

NORTH HENDON ADATH YISROEL
SYNAGOGUE

CONSTITUTION

(Proposed amendments at 2013 EGM)

1. **NAME**

The name of the Congregation shall be the North Hendon Adath Yisroel Synagogue.

2. **OBJECTS**

The objects of the Synagogue shall be to purchase, lease or hire, maintain and provide a place of worship (Synagogue) for Orthodox Jews, to conduct Divine Services and to foster the religious, educational and social development of its members.

3. **ENTRENCHED PROVISION**

All activities of the Synagogue shall be carried out in accordance with the principles of Halachic Judaism as set down in the Shulchan Aruch and its commentaries. No activity contrary to these principles shall be permitted and this clause shall not be amended under any circumstances.

4. **AFFILIATIONS**

~~The Synagogue shall be affiliated to the Union of Orthodox Hebrew Congregations and shall comply with such regulations as the Union shall provide for its affiliates.~~ The Synagogue shall also maintain representation on the North West London Communal Mikvah Committee.

5. **MEMBERSHIP**

- a. Any person of the Jewish Faith shall be acceptable as a member of the Synagogue provided that the Membership Application is endorsed by the Rabbi.
- b. The Executive shall, from time to time, fix a scale of Membership Fees, which shall fall due and be payable at Rosh Hashonoh, in advance, in every year, such fees to be rebated pro-rata for Members joining during the year. The Executive shall have the discretion, in appropriate cases, to waive all or part of any Member's fee, or permit the payment of such fees by instalments.
- c. Any member who fails, without good cause, to pay his/her Membership fee within twelve months of being requested in writing to do so, shall, at the considered discretion of the Executive, be deprived of the privileges of Membership.
- d. Every full Member, as distinct from an associate Member, shall, subject to availability, be allocated a seat for himself/herself and, wherever possible, for each of his/her unmarried sons under the age of 21 and, in the Ladies Gallery, for his wife and daughters under the age of 21.

- e. Each male full Member shall have the right to vote at the Annual General Meeting of the Synagogue.
- f. The status of Associate Membership is open to those who are member of other orthodox Synagogues and Burial Societies and wish to participate in the Services and activities of the Synagogue. The same Membership qualifications as in paragraph 5a. will apply. Such Members will not be entitled to nominate or to vote at Annual or Extraordinary General Meetings and will not be allocated permanent seating. The fee for such Membership will be set, from time to time, by the Executive.

6. **GOVERNING BODY**

The elected Board of Management shall consist of, a Chairman, two Wardens, a Treasurer (Honorary Officers) and eight male full members of the Synagogue.

7. **EXECUTIVE**

- a. The Chairman, two Wardens and the Treasurer shall constitute the Executive. It shall be their duty to ensure that the decisions of the General and Extraordinary Meetings and meeting of the Board of Management are carried out and, in cases of emergency, to take such action as they deem appropriate. Any such action so taken shall be submitted to the Board of Management for approval as soon as is reasonably practicable.
- b. The Executive shall meet as often as shall be found necessary to discuss:
 - i. Salaries of the Rabbi and other officials.
 - ii. Such other matters as are referred to it by the Board of Management.
 - iii. Such matters as are referred to it from other sources.
- c. The Executive shall report on the matters discussed to the Board of Management at the meeting immediately following the meeting of the Executive.
- d. The Executive may, at its discretion, invite the Honorary Life Presidents, Trustees of the Synagogue to their meetings.

8. **HONORARY POSITIONS**

The Board of Management shall, from time to time, appoint a maximum of three Honorary Life Presidents, and three Trustees.

- a. The position of Honorary Life President shall be an honour bestowed by the Board of Management. The Honorary Life Presidents shall be entitled to attend and vote at all meeting of the Board of Management. The President will carry out non-executive duties.
- b. The Chairman shall be elected annually at the AGM to chair the meetings of the Executive and Board of Management, to preside over functions organized by the Synagogue; to chair the Annual General Meeting or Extraordinary General Meetings and to assist the Honorary

Officers in the performance of their duties as they may deem appropriate.

- c. Up to three members of the Congregation shall be eligible to serve as Trustees of the Synagogue. All the property and assets of the Congregation shall be vested in the Trustees who shall be responsible for arranging adequate insurance of the property on behalf of, and at the expense of the Synagogue and/or to sign leases on behalf of the Congregation as well as to formulise the charitable status of the Synagogue at an appropriate time. The Trustees shall be appointed on the recommendation of the Board of Management for ratification at the next Annual General Meeting of the Synagogue. The appointment of Trustees shall be for an initial period of four years and may be extended by mutual agreement of the Trustee(s) and the Board of Management, subject to ratification by the Board of Management. A Trustee shall hold office until:
 - a. the expiration of his term of office
 - b. death
 - c. resignation
 - d. ceasing to be a full member of the Synagogue
 - e. ceasing to be resident in the catchment area of the Synagogue for the purposes of attending services.

