall be accountable to the Board for their recording and safe keeping. Those members having had custody or control of funds during the year shall produce account books, invoices, receipts, papers and other documents to the Board whenever so required to do by the Board or by the Chairperson and shall produce for presentation to the Annual General Meeting accounts in accordance with good practice and any legal or charitable requirements.

R9.12 Finance: bank accounts:

The Bank Accounts of the Synagogue shall be kept at UK Banks or Building Societies which are covered by the Financial Services Compensation Scheme to be decided by the Board and shall be in the name of the Synagogue. At any time there should be a minimum of 4 signatories for all such

accounts. In each year, at the first meeting of the Board following election, the Board will nominate such signatories. This will include the Honorary Treasurer(s), Chairperson(s), and if required up to two other trustees. All transactions shall be authorised by ~~not~~ fewer than two signatories.

R9.13 Finance: financial year end:

The financial year end of the Synagogue shall be the 31st December and Accounts of the Synagogue shall be prepared in accordance with current legal and charitable requirements and shall be audited or independently examined by a Chartered/Certified or other suitably qualified Accountant who must not be a member of the Board nor of any committee which handles the Synagogue's funds. The auditor/independent examiner is to be appointed at the AGM held during the year to which the accounts relate.

R9.14 Finance : purchase. sale or letting of property:

A resolution passed at an Annual or Special General Meeting shall be required for the purchase, sale or letting of any freehold or leasehold property or land.

R9.15 Finance : holding long term investments:

All long term investments including freehold and leasehold property shall be vested in accordance with the relevant provisions of Article 5.

R9.16 Finance : security for loans against property:

The members at Annual and Special General Meetings may authorise the Board on behalf of the Synagogue to offer as security the property of the Synagogue to secure the repayment of money borrowed and the payment of interest thereon for a sum and rate of interest determined and sanctioned by the members at that meeting.