A Trustee may be removed from office by a Resolution passed by a two thirds majority of those present at a General Meeting of the Synagogue.

9. ANNUAL GENERAL MEETINGS

- a. The Annual General Meetings of the full member (excluding female members) of the Synagogue shall be held during February or March in each year, but not between Purim and Pesach if at all possible, unless exceptional circumstances, as decided by the Board of Management, necessitate a temporary postponement.
- b. Not later than twenty eight days prior to the date fixed for the AGM, Notices of the date, time and place of the AGM shall be sent to each full member entitled to vote. The notice shall also include a form for Nominations for Chairman, Wardens, Financial Representative and eight members of the Board of Management. The Nominations Form shall be signed by the member completing the Form. To be considered for election, members will require the nominations of three members eligible to vote, one of the nominations may be that of the member himself. The Notice for the AGM shall include a form for Resolutions to be proposed at the AGM.
- c. Eligibility for nomination is as follows:

For member of the Board of Management: the member shall have been a full member of the Synagogue for not less than twelve months prior to the AGM and provided always that the nominee shall be a Shomer Shabbos. for Warden or Financial Representative; the

member shall have been a member of the Board of Management of the Synagogue for a full term, though not necessarily a member of the outgoing Board of Management.

- d. The closing date for the receipt of nominations by the Secretary shall be not less than fourteen days before the date fixed for the AGM. The Executive shall scrutinise the Nomination Forms for the sole purpose of ensuring that the proposers and nominees respectively comply with the prescribed qualifications for membership. The Executive shall thereafter authorize the Secretary to notify in writing all members entitled to attend the AGM, the names of the persons nominated.
- e. If by the closing date for the receipt of nominations, fewer persons have been nominated for the positions than positions to be filled, then the Board of Management may nominate members of the Synagogue so as to ensure that all the positions available are filled. If insufficient nominations are received for any position of Honorary Officer, additional members shall be nominated and elected to the Board of Management to make up the deficiency in numbers and the remaining positions on the Executive shall be then filled from the new Board of Management at the first Board meeting after the AGM.
- f. The following items may be raised at the AGM by way of a Resolution:
 - i. Amendments to the Constitution of the Synagogue (save to clauses 2 and 3 hereof)
 - ii. Any Resolution which, in the view of the Board of Management, requires the decision of the Synagogue in General Meeting. Resolution Forms, which must be signed by the proposer and seconder who shall be members of the Synagogue entitled to attend and vote at the AGM, shall be lodged with the Secretary not less than fourteen days prior to the date of the AGM. The Board of Management shall then decide whether the Resolutions proposed should be put to the AGM. If the Board of Management decide that a Resolution does not meet the required criteria, the proposer shall be advised that he may raise the matter under Any Other Business. Resolutions agreed by the Board of Management shall be notified to all Members prior to the AGM.
- g. Resolutions passed at the AGM must be implemented by the incoming Board of Management. Matters brought under Any Other Business shall be referred to the Board of Management for further action.
- h. The Notice containing the names of the nominees and the Resolutions shall be accompanied by the Minutes of the previous AGM.

10. AGM PROCEDURE

The procedures for the AGM and the running of the AGM shall be as follows:

- a. The quorum for an AGM shall be ten Members.
- b. The Chairman at the AGM shall be the Chairman of the Synagogue or, in his absence, the Chairman shall nominate one of the Honorary Life Presidents or, a member of the Executive. In the event of a tied vote the Chairman of the AGM shall have a casting vote at his complete discretion.
- c. The AGM shall normally open with a D'var Torah to be given by one of the Members.
- d. Appointment of Tellers: In the event of an election taking place for Honorary Officers and/or Board of Management members, two Tellers, who are full Members of the Synagogue, and who are not standing for the election at the AGM shall be proposed and seconded from the floor.
- e. Minutes of Previous AGM: The adoption of the Minutes of the previous AGM shall be proposed and seconded from the floor.
- f. The Chairman shall give an Annual Report on the activities of the Synagogue. This may be provided to members in advance on the Synagogue website or by e-mail.
- g. Distribution of Voting Papers: The voting papers shall contain the offices for election and the candidates in alphabetical order, together with the maximum number of votes to be cast in each category.
- h. The Chairman's Report shall be discussed and adoption of the Report shall be proposed and seconded from the floor.
- i. Distribution of the Financial Report: The Income & Expenditure Accounts for all preceding financial year shall be distributed to all present.
- j. The Treasurer shall then present the Financial Report. This shall be followed by a discussion and adoption of the Report shall be proposed and seconded from the floor.
- k. Charity Fund Report: One of the appointed Gabboim of the Charity Fund shall present the Annual Report and Accounts.
- l. Collection of Voting Papers: Voting shall be by secret ballot. The Voting Papers shall be collected by the Tellers and they shall count the votes cast in private. In the event of a tie, the Tellers shall inform the Chairman who shall exercise a casting vote, in confidence.
- m. Resolutions: The Resolutions on the Agenda shall then be presented by either the proposer or seconder prior to discussion. If they are both absent, the Resolution will fail. Resolutions to amend the Constitution shall require a two thirds majority of those present, other resolutions shall be passed by a simple majority.
- n. Announcement of Election Result: The result of the election shall be announced by the Chairman with the names of the successful

candidates in alphabetical order in each category.

- o. Any Other Business: Any matters may be raised under AOB but not in the form of a Resolution.

11. EXTRAORDINARY GENERAL MEETINGS

An Extraordinary General Meeting may be called by a request in writing to the Secretary, signed by no fewer than 25% of the members entitled to vote, specifying the matter intended to be raised. The Secretary shall give written notice to each Member of a Meeting to be held not later than twenty one days after receipt by the Secretary of the request, to attend and vote, specifying the matter proposed. The quorum at such an Extraordinary General Meeting shall be 30% of the membership entitled to attend and vote, and subclause 9f of this Constitution shall apply in relation to Resolutions.

12. BOARD OF MANAGEMENT

The Board of Management shall be specified in Clause 6. Retiring Honorary Officers shall be ex-officio members of the Committee until the AGM following their retirement. The Board of Management shall carry out the day to day business of the Synagogue. In the event of a vacancy occurring at any time between Annual General Meetings, by reason of resignation, illness or death or for any other reason, the Committee shall have the power to co-opt, has been a member of the Synagogue who, at the time of being co-opted, has been a member of the Synagogue for not less than one year, to fill in such a vacancy

The Board of Management shall also have the power to co-opt up to two members of the Synagogue, at any one time, such a co-option to last until the next AGM.

The Board of Management may at its discretion delegate appropriate powers to sub-committees formed for specific purposes, e.g. arrangements of functions. Each such sub-committee shall be under the chairmanship of a member of the Board of Management who shall report fully on the activities of the sub-committee at each Board meeting; and may co-opt to itself any member or members of the Synagogue.

13. MEETING OF THE BOARD OF MANAGEMENT

- a. The Board of Management shall normally meet at least six times every year and at no time shall the interval between meetings exceed twelve weeks.
- b. Notices of meetings shall be sent out by the Secretary on instructions from the Honorary Officers not less than seven clear days prior to the meeting, except in case of urgency, where such notice cannot be given, and shall include the Minutes of the previous meeting (should these not have been sent out earlier) and shall specify the date, time, and venue of the meeting and the matters to be discussed at the meeting. The non receipt or late receipt of the notice by a member of the Board of

Management shall however not invalidate the proceedings at such a meeting.

- c. The quorum at meetings of the Board of Management shall be seven members of the Board.
 - d. The Chairman at such a meeting shall be Chairman of the Synagogue, or in his absence, one of the Executive. In the absence of all the aforementioned to chair the meeting, the meeting shall be postponed.
 - e. The proceedings at the meeting shall be confidential unless the meeting determines otherwise in relation to any specific item discussed.
 - f. The decisions of the Board of Management shall be by simple majority, the meeting Chairman having the casting vote at his absolute discretion.
 - g. A meeting of the Board of Management may be requisitioned at any time by no less than five member of the Board of Management writing to the Secretary specifying the business to be discussed. Subclauses b), c), d), e) and f) of this Clause shall apply to such a meeting.
 - h. No decisions appertaining to religious matters made by any of the aforementioned Committees shall be valid unless and until sanctioned by the Rabbi.
14. **RABBI**
- a. It shall be the duty of the Rabbi to supervise all religious and ritual activities of the Congregation, including its traditional rites and to deliver discourses, from time to time, in the Synagogue, to take part in ceremonies, celebrations or gatherings which may be held or performed within the Congregation, subject to the terms of the individual Agreement between the Rabbi and the Congregation. ~~Ultimate guidance in Halachic matters shall be referred by the Rabbi to the Dayanim or Beth Din of the Union of Orthodox Hebrew Congregations. Halachic disputes referred to the Rabbi shall be arbitrated under the auspices of the Beth Din of the UOHC, when necessary.~~
 - b. Appointment of a Rabbi: The Board of Management shall, when a vacancy occurs, as soon as possible, appoint a Selection Committee, which will consist of the Honorary Officers, the Chairman, and three other members of the Synagogue who may, or may not, necessarily be members of the Board of Management. Any person having Semicha from a recognized orthodox Rabbinical authority shall be eligible for the position of Rabbi. ~~The quality of the Semicha shall be comparable to the Semicha of incumbent Rabbonim of Synagogues affiliated to the UOHC.~~
 - c. The conditions of employment, including remuneration and other conditions shall be incorporated in an Agreement which shall be signed by the Honorary Officers and the Rabbi. This Agreement should be for a limited period, normally five years, but not exceeding ten

years, and subject to a review at its termination. The Selection Committee shall refer a short list of candidates to the Board of Management for selection. They shall also advise on the terms of the Agreement between the Rabbi and the Synagogue.

15. **OTHER OFFICIALS**

The Board of Management shall have the power to appoint such other officials or employees as may, from time to time, be deemed necessary. The method of appointment and the terms of Agreements for such employees shall be at the discretion of the Board of Management.

16. **SECRETARY**

The Secretary shall, except when unavoidably unable, attend all General Meetings and meetings of the Board of Management but shall not vote at such meetings. He shall faithfully record the proceedings of such meetings in a Minute Book. The Secretary shall also keep a roll of members up to date and shall discharge such responsibilities concerned with the affairs of the Synagogue as are placed upon him by the Board of Management. He shall also maintain the records of the Synagogue and deposit them in a place of security and safety.

17. **SUSPENSION**

The contract of any salaried officials may be suspended or terminated by the Board of Management in the event of gross misconduct, persistent neglect of duties or failure to satisfactorily carry out duties allocated to him subject to contract and to statute.

18. **FINANCIAL AFFAIRS**

- a. There shall be one Treasurer at any time; in the event of a vacancy occurring during the year, the Board of Management shall elect or appoint from amongst the ordinary members of the Board, a person to fill the vacancy.
- b. The Synagogue shall hold such current and deposit or other accounts for its funds as shall be deemed appropriate by the Board of Management.
- c. The Treasurer shall maintain books of accounts and supporting records, including on computer, of all the financial transactions of the Synagogue. The Board of Management shall appoint a Chartered or Certified Accountant, qualified as such for at least one year, who shall be, if possible, a member of the Synagogue, to report on the annual Financial Statements prepared by the Treasurer for the aforementioned books of accounts and records.
- d. The Financial Year of the Synagogue shall end on the 31st August.
- e. All cheques shall be signed by at least two members of the Executive, one of whom, under normal circumstances, shall be the Treasurer, provided that any item of extraordinary expenditure shall be sanctioned by the Executive and reported at the next meeting of

the Board of Management following the payment of that item.

- f. The Treasurer shall report to the Board of Management, from time to time, on the financial status of the Synagogue.

19. MARRIAGES

- a. Marriages shall only be solemnized by the Rabbi, or in his absence, by a colleague appointed by him to deputise ~~and only in accordance with the rules laid down by, and with the authority of, the Rabbinate of the Union of Orthodox Hebrew Congregations or to whomsoever they may delegate that responsibility.~~ Marriages shall also be solemnized in accordance with Civil Law and the rules as laid down by the Registrar General.
- b. All members of the Synagogue shall be entitled to be married or celebrate the marriage of their sons or daughters under the auspices of the Synagogue, provided that the above conditions are fulfilled.
- c. Any non member desiring to be married, or have his or her son or daughter married in the Synagogue, shall, if acceptable to the Rabbi and the Wardens, be permitted to celebrate such a marriage.
- d. The Board of Management shall appoint a Secretary for Marriages as required by statute and he shall maintain the records in accordance with the prevailing requirements.
- e. The Fee for Marriages shall be as fixed by the Board of Management from time to time.

20. BARMITZVAHS

- a. Any member, subject to the agreement of the Rabbi and Wardens, desiring to celebrate the Bar Mitzvah of his son or grandson in the Synagogue, shall be permitted to do so upon giving adequate notice to the Secretary. Such an agreement will not normally be forthcoming to non members.
- b. No Bar Mitzvah shall be permitted to read a portion of the Torah or the Haftorah unless the Rabbi considers him competent to do so.

21. INTERPRETATION

In the event of a dispute as to the interpretation of any provision of this Constitution, or in the event of any matter arising not mentioned herein, the dispute shall be referred to the Trustees of the Synagogue for a ruling.

22. PREVIOUS CONSTITUTIONS

This Constitution repeals, annuls and abrogates all previous Constitutions of the Synagogue